

## **MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF GRADUS AD**

A meeting of the Board of Directors of **GRADUS AD**, a joint stock company, incorporated and existing in accordance with the laws of the Republic of Bulgaria, entered into the Commercial Register at the Registry Agency under UIC **204882907**, with seat and registered address: Republic of Bulgaria, Stara Zagora 6000, Industrialen quarter, Gradus Poultry Slaughterhouse (hereinafter the „**Company**“) was held on 27 August 2020 at 11: a.m., at the seat of the company in the town of Stara Zagora.

All members of the Board of Directors attended the meeting, namely:

- (i) **Ivan Angelov Angelov**, citizen of Republic of Bulgaria,
- (ii) **Luka Angelov Angelov**, citizen of Republic of Bulgaria, и
- (iii) **Georgi Aleksandrov Babev**, citizen of Republic of Bulgaria.

All Board members received invitation for convening and holding the meeting in compliance with Article 31, paragraph 5 of the company’s Articles of Association at least 3 (three) days before the date of the meeting. The quorum required for valid decision-making according to the Articles of Association of the Company is present.

The meeting took place at the following

### **AGENDA:**

- I. Approval of the Report on compliance with the requirements of the Public Offering of Securities Act (POSA) for payment of six-month dividend and resolving on its submission to the General Meeting of Shareholders for approval.
- II. Resolving on convening an Extraordinary General Meeting of the Shareholders of Gradus AD to be held on 16 October 2020 at 11:00 a.m./8 am UTC/, at the following address: town of Stara Zagora 6009, Stara Zagora Park Hotel, 50 Khan Asparukh Street, Tervel Hall;
- III. Determining the agenda of the Extraordinary General Meeting of the Shareholders;
- IV. Miscellaneous.

Following the discussions held,

**Under item 1 of the agenda, the Board of Directors of Gradus AD took the following**

### **DECISION:**

The Board of Directors approves the Report on compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend and takes a decision on its submission to the General Meeting of Shareholders for approval.

NUMBER OF VOTES: FOR – 3 (THREE)

AGAINST: 0 (NIL).

***The decision was passed UNANIMOUSLY.***

**Under item 2 of the agenda, the Board of Directors of Gradus AD took the following**

**DECISION:**

The Board of Directors of Gradus AD convenes an Extraordinary General Meeting of the Shareholders of Gradus AD to be held on 16 October 2020 at 11:00 a.m./8 a.m.UTC/, at the following address: town of Stara Zagora 6009, Stara Zagora Park Hotel, 50 Khan Asparukh Street, Tervel Hall.

NUMBER OF VOTES: FOR – 3 (THREE)

AGAINST: 0 (NIL).

***The decision was passed UNANIMOUSLY.***

**Under item 3 of the agenda, the Board of Directors of Gradus AD took the following**

**DECISION:**

The Board of Directors of Gradus AD resolves on the following agenda of the Extraordinary General Meeting of the Shareholders of the Company:

***Draft decision:*** *The agenda under which the Extraordinary General Meeting of the Shareholders of Gradus AD shall be convened and held is as follows:*

**1.** Approval of the six-month financial statements of the Company for the first half of 2020

***Draft decision:*** *The General Meeting approves the six-month financial statements of the Company for the first half of 2020.*

**2.** Approval of Report on compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend.

***Draft decision:*** *The General Meeting approves Report on compliance with the requirements of the Public Offering of Securities Act for payment of six-month dividend.*

**3.** Decision making pursuant to Art. 39 of the By-Laws of the Company for profit distribution and the payment of an interim dividend on the basis of the adopted 6-month financial statement.

**Draft decision:** *The General Meeting resolves on distributing 6-month dividends from the profit reported by the Company in accordance with the prepared 6-month financial statements for the first half of 2020, under the following parameters: (i) Total gross dividend amount: – BGN 5,359,391.62; (ii) Gross dividend amount per share – BGN 0.022; (iii) Dividend payment start date: 17 November 2020; (iv) Dividend payment period – two months; (v) Method of payment of the dividend: through Central Depository AD and branches of UniCredit Bulbank AD.*

NUMBER OF VOTES: FOR – 3 (THREE)

AGAINST: 0 (NIL).

