

## INVITATION

The Board of directors of "ENEMONA" AD with seat and registered address the, on the grounds of art. 223 of the Commercial Act convenes an General Meeting of Shareholders (GMS), which will be held on **May 08, 2015** at 14:00 p.m. at the Company's seat and registered address, as follows: Sofia, Slatina, Geo Milev, 20 Kosta Lulchev str., fl.3 Conference room, under to the following agenda:

1. Approval of the individual annual report on activities of the Company for 2013; *Draft Resolution: GMS approves the individual annual report on activities of the Company for 2013;*
2. Approval of the individual annual financial statements of the Company for 2013 and the independent auditor's report; *Draft Resolution: GMS approves the individual annual financial statements of the Company for 2013 and the independent auditor's report;*
3. Approval of the consolidated annual report on activities of the Company for 2013; *Draft Resolution: GMS approves the consolidated annual report on activities of the Company for 2013;*
4. Approval of the consolidated annual financial statements of the Company for 2013 and the independent auditor's report; *Draft Resolution: GMS approves the consolidated annual financial statements of the Company for 2013 and the independent auditor's report;*
5. Adoption of a resolution on the distribution of the Company's net profit for 2013; *Draft Resolution: GMS identifies loss of the activity after tax, for 2013, amounting to 26 138 201.07 BGN and doesn't distribute profit;*
6. Adoption of a resolution to discharge from responsibility/liability current and former members of the Board of Directors for their activities during 2013; *Draft Resolution: GMS discharges from responsibility/liability current and former members of the Board of Directors for their activities in 2013;*
7. Miscellaneous.

All shareholders of the company are invited to participate in person or by proxy. The capital of the Company is BGN 13 036 501, divided into 11 933 600 dematerialized registered ordinary shares with voting rights and 1 102 901 dematerialized preferred registered shares with right to additional dividend and no voting rights, all of which with a nominal value of BGN 1 each. Each shareholder holding ordinary shares with voting rights (Class I shares) are entitled to participate in the EGMS. Under Art.115b, Para. 1 of the Law on Public Offering of Securities the voting right at the EGMS shall have persons/entities who/which had been filed with the Central Depository's registers as shareholders of the company 14 days prior to the date of the GMS, according to a list by the Central Depository – namely **April 24, 2015**.

Written materials on the agenda are available to shareholders at the seat and registered address of the Company every working day from 9:00 a.m. to 4:00 p.m., and will be given free of charge when requested to the people, who are legal representatives of the shareholder or their proxies. The invitation, together with the written materials for the GMS are published on the website of "ENEMONA" AD - [www.enemona.bg](http://www.enemona.bg) from the publication of the invitation with the Commercial Register until the completion of the GMS.

Persons holding shares representing at least 5 percent of the capital of the Company may request the inclusion of items and propose draft decisions on items already included in the agenda of the EGMS in accordance with Art. 223a of the Commercial Act. Not later than **April 23, 2015**, the persons under the previous sentence should submit to the Commercial Register for publication a list of questions that should be included in the agenda and draft decisions. With the announcement in the Commercial Register the items are deemed included in the proposed agenda. Under the requirements of

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Art. 223a, Para. 4, not later than the next business day after the announcement, the shareholders must submit the list of questions and draft decisions and the accompanying written materials at the seat and registered address of “ENEMONA” AD and to the Financial Supervision Commission.

During the GMS shareholders are entitled to ask questions on the agenda items, along with the items included under Art. 223a of the Commercial Act, as well as questions on issues concerning the economic and financial condition and business activity of the Company, except for circumstances representing internal information, regardless if the questions are related to the agenda. Members of the Board of directors and the Procurist must answer correctly, comprehensively and in substance on the questions asked.

In the absence of a quorum, pursuant to Art. 227 of the Commercial Act, the EGMS shall be held on **May 25, 2015** at 14:00 p.m. at the same place and with the same agenda. In this case no additional items under Art. 223a of the Commercial Act can be included in the agenda of the new session.

For participation in the GMS of “ENEMONA” AD shareholders - individuals must present an identity document, shareholders - legal entities must present a certificate of current commercial registration and an identity document of the legal representative.

**Rules on voting through proxy:** In case of representation of a shareholder at the GMS, the proxy apart from the above-stated documents must present an explicit written notary certified letter of attorney for the particular session, which satisfies the conditions of art. 116, para. 1 of LPOS. A sample letter of attorney for the EGMS is Appendix № 1 to this invitation. In case of representation of a shareholder – legal entity by a proxy- individual, the proxy presents an identity document and an explicit written notary certified letter of attorney for the particular session, which satisfies the conditions of art. 116, para. 1 of LPOS and a certificate of current commercial registration of the shareholder – legal entity. In case of representation of a legal entity by a proxy – legal entity, the proxy presents an identity card of the legal representative of the legal entity – proxy, certificate of current commercial registration of the legal entity – proxy, an explicit written notary certified letter of attorney for participation in the the particular session, which satisfies the conditions of art. 116, para. 1 of LPOS, and a certificate of current commercial registration of the shareholder – legal entity. In case of representation of a legal entity –by a proxy – legal entity, the proxy presents an identity card of the official representative of the legal entity – proxy, an official certificate of current commercial registration of the legal entity – proxy, an explicit letter of attorney for the particular General Meeting with content as per Art. 116, Para. 1 of LPOS and an official certificate of current commercial registration of the legal entity – shareholder.

