

INVITATION
FOR CONVENING A REGULAR ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF INDUSTRIAL HOLDING BULGARIA PLC

The Supervisory Board of INDUSTRIAL HOLDING BULGARIA Plc. /hereinafter referred to as the Company/, with seat and management address 42 Damyan Gruev Str., Sofia, with UIC 121631219, with its decision from 10.07.2020 convenes a regular annual General Meeting of the Shareholders of the Company on 27.08.2020 from 10.00 a.m. to be held at 16-20 Alabin Str., Sofia, in the building of the Bulgarian Chamber of Commerce, the conference hall on the first floor, under the following Agenda and the following draft decisions:

1. Acceptance of the Activity Report of the Company for 2019 and the Consolidated Activity Report of the Company for 2019.

Draft decision: The General Meeting of the Shareholders accepts the Activity Report of the Company for 2019 and the Consolidated Activity Report of the Company for 2019.

2. Acceptance of the Report of the Registered Auditor for the audit made of the Annual Financial Statements of the Company for 2019 and the Report of the Registered Auditor for the audit made of the Consolidated Annual Financial Statements of the Company for 2019.

Draft decision: The General Meeting of the Shareholders accepts the Report of the Registered Auditor on the audit made of the Annual