

**“CHIMIMPORT” AD  
SOFIA**

**REGULAR GENERAL MEETING OF SHAREHOLDERS  
November 30, 2022  
CHIM30112023RGOSA**

**MATERIALS**

## **AGENDA:**

1. Adoption of the annual report of the Management Board on the activity and management of Chimimport AD for 2022. Draft resolution - GM approves the annual report of the Management Board on the activity and management of Chimimport AD for 2022;

2. Adoption of the report of the registered auditor / the specialized audit firm for verification and validation of the company's Annual Financial Statement for 2022. Draft decision - GM accepts the report of the registered auditor / the specialized auditing company for verifying and certifying the annual financial statement of the company for 2022;

3. Approving and accepting the verified and certified Annual Financial Statement of Chimimport AD for 2022. Draft resolution - The General Meeting approves and accepts the audited and certified Annual Financial Statements of Chimimport AD for 2022;

4. Adoption of the Annual consolidated report of the Management Board on the activity and management of Chimimport AD for 2022. Draft resolution – GM approves the Annual consolidated report of the Management Board on the activity and management of Chimimport AD for 2022;

5. Adoption of the report of the registered auditor / specialized auditing company for verification and certification of the Annual Consolidated Financial Statement of Chimimport AD for 2022. Draft decision - GM accepts the report of the registered auditor / specialized audit company for verification and certification of the Annual Consolidated Financial Statement of Chimimport AD for 2022;

6. Approving and accepting the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2022. Draft Resolution - The GM approves and accepts the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2022;

7. Adoption of the audit committee's report on its activities in 2022. Draft decision - GM accepts the report of the Audit Committee for its activity in 2022;

8. Adoption and approval of the remuneration policy report of the members of the Supervisory Board and Management Board of Chimimport AD for 2022. Draft resolution - The General Meeting of Shareholders approves and accepts the remuneration policy report for the members of the Supervisory Board and the Management Board of Chimimport AD for 2022

9. Adoption of the IR Director's report on its activities in 2022. Draft decision - GM accepts the report of the IR Director for its activity in 2022

10. Allocation of the company's profits for 2022. Draft decision - The General Meeting takes a decision, according to a proposal contained in the agenda materials;

11. Discharge of the members of the Managing Board and the Supervisory Board of the Company from their responsibility concerning their activity in 2022. Draft Resolution - The GM releases the members of the Management Board and the Supervisory Board of the company from their responsibility concerning their activity in 2022;

12. Hearing of the Audit Committee's recommendation for the election of a registered auditor which to verify and certify the Annual Financial Statement and the Consolidated Annual Financial Statement of the Company for the year 2023. Draft Resolution - The Shareholders' General Assembly elects the Audit Committee recommended and proposed by the Board of Directors a registered auditor – RSM BG OOD, who will audit and certify the annual financial statement and the Consolidated

annual financial statement of Chimimport AD for 2023

13. Election of an audit committee of the company.

Draft resolution: The General Meeting of Shareholders elects a an Audit Committee.

Making a decision to terminate the functions of the Audit Committee, in accordance with the requirements of the National Audit Committee (repealed) and electing a new Audit Committee of the company, determining the number, mandate and remuneration of the members of the Audit Committee, on the basis of Art. 107 of the IFAA (promulgated SG No. 95 of 29.11.2016). Draft decision - the Board of Directors terminates the functions of the Company's Audit Committee, elected pursuant to Art. 40g of the IFAA (repealed) and elects a new Audit Committee of the company in composition, with a mandate and remuneration of its members, according to a proposal for a decision contained in the materials on the agenda of the meeting

14. Others. Draft decision – the GM makes a decision, according to a proposal contained in the materials on the agenda.

**TO  
GENERAL MEETING OF SHAREHOLDERS  
OF CHIMIMPORT AD,  
SOFIA CITY**

**PROPOSALS  
OF THE MANAGEMENT BOARD  
OF CHIMIMPORT AD**

**FOR DISCUSSION AND ADOPTION OF DECISIONS ON THE POINTS OF  
THE AGENDA OF THE REGULAR GENERAL MEETING OF  
SHAREHOLDERS CONVENED FOR 30<sup>th</sup> OF NOVEMBER 2023**

**On the first item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the annual report of the Management Board on the activity and management of Chimimport AD for 2022;

**On the second item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Report of the registered auditor / the specialized audit company for verification and certification of the company's Annual Financial Statement for 2022;

**On the third item of the agenda of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the audited and certified Annual Financial Statement of Chimimport AD for 2022;

**On the fourth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Annual Consolidated Report of the Management Board on the activity and management of Chimimport AD for 2022;