The shareholders of the Company may authorize any individual or legal entity to participate and vote in the General Meeting on their behalf. Art. 220, Para. 1, third sentence of the Commercial Act shall not apply if the shareholder has explicitly stated the way of voting on each item on the agenda. The proxy has the same rights to speak and ask questions at the GMS as the shareholder represented. The proxy may represent more than one shareholder at the GMS of the Company. In this case, the proxy may vote in different manner on the shares, held by the different shareholders represented. The proxy must vote in accordance with the instructions of the shareholder, stated in the letter of attorney. In the cases where the way of voting on the different items on the agenda is not specified, in the letter of attorney it should be noted that the proxy has the discretion whether and how to vote. Reauthorization of the rights granted to the proxy, as well as a letter of attorney granted in breach of the provisions of art. 116, par. 1 of LPOS shall be void. A sample letter of attorney is available on the Company’s website – [www.enemona.bg](http://www.enemona.bg). When requested, a sample of the written letter of attorney is presented even after the EGMS is convened.

“ENEMONA” AD will receive and accept as valid notifications and letters of attorney electronically on the following email: [osa@enemona.com](mailto:osa@enemona.com). The emails must be digitally signed with the universal electronic signature (UES) of the principal and the attached electronic documents (digital

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image) of the letter of the notary certified letter of attorney for the particular session must also be digitally signed with universal electronic signature (UES).

**Chief Executive Director:**

/eng. Dichko Prokopiev/

*Sample Letter of Attorney - Appendix № 1  
to the Invitation for convening the GMS of "Enemona" AD*

**LETTER OF ATTORNEY**

I/we the undersigned, .....  
.....  
.....

*(three names, personal identification number, identity document № and permanent address of the individual, respectively company name, seat and registered address and uniform identification code of the legal entity),*

in my capacity of a shareholder, possessing ..... /in words .....  
...../

dematerialized, ordinary, registered shares with voting rights from the capital of "Enemona" AD, the

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town of Sofia, UIC 020955078, on the basis of Art. 226 of the Commercial Act in connection with Art. 116, Para. 1 of the Law on Public Offering of Securities,

**HEREBY AUTHORIZE**

.....  
.....  
*(three names, personal identification number, identity document № and permanent address of the individual, respectively company name, seat and registered address and uniform identification code of the legal entity)*

to represent me/us together and severally at the ordinary session of the General Meeting of Shareholders (GMS), which will be held on **May 08, 2015** at 14:00 a.m. and in the absence of a quorum, on **May 25, 2015** at 14:00 p.m., at the Company's seat and registered address, as follows: Sofia, Slatina, Geo Milev, 20 Kosta Lulchev str., fl.3 Conference room, and to vote with all the shares, held by me (us) on the items of the agenda in the manner specified below, namely:

1. Approval of the individual annual report on activities of the Company for 2013;
2. Approval of the individual annual financial statements of the Company for 2013 and the independent auditor's report;
3. Approval of the consolidated annual report on activities of the Company for 2013;
4. Approval of the consolidated annual financial statements of the Company for 2013 and the independent auditor's report;
5. Adoption of a resolution on the distribution of the Company's net profit for 2013;
6. Adoption of a resolution to discharge from responsibility/liability current and former members of the Board of Directors for their activities during 2013;
7. Miscellaneous.

**Draft resolutions:**

1. *Draft Resolution: GMS approves the individual annual report on activities of the Company for 2013;*
2. *GMS approves the individual annual financial statements of the Company for 2013 and the independent auditor's report;*
3. *Draft Resolution: GMS approves the consolidated annual report on activities of the Company for 2013;*
4. *Draft Resolution: GMS approves the consolidated annual financial statements of the Company for 2013 and the independent auditor's report;*
5. *Draft Resolution: GMS identifies loss of the activity after tax, for 2013, amounting to 26 138 201.07 BGN and doesn't distribute profit;*
6. *Draft Resolution: GMS discharges from responsibility/liability current and former members of the Board of Directors for their activities in 2013;*
7. *No draft resolutions proposed.*

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**Voting manner:**

1. The proxy to vote “.....” for approval of the individual annual report on activities of the Company for 2013
2. The proxy to vote “.....” for approval of the individual annual financial statements of the Company for 2013 and the independent auditor’s report
3. The proxy to vote “.....” for approval of the consolidated annual report on activities of the Company for 2013
4. The proxy to vote “.....” for approval of the consolidated annual financial statements of the Company for 2013 and the independent auditor’s report
5. The proxy to vote “.....” for adoption of a resolution for detecting loss of activity for 2013 after tax amounted to 26 138 201.07 BGN and not to distribute profit;
6. The proxy to vote “.....” for adoption of a resolution to discharge from responsibility/liability current and former members of the Board of Directors for their activities during 2013
- 7.....

*(the will statement is marked by an explicit indication of the way of voting for each of the draft resolutions on the agenda. In the case of non-indication of the way of voting for the draft resolutions on the agenda, the proxy has the discretion whether and how to vote)*

The authorization covers (does not cover) items that are included in the agenda under Art. 223a, Para. 1 of the Commercial Act and are not announced and disclosed in accordance with Art. 223 of the Commercial Act. In the cases under Art. 231, Para. 1 of Commercial Act, the proxy has the right to decide whether and how to vote *(the will statement should be marked by crossing out the unnecessary one)*.

According to Art. 116, Para. 4 of LPOS reauthorization with the above rights shall be void.

**PRINCIPAL(S):**

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