**The decision was passed UNANIMOUSLY.**

**Under item 4 of the agenda, the Board of Directors of Gradus AD took the following**

**DECISION:**

The Board of Directors resolves on the announcement of the following additional information in the Invitation to the shareholders on the grounds of Article 115, paragraph 2 of POSA.

*The Board of Directors of Gradus AD notifies that the total number of the shares of the Company as at the date of the decision of the Board of Directors for convening the General Meeting is 243,608,710, and the rights to vote at the General Meeting of the Company totalled 243,608,710 as at the same date.*

*Event's unique identifier: 20201016110002.*

*ISIN code of the issue of shares: BG1100002184.*

*The shareholders have the right:*

- 1. to participate in the General Meeting;*
- 2. to request the inclusion of matters and offer draft decisions on items already included on the agenda of the General Meeting under the procedure of Article 223a of the Commercial Act; the deadline for exercising this right is within 15 days before the date of the General Meeting, or 01 October 2020;*
- 3. to make substantive proposals for decisions on any matter included on the agenda and in compliance with the requirements of the law, and the restriction under Article 118, paragraph 3 of POSA shall apply accordingly; the deadline for exercising this right is until the end of discussions on this matter before the voting on the decision at the General Meeting*
- 4. to pose questions during the General Meeting, whether or not they relate to the agenda;*
- 5. to authorize any natural or legal person to attend and vote on their behalf at the General Meeting.*

*As an integral part of this invitation, the following is attached: a sample form for voting by proxy and Rules for voting at General Meetings of the Shareholders of Gradus AD by proxy and through correspondence, including the ways for receiving and withdrawing powers of attorney.*

*Pursuant to Article 115b, paragraph 1 of POSA, only the persons registered as shareholders as at 02 October 2020 are entitled to participate and vote at the General Meeting.*

*This invitation, the appendices and the written materials on the agenda are available to the shareholders in the administrative building of the company every working day from 10 am to 4 pm at the following address: Stara Zagora 6000, Industrialen quarter, Gradus Poultry Slaughterhouse, and on the company's website: <https://gradus.bg/investors-meeting>.*

*The registration of the shareholders starts at 10.00 am at the place and on the day of holding the General Meeting.*

*In the absence of a quorum on the basis of Article 227 of the Commercial Act, the meeting will be held on 30 October 2020 at 10:00 am, in the town of Stara Zagora at the same place and under the same agenda and draft decisions. In this case, Article 115b, paragraph 1 of POSA shall apply accordingly.*

*Each shareholder who has issued a power of attorney for participation in a general meeting must notify the company no later than two working days before the date of holding that General Meeting. All shareholders of Gradus AD are invited to take part in the General Meeting in person or through their authorized persons.*

NUMBER OF VOTES: FOR – 3 (THREE)

AGAINST: 0 (NIL).

***The decision relating to the above procedural clarifications was passed UNANIMOUSLY.***

Assigns the Executive Director of the company - Mr Ivan Angelov Angelov, and the Chairman of the Board of Directors - Mr Luka Angelov Angelov, with the task to take the necessary steps to convene and hold the General Meeting, including to authorize an attorney-at-law to represent the company before the Commercial Register at Registry Agency to the Ministry of Justice and to submit on behalf of the company all necessary applications and documents in connection with the convening and holding of the meeting.

There being no further business for discussion, the meeting was adjourned. The minutes were drawn up in Bulgarian language, in 3 (three) identical counterparts, each of which should be deemed to be an original, and was signed as follows:

**Members of the Board of Directors:**

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**Mr Ivan Angelov Angelov**

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**Mr Luka Angelov Angelov**

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**Mr Georgi Aleksandrov Babev**

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