**On the fifth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Report of the Registered Auditor / Specialized Audit Firm for the verification and certification of the Consolidated Financial Statement of Chimimport AD for 2022;

**On the sixth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the audited and certified Annual Consolidated Financial Statement of Chimimport AD for 2022;

**On the seventh item on the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to Adopt the Report of the Audit Committee for its activity in 2022;

**On the eighth item of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to approve and the remuneration policy report for the members of the Supervisory Board and Management Board of Chimimport AD for 2022;

**On the ninth item on the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to Adopt the IR Director's report on its activities in 2022;

**On the tenth point of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt the following decision for the distribution of the company's profit for 2022:

The profit for the year of the Company amounted of BGN 22 595 586.42 (twenty two million five hundred and ninety five thousand five hundred eighty six leva and 42 stotinki), according to the annual financial statements of the Company for 2022 to be attributed as retained earning.

**On the Eleventh point of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt a resolution on whether to discharge the members of the Management Board and the Supervisory Board of the Company from their responsibility for their activity in 2022, as proposed by the shareholders

**On the Twelfth point of the agenda of the General Meeting:**

After hearing the recommendation of the Audit Committee for the election of a registered auditor who to verify and certify the Annual Financial Statement and the Consolidated Annual Financial Statement of the company for the year 2023, the Management Board proposes to the General Meeting of Shareholders to choose/adopt the specialized audit firm RSM BG OOD as a registered auditor of the company for the year 2023 for verifying/auditing and certifying the Annual Financial Statement and the Consolidated Annual Financial Statement of Chimimport AD for 2023

**On the Thirteen point of the agenda of the General Meeting:**

The Management Board proposes to the General Meeting of Shareholders to adopt a decision to terminate the functions of the Company's Audit Committee, elected pursuant to Art. 40g of the Independent Audit Firm (Rev.) and to elect a new Audit Committee consisting of three people with a mandate of 3 (three) years and remuneration in the amount of 500.00 (five hundred BGN) per meeting, on the basis of Art. 107 of the FIA (promulgated SG No. 95 of 29.11.2016). The following persons are elected as members of the new Audit Committee

1. Prof. Ph.D. Evgeni Evgeniev, born in 1960 – Chairmen
2. Associate Professor James Yolovski, born in 1990.
3. Magdalena Ilkova, born in 1984.

Information about the persons proposed as members of the new Audit Committee:

Prof. Evgeni Evgeniev graduated from UNWE in 1982 and since March 2009 he has been an associate professor of Doctor of Economic Sciences, and since 2022 he has been a Professor of Labor Economics. His work experience spans management positions in the Ministry of Metallurgy, Ministry of Energy and Raw Materials, Ministry of Economy and Planning, Ministry of Labor and Social Policy. He was a member of the Board of Directors of Bulgartabac Holding, chairman of the Board of Directors of Nicotiana BT Holding. He is currently the Chairman of the Board of Personnel Holding AD, Sofia 1618, Associate Professor - Department of "Human Resources and Social Protection" at UNWE and teaches the disciplines "Labor Economics", "Industrial Relations", "Healthy and Safe Working Conditions" and "Organization and Labor Standards", as well as Deputy Rector of the Graduate School of Insurance and Finance.

Assoc. Prof. James Iolovski graduated in 2013 from UNWE with a bachelor's degree in Finance, and since 2019 he is a Doctor of Economic Sciences at UNWE. His professional experience goes through budgeting, analysis and evaluation of effectiveness, in his capacity as a financial manager at the Junior Achievement Bulgaria Foundation, until July 2023 he is a Fintech project management consultant at Infino AD, and at the moment he is the chief financial consultant at the Education 5.0 Foundation, chief expert associate National Assembly of the Republic of Bulgaria - Fiscal Council of Bulgaria, as well as associate professor - Secretary General at the VUZF habilitated in the field of "Budget Management and Innovative Budget Methods" with work on "Modern Trends in the Budget Management of Public

Finances" Lecturer in public finance and tax management, fundamentals of finance, economics, financial management (in English) and public finance (in English). Research activity in the field of public finance and financial literacy

Magdalena Ilkova has a Master of Laws from SU St. Kliment Ohridski and a Master of Financial Control from UNWE. From 2006 to the present, she is the manager of Prime Lega Consult EOOD, a member of the Board of Directors of Energoproekt AD and a member of the Board of Directors of Technoimpex AD and CCB Real Estate Fund ADSIC, and since 2018 she has been a lawyer at AH HGH Consult OOD.

**On the Fourteen point of the agenda of the General Meeting:**

Assigning the management board of Chimimport AD to take actions to create and follow ESG risk management policies, financial risk management.