

**“CHIMIMPORT” AD  
SOFIA**

**REGULAR GENERAL MEETING OF SHAREHOLDERS  
June 29, 2018**

**MATERIALS**

## **AGENDA:**

1. Approving the Annual Activity Report of the Managing board of Chimimport for 2017. Draft resolution: General Meeting approves the Annual Report of managing board of Chimimport for 2017

2. Approving the Independent Auditor's report on the Annual Separate Financial Statements for 2017. Draft resolution: General Meeting approves the Independent Auditor's report on the Annual Separate Financial Statements for 2017.;

3. Approving the Annual Separate Financial Statements for 2017. Draft resolution: General Meeting approves the Annual Separate Financial Statements for 2017;

4. Approving the Annual Consolidated Activity Report of the Managing board of Chimimport for 2017. Draft resolution: General Meeting approves the Annual Consolidated Report of managing board of Chimimport for 2017;

5. Approving the Independent Auditor's report on the Annual Consolidated Financial Statements for 2017. Draft resolution: General Meeting approves the Independent Auditor's report on the Annual Consolidated Financial Statements for 2017;

6. Approving the Annual Consolidated Financial Statements for 2017. Draft resolution: General Meeting approves the Annual Consolidated Financial Statements for 2017;

7. Approving the Report on the activities of the Audit committee for the year 2017. Draft resolution: General Meeting approves the Report on the activities of the Audit committee for the year 2017;

8. Adoption and approval of the report on remuneration policy of the members of the Supervisory Board and the Management Board of "Chimimport" AD for 2017. Draft decision - the General Meeting of Shareholders accepts and approves the report on the remuneration policy of the members of the Supervisory Board and the Management Board of "Chimimport" AD for 2017.

9. Adopting a decision for distribution of the company's profit generated in 2017. Draft decision - the General meeting take decision, in accordance with the proposal for a decision of the Management Board of the Company contained in the materials for the meeting;

10. Exempts the members of the Management Board and the Supervisory Board for their activities in 2017. Draft decision - the General Meeting exempts the members of the Management Board and Supervisory Board of the Company for their activities in 2017;

11. Changes in the composition of the Supervisory Board of the Company. Draft decision - the General meeting adopts a decision on a proposal contained in the written materials for the meeting.

12. Election of a registered auditor for 2018. Draft decision - the General meeting elects the proposed by the Management Board specialized auditing company "Grant Thornton" OOD as a registered auditor of the Company for 2018 that will verify and certify the annual financial statements and the consolidated financial report of "Chimimport" AD for 2018.

**TO  
THE GENERAL MEETING OF SHAREHOLDERS  
OF "CHIMIMPORT" AD,  
SOFIA**

**PROPOSALS**

**OF THE MANAGEMENT BOARD  
"CHIMIMPORT" AD**

**FOR DISCUSSION AND ADOPTION OF DECISIONS ON POINTS OF THE  
AGENDA OF THE REGULAR GENERAL MEETING OF SHAREHOLDERS  
CONVENED ON JUNE 27, 2016**

**On item one of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the the Management Board Annual Report of for the operation and management of "Chimimport" AD for 2017.

**On item two of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the Auditor / Audit Company Report to audit and certify the Annual Financial Statements of the Company for 2017.

**On item three of the Agenda:**

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 2017.

**On item four of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the annual Consolidation report of the Management Board for the operation and management of "Chimimport" AD for 2017.

**On item five of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the report of the registered auditor / specialized auditing company to audit and certify the Annual consolidated financial statements of "Chimimport" AD for 2016.

**On item six of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the audited and certified Annual consolidated financial statements of "Chimimport" for 2017.

**On item seven of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the report of the Audit Committee on its activities in 2017.

**On item eight of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to approve and adopt the remuneration policy report for the members of the Supervisory and Management Board of Chimimport for 2017.

**On item nine of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt the following resolution to distribute the profit of the company for 2017:

General Shareholders Meeting to distribute dividends to shareholders possessing ordinary shares of "Chimimport" AD.

The General Meeting of Shareholders adopts a resolution for the payment of a dividend to the shareholders on the issued ordinary shares of the Company's capital by allocating part of the profit for 2017 for payment of a gross dividend of BGN 0.063 (six whole and three stotinki) per ordinary share.

The rate of increase of the gross dividend proposed for distribution per share is proportional to the increase in the company's financial result for 2017

The total amount of the dividend for 2017 amounts to 15 097 714 lev (fifteen million ninety seven thousand seven hundred and fourteen levs). The right to dividend have the holders of ordinary of shares as at the 14th day after the date of the general meeting.

The voted dividend shall be paid within 3 months from the date of the General Meeting, according to the requirements of the normative acts and the regulations of the Central Depository AD. Shareholders with open client accounts with investment brokerage will receive the voted dividend through the respective investment brokerage and for shareholders without accounts with investment brokerage through a branch of Central Cooperative Bank AD in Bulgaria.

**On item ten of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to adopt a decision on whether to exempt the members of the Management Board and the Supervisory Board of the Company for their activities in 2017, according to the shareholders' proposal .

**On item eleven of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to vote a decision according to which the current members of the Supervisory Board Invest

Capital AD, UIC 831541734 (formerly Chimimport Invest AD), CCB Group EAD, UIC 121749139 and Mariana Angelova Bazhdarova without being relieved of their functions, be re-elected for a new term of office of five (five) years

**On item twelve of the Agenda:**

The Management Board proposes to the General Meeting of Shareholders to elect the specialized auditing company "Grant Thornton" LTD as a registered auditor of the Company for 2017 that will verify and certify the annual financial statements and consolidated financial statements of "Chimimport" AD for 2017