

**MINUTES**  
*of the meeting of the Board of Director of Enemona AD, Sofia,*  
*held on 17.06.2015*

The meeting of the Board of Directors of Enemona AD, Sofia, took place on 17.06.2015.

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.

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 **July, 27, 2015** 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 2014; Draft Resolution: GMS approves the individual annual report on activities of the Company for 2014;
2. Approval of the Report on the activities of the Investor Relations Director for 2014; Draft Resolution: GMS approves the Report on the activities of the Investor Relations Director for 2014;
3. Approval of the individual annual financial statements of the Company for 2014 and the independent auditor's report; Draft Resolution: GMS approves the individual annual financial statements of the Company for 2014 and the independent auditor's report;
4. Approval of the consolidated annual report on activities of the Company for 2014; Draft Resolution: GMS approves the consolidated annual report on activities of the Company for 2014;
5. Approval of the consolidated annual financial statements of the Company for 2014 and the independent auditor's report; Draft Resolution: GMS approves the consolidated annual financial statements of the Company for 2014 and the independent auditor's report;

6. Adoption of a resolution on the distribution of the Company's net profit for 2014; Draft Resolution: GMS adopts the proposition of the Board of Directors for on the distribution of the Company's net profit for 2014;
7. Adoption of a resolution to discharge from responsibility/liability current and former members of the Board of Directors for their activities during 2014; Draft Resolution: GMS discharges from responsibility/liability current and former members of the Board of Directors for their activities in 2014;
8. Approval of the Report of the audit committee for 2014; Draft Resolution:GMS approves the Report of the audit committee for 2014;
- 9.Election of an Audit Committee of the Company and determining the size, mandate and remuneration of its members; Draft resolution - GMS adopts the proposal of the Board for the appointment of an Audit Committee of the Company and determining the size, mandate and remuneration of its members;
10. Election of a certified auditor for the year 2015 - in accordance with the proposal of the audit committee; Draft Resolution: GMS adopts a decision for election of a certified auditor for the year 2015 in accordance with the proposal of the audit committee;
11. 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 2014;
- **Offers in item 2:**  
GMS to approve the Report on the activities of the Investor Relations Director for 2014;
- **Offers in item 3:**  
GMS to approve the individual annual financial statements of the Company for 2014 and the independent auditor's report;
- **Offers in item 4:**  
GMS to approve the consolidated annual report on activities of the Company for 2014;
- **Offers in item 5:**  
GMS to approve the consolidated annual financial statements of the Company for 2014 and the independent auditor's report;
- **Offers in item 6:**  
GMS to adopt a resolution for the Company's net profit for 2014 amounting to BGN 140 566, 96 to be distributed for partial cover the loss for 2011;
- **Offers in item 7:**  
GMS to discharge from responsibility/liability current and former members of the Board of Directors for their activities in 2014 as follows:
  - EMIL KIRILOV MANCHEV - a former member of the Board released a decision of the EGM held on November 27, 2014;
  - MARGARITA IVANOVA DINEVA - a former member of the Board released a decision of the EGM held on November 27, 2014;

- DICHKO PROKOPIEV PROKOPIEV - a current member of the Board
- BOGDAN DICHEV PROKOPIEV - a current member of the Board
- NIKOLAY FILIPOV FILCHEV - a current member of the Board

**- Offers in item 8:**

GMS to approve the Report of the audit committee for 2014;

**- Offers in item 8:**

8.1. GMS to adopt a resolution for election of Audit Committee of the Company consisting of two members, with a mandate three years and monthly remuneration of 300 BGN;

8.2. GMS to elect the following members of the Audit Committee:

Pavlina Georgieva Dimitrova- chairman

Iva Georgieva Yancheva -member

**- Offers in item 10:**

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 2015: **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 11:** 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

**The minutes of meeting were taken by:**

Petya Tomova Tomova