

MINUTES
of the meeting of the Board of Director of Enemona AD, Sofia,
held on 03.10.2014

The meeting of the Board of Directors of Enemona AD, Sofia, took place on 03.10.2014.

The following members of the Board of Directors were present: Dichko Prokopiev Prokopiev – Chairman of the Board of Directors, Bogdan Dichev Prokopiev – Vice-chairman of the Board of Directors, Emil Kirilov Manchev, Margarita Ivanova Dineva and Nikolay Filipov Filchev – members.

Mr. Nikolay Filipov Filchev was absent due to official duties

At the meeting was also present the Investor Relations Director –Petya Tomova Tomova.

The meeting was opened by the Chairman Dichko Prokopiev, who stated that all members of the Board of Directors were accurately informed about the meeting and did not object it and that the required quorum was present.

The meeting had the following

AGENDA:

1. Discussion and approval of a resolution for convening of a regular session of the General Meeting of the Shareholders, setting its agenda and approval of the text of the invitation;

2. Discussion and approval of particular drafts of resolutions on the agenda items at the regular session of the General Meeting of the Shareholders;

3. Election of a person to make the necessary factual and legal actions in order to implement the approved resolutions.

After discussions the Board of Directors took unanimously the following

DECISIONS:

On item 1 of the agenda:

1.1. Convenes an Annual General Meeting of Shareholders (AGMS) on **November, 12, 2014** at 14:00, at the Company's headquarters, at the following address: Sofia, Municipality Stolichna, Slatina district, Geo Milev neighbourhood, 20 Kosta Lulchev Str., 3-rd floor, Conference room. In the absence of a quorum, pursuant to art. 227 of the Commercial Act, the General Meeting will be held on **November 27, 2014** at 14:00 at the same place and with the same agenda.

1.2. The General Meeting of Shareholders should have 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 Report on the activities of the Investor Relations Director for 2013; Draft Resolution: GMS approves the Report on the activities of the Investor Relations Director for 2013;

3. 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;

4. 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;

5. 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;

6. Adoption of a resolution for partial dividend distribution for 2012 to the shareholders, holding preferred shares, issued by the Company; Draft Resolution: GMS adopts a resolution for partial dividend distribution for 2012 to the shareholders, holding preferred shares, issued by the Company;

7. Adoption of a resolution on the distribution of the Company's net profit for 2013; Draft Resolution: GMS adopts the proposition of the Board of Directors for the Company's net profit for 2013 amounting to BGN 387 596, 96 not to be distributed;

8. 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;

9. Adoption of a resolution to dismiss the following members of the Board of Directors: Emil Kirilov Manchev and Margarita Ivanova Dineva according to their applications under Article 233, paragraph 5 of the Commercial Code; Draft Resolution: GMS dismiss the following members of the Board of Directors Emil Kirilov Manchev and Margarita Ivanova Dineva according to their applications under Article 233, paragraph 5 of the Commercial Code;

10. Approval of the Report of the audit committee for 2013; Draft Resolution: GMS approves the Report of the audit committee for 2013;

11. Election of a certified auditor for the year 2104 - in accordance with the proposal of the audit committee; Draft Resolution: GMS adopts a decision for election of a certified auditor for the year 2014 in accordance with the proposal of the audit committee;

12. Miscellaneous.

1.3. The Board of Directors approves the text of the invitation for convening of the General Meeting of Company's Shareholders.

On item 2 of the agenda:

Offers to the GMS the following draft resolutions on the agenda items:

- Offers in item 1:

GMS to approve the individual annual report on activities of the Company for 2013;

- Offers in item 2:

GMS to approve the Report on the activities of the Investor Relations Director for 2013;

- Offers in item 3:

GMS to approve the individual annual financial statements of the Company for 2013 and the independent auditor's report;

- Offers in item 4:

GMS to approve the consolidated annual report on activities of the Company for 2013;

- Offers in item 5:

GMS to approve the consolidated annual financial statements of the Company for 2013 and the independent auditor's report;

- Offers in item 6:

GMS to adopt a resolution for a partial dividend distribution for 2012 to the shareholders, holding preferred shares, issued by the Company, as follows:

Dividend for 2012 – partial, in the amount of BGN 0,3514 per share, or a total of BGN 387 596,96.

- Offers in item 7:

GMS to adopt a resolution for the Company's net profit for 2013 amounting to BGN 387 596, 96 not to be distributed;

- Offers in item 8:

GMS to discharge from responsibility/liability current and former members of the Board of Directors for their activities in 2013 as follows:

- LYUDMIL IVANOV STOYANOV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- TSVETAN KAMENOV PETRUSHKOV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- ILIAN BORISOV MARKOV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- PROKOPY PROKOPIEV PROKOPIEV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- GEORGI ZAMFIROV GORANOV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- IVAN DIMITROV PETROV - a former member of the Board released a decision of the EGM held on May 15, 2013;
- DICHKO PROKOPIEV PROKOPIEV - a current member of the Board
- BOGDAN DICHEV PROKOPIEV - a current member of the Board
- EMIL KIRILOV MANCHEV - a current member of the Board
- MARGARITA IVANOVA DINEVA - a current member of the Board
- NIKOLAY FILIPOV FILCHEV - a current member of the Board

- Offers in item 9:

GMS to dismiss the following members of the Board of Directors Emil Kirilov Manchev and Margarita Ivanova Dineva according to their applications under Article 233, paragraph 5 of the Commercial Code;

- Offers in item 10:

GMS to approve the Report of the audit committee for 2013;

- Offers in item 11:

GMS to adopt the recommendation of the Audit committee for election of the following registered auditor to perform an independent financial audit and certify the annual financial statements for 2014: **Plamen Kirilov Angelov** certified auditor registered under № 0316 in the Registry of Institute of Certified Public Accountants by “**ANGELOV AUDITING**” OOD, UIC 111018844, with seat and address of management Lom, 1 Stefan Karadza str., ent. B, 4-th floor, ap. 21, represented by Plamen Angelov Kirilov;

- Offers in item 12: Does not offer any draft resolutions.

On item 3 of the agenda:

The Board of Directors assigns the Chief Executive Director, dipl.eng. Dichko Prokopiev, the control on the execution of the factual and legal action on the conduct of the convening of the General Meeting of Company's Shareholders according to the decisions taken today.

Due to covering of all the items on the agenda, the meeting of the Board of Directors was closed by the Chairman.

BOARD OF DIRECTORS:

CHAIRMAN:

Dichko Prokopiev Prokopiev

VICE CHAIRMEN:

Bogdan Dichev Prokopiev

MEMBERS:

Emil Kirilov Manchev

Margarita Ivanova Dineva

The minutes of meeting were taken by:

Petya Tomova Tomova