

To  
The General Meeting of Shareholders  
of Chimimport AD

### **MOTIVATED REPORT**

for the expediency and conditions of a proposed transaction, meeting the conditions under Art. 114, para. 1, vol. 1, p. "B" of the POSA

In compliance with the requirements of Art. 114a, para. 1 of the Public Offering of Securities Act (POSA), we present to the GMS this Motivated Report on the expediency and conditions of a project transaction of Chimimport AD, UIC: 000627519, covering the requirements of Art. 114, para. 1, vol. 1, p. "B" of the POSA, containing the information under Art. 33 of Ordinance № 2 of 9 November 2021 on initial and subsequent disclosure of information in public offering of securities and admission of securities to trading on a regulated market, issued by the FSC (Ordinance № 2).

The purpose of this report is to acquaint the shareholders of the company with the essential conditions and the expediency of a transaction under Art. 114, para. 1, vol. 1, p. "B" of the POSA - on the acquisition of securities, with a view to making an informed decision by the General Meeting of Shareholders to authorize the Management Board and representatives of the company to carry out this transaction.

Through this report, the members of the Management Board believe that maximum transparency and clarity is ensured for the forthcoming acquisition of the securities described below.

Information under Art. 33, para. 1 of Ordinance № 2: Description of the proposed transaction, including its subject, value in favor of which the transaction is performed and other essential elements necessary to complete the information and not be misleading.

Chimimport AD purchased on condition financial assets owned by 'Central Cooperative Bank'.

Seller: Central Cooperative Bank AD, UIC: 831447150

Buyer: Chimimport AD, UIC: 000627519

The transaction is subject to preliminary approval by state regulatory body. In the event that Chimimport AD receives a refusal from the state regulatory body to transfer the financial instruments or does not obtain preliminary consent,

Chimimport AD has the right to transfer its rights under these contracts under conditions it deems appropriate to a third party without the seller's consent to the transaction.

Deadline for completion of the transaction: The seller undertakes to register the transfer of ownership of the financial instruments to the buyer by providing the registrant with the relevant disposition order within 20 (twenty) business days from the date of obtaining prior consent from state regulatory body. Chimimport AD will pay the full value of the acquired financial instruments no later than 10 (ten) working days from the date of its registration as owner. The deal benefits both parties.

The name, respectively the title, of the party to the transaction; for transactions with interested persons, respectively with the participation of interested persons - the names, respectively the names, of the persons who are interested persons under Art. 114, para. 7 of the POSA, the normative basis and explanation of the reasons why they are interested persons:

The counterparty to the transaction: Central Cooperative Bank AD, UIC: 831447150. Headquarters and address of management: Country: Bulgaria, District: Sofia, Municipality: Stolichna, Locality: Sofia, ZIP code 1086, Slatina district, 84 Tsarigradsko shose Blvd.

Interested parties:

Chimimport AD directly owns 8.24% and indirectly 68.89% of the capital of Central Cooperative Bank AD.

Tsvetan Tsankov Botev is a member of the Management Board of Chimimport AD and a member of the Management Board of Central Cooperative Bank AD, i.e. a person who is a member of the management body of the public company and participates in the body that controls a legal entity that is a counterparty to the transaction - Art. 114, para. 7, item 2 of the POSA.

Aleksandar Dimitrov Kerezov is a member of the Management Board of Chimimport AD and a member of the Management Board of Central Cooperative Bank AD, i.e. a person who is a member of the management body of the public company and participates in the body that controls a legal entity that is a counterparty to the transaction - Art. 114, para. 7, item 2 of the POSA.

Marin Velikov Mitev is a member of the Management Board and a representative of Chimimport AD and a member of the Supervisory Board of "Central Cooperative Bank AD" and a member of the Board of Directors of Invest Capital AD, UIC: 831541734 (a person who indirectly owns at least 25 percent of the votes in the general meeting of the two companies), i.e. a person who is a member of the management body of the public company and at the same time is a member of the supervisory body of a legal entity party to the transaction - Art. 114, para. 7, item 3 of the POSA and a person who is a member of the management body of the public company and at the same time a member of a person who indirectly holds at least

25 percent of the votes in the general meeting of the two companies - Art. 114, para. 7, item 3 of the POSA.

Ivo Kamenov Georgiev is a member of the Management Board and a representative of Chimimport AD and a member of the Supervisory Board of Central Cooperative Bank AD and a member of the Board of Directors of Invest Capital AD, UIC: 831541734 (a person who indirectly owns at least 25 percent of the votes in the general meeting of the two companies), i.e. a person who is a member of the management body of the public company and at the same time is a member of the supervisory body of a legal entity party to the transaction - Art. 114, para. 7, item 3 of the POSA and a person who is a member of the management body of the public company and at the same time a person who indirectly holds at least 25 percent of the votes in the general meeting of the two companies - Art. 114, para. 7, item 3 of the POSA.

Tihomir Angelov Atanasov is a procurator of "Central Cooperative Bank AD" and at the same time a representative of "CCB GROUP EAD", which is a member of the Supervisory Board of Chimimport AD, i.e. a person who is a representative of a legal entity, a member of the control bodies of the public company and a representative of a party to the transaction - Art. 114, para. 7, item 1 of the POSA.

Invest Capital AD, UIC: 831541734 is a member of the Supervisory Board of Chimimport AD and is a person who indirectly holds at least 25 percent of the votes in the General Meeting of the two companies - Art. 114, para. 7, item 2 of the POSA.

The interested members of the Management Board did not take part in the preparation of this reasoned report.

The economic benefit: All subsequent benefits from the activity of the company issuing the financial instruments, after the finalization of the transaction, for example, distributed dividends, will go directly to Chimimport AD and not through subsidiaries. When these revenues enter the turnover of the subsidiaries, it is possible to cover other realized losses and, accordingly, cannot be realized, as income from dividends for the public company.