

# **CHIMIMPORT AD – SOFIA MANAGEMENT BOARD**

## **M I N U T E S**

Today, November 6<sup>st</sup> , 2025, in Sofia, 2, Stefan Karadzha Str., a meeting of the Management Board of "CHIMIMPORT" AD was held, with headquarters in Sofia and address of management Sofia, 2, Stefan Karadzha Str, entered in the Commercial Register of the Registry Agency, UIC 000627519.

The following members of the Management Board were present at the meeting:

1. Tsvetan Tsankov Botev,
2. Ivo Kamenov Georgiev,
3. Alexander Dimitrov Kerezov,
4. Nikola Peev Mishev,
5. Mirolub Panchev Ivanov.

After an inspection, according to Art. 37, para. 1 of the Articles of Association of the company, it was established that the necessary quorum for holding the meeting was in place and valid and lawful decisions could be taken on all issues on the agenda.

The members of the Management Board unanimously decided the meeting to be held with the following

### **AGENDA:**

1. Adoption of decision for convening a extraordinary General Meeting of Shareholders of the Company and adoption of the agenda of the extraordinary General Meeting of Shareholders of the Company;

2. Adoption of the written materials for the extraordinary General Meeting of Shareholders of the company and a model of the written power of attorney for representing a shareholder at the General Meeting;

After the debates held, the Management Board **unanimously** took the following

### **DECISIONS:**

#### **On the first item on the agenda:**

The Management Board of "CHIMIMPORT" AD, Sofia, pursuant to Art. 223, para. 1 of the Commercial Code and Art. 115 of the Public Offering of Securities Act, convenes an extraordinary General Meeting of Shareholders of "CHIMIMPORT" AD with ISIN code BG1100046066, which will be held on 22.12.2025 at 16:00 (13:00 UTC – Coordinated Universal Time), with Unique Event

Identification Code CHIM22122025EGM, and in the absence of a quorum of these data – on 06.01.2026 at 15:00. (12:00 UTC – Coordinated Universal Time), at the company's headquarters in Sofia, 2 Stefan Karadzha Street, with the following agenda:

1. Discussion of the shareholders' consent to the Company's Management Board to conclude the transaction within the scope of Art. 114, para. 1, item 3, proposal two of the POSA with the following parameters:

- Type of contract: Bank loan agreement
- Parties to the contract: UniCredit Bulbank AD with UIC 831919536 - Secured Party, Fraport Twin Star Airport Management AD with UIC 148045472- Beneficiary and Chimimport AD with UIC 000627519- Surety
- amount of the loan - 19,667,000.00 euros. /nineteen million six hundred sixty-seven thousand euros/
- purpose of the loan - Reconstruction of an operating runway and apron at Burgas Airport.
- loan term – seventy-two months
- grace period and drawdown – twelve months
- interest rate – 3M EURIBOR + 1.45%
- drawdown period – up to 3 months from the date of the loan agreement, but no later than 31.12.2025
- repayment method – Equal quarterly installments after the grace period
- Loan approval fee -0.30%.
- Commitment fee – 0.30%
- Additional sales - Not less than 25% of the company's transactional business
- Loan collateral - Guarantee from Chimimport AD

The Management Board of the company invites all shareholders of Chimimport AD to attend in person or through their representatives the regular / annual / General meeting of the shareholders of the company.

The total number of shares of the company at the date of the decision of the Managing Board for convening the General Meeting is **239 646 267 / two hundred and thirty nine million six hundred and forty-six thousand two hundred sixty seven/** number of dematerialized shares with a nominal value of BGN 1 every one. One share entitles one vote to the General Meeting of Shareholders. Shareholders, who together or separately hold more than three months at least 5% (five per cent) of the capital of Chimimport AD, have the right to include other issues on the agenda of the General Meeting and to make proposals for decisions on these issues, as well as to make proposals for decisions on already included issues on the agenda of the General Meeting pursuant to Art. 223a of the Commercial Act. The deadline for exercising these rights under the procedure of Art. 223a of the Commercial Act shall be not later than 15 days before the date of opening of the General Meeting and within this term the list of issues that are to be included in the agenda and the proposals for decisions shall be submitted for announcement in the Commercial Register. In these cases, at the latest on the next business day following the announcement in the Commercial Register, the shareholders shall submit to the Financial Supervision Commission (FSC) and to the Chimimport AD headquarters and the respective management address the list of the additional issues, the proposals on them and all proposals for decisions on issues already included on the agenda, as well as any written materials on them. Shareholders, respectively their representatives, have the right to raise questions during the General Meeting, as well as questions about the economic, financial and commercial activity of the company, except for circumstances that constitute inside information, whether these are related to the agenda. The shareholders, respectively their representatives, are entitled to make substantive proposals for decisions on any issue included in the agenda and in compliance with the requirements of the law and the respective limit under Art. 118, para. 3 of the Public Offering of Securities Act shall applied accordingly; the deadline for the exercise of this right is to the end of the debate on this issue before voting on the decision of the General Meeting. The rules for voting by proxy, the

templates that to be used for voting by proxy and the ways by which the company will be notified about the electronically made authorizations are:

Shareholders have the right to participate and vote in the General Meeting through a proxy with a written power of attorney. The template of a written power of attorney for participation and voting in the General meeting through a proxy is presented on paper in the materials for the General Meeting and can be obtained at the address of the company: Sofia, 2, Stefan Karadja Str. Template of the written power of attorney can also be downloaded from the company's website - [http //chimimport.bg](http://chimimport.bg), section "Investor Information". The written power of attorney for representation of a shareholder in the General Meeting should be explicit, for the particular General Meeting and with the content under Art. 116, para. 1 and para. 2 of the Law on the Public Offering of Securities. A member of the Management Board and the Supervisory Board may represent a shareholder only if the shareholder explicitly has indicated the voting method on each item of the agenda in the respective power of attorney. The proxy has the same rights to speak and ask questions to the General Meeting, as the shareholder he represents. The proxy is obliged to exercise the voting rights in accordance with the instructions of the shareholder contained in the power of attorney. In cases where the power of attorney does not state the way of voting on the different items of the agenda, it must be clearly stated that the proxy has the discretion whether and how to vote. The proxy may represent more than one shareholder in the General Meeting of the public company. In this case, the proxy may vote differently on the shares held by the individual shareholders that he represents. The notification of participation and exercising the right to vote in the particular General Meeting through a proxy can also be done by electronic means. Shareholders inform Chimimport AD about their authorization by electronic means in the following manner:

- The written power of attorney (in compliance with the respective template) signed personally by the authorizer is to be scanned and the file is to be signed as an electronic document with universal electronic signature of the authorizer within the meaning of the Electronic Document and Electronic Signature Act. The file containing the power of attorney should be in PDF format.

- The authorizer shall notify the Chimimport AD electronically about the prepared power of attorney by sending the file containing the power of attorney, signed with the universal electronic signature of the authorizing person as an attachment by e-mail to [office@chimimport.bg](mailto:office@chimimport.bg) together with the scanned and saved in PDF format and also signed with the universal electronic signature of the authorizing person certificate for the current registration of the company and a decision of the management body which is competent to decide on the authorization (where applicable) for the shareholders – legal entities.

- - Authorization by electronic means, as described above, should be received at Chimimport AD at the specified e-mail address in one of the two working days prior to the day of the General Meeting but no later than 16.30 on the working day, prior to the day of the General Meeting. – Regardless of the manner of authorization, all powers of attorney for participation and voting at the General Meeting of shareholders through a proxy should be presented to the company in the original in paper form with the signature of the authorizer (authorizing person), together with the necessary (certified or original) applications and also specified above for the shareholders – legal entities, at the latest at the registration of the proxy for participation in the General Meeting on the day of its holding. The re-authorization with the rights of the powers of attorney granted, as well as a power of attorney given in violation of the rules of Art. 116, para. 1 of the Public Offering of Securities Act is null and void - According to Art. 115b, para. 1 of the Public Offering of Securities Act the right to participate in the General Meeting and exercise the right to vote have persons registered in the registers of Central Depository AD as shareholders 14 days before the date of the General Meeting, 8<sup>th</sup> of December 2025 --The registration of the shareholders / proxies for participation in the General Meeting starts at 15.00 (3 pm) on the day of the meeting on 22<sup>nd</sup> of December 2025 and ends at 16.00 (13.00 UTC) on the same day, at the place where the General Meeting is to be held. Shareholders - legal entities are represented by their legal representatives, who identify themselves by presenting a certificate of actual registration (original or certified copy) and identity document of the legal representative(s). Shareholders (individuals, not legal entities) are to be identified with an identity document. The proxies of the shareholders shall be legalized with an explicit written power of attorney (in the original) for the particular General Meeting, pursuant to the requirements of Art. 116 of the Public

Offering of Securities Act; identity document of the authorized person; certificate of current registration - for the shareholders that are legal entities (certified or original). In cases of representation of a shareholder by a legal entity - proxy and certificate for current registration of the company - proxy (certified copy or in the original). The commercial registration certificates as well as the power of attorney for representation in the General Meeting of Shareholders issued in a foreign language must be accompanied by a translation into Bulgarian, in accordance with the requirements of the legislation in force.

-The written materials related to the agenda of the General Meeting, the invitation and the model/template of power of attorney are available to the shareholders at the headquarters of the company at: 2, Stefan Karadzha Str., Sofia, and can be received on paper each working day from 10:00 to 16:00, from the date of announcement of this invitation in the Commercial Register. The invitation together with the written materials and the model/template of power of attorney are published on the above mentioned company website.

-In the absence of a quorum, on the grounds of Art. 227, para. 3 of the Commercial Act, the General Meeting will be held on 6<sup>th</sup> of January 2026 at 15.00 (12.00 UTC), at the same place and on the same agenda, and the meeting will be legal regardless of the capital presented to it. In this case, new items on the agenda under Art. 223a of the Commercial Act can not be included

### **On the second item on the agenda:**

The Management Board accepts the written materials for the regular General Meeting of Shareholders of the Company and a model (template) of the written power of attorney for representation a shareholder in the General Meeting.

The above decisions were adopted and signed by all the members of the Management Board of "CHIMIMPORT" AD, Sofia, that were present at the meeting, without any objections. Due to exhaustion of the agenda, the meeting of the Management Board of CHIMIMPORT AD was closed.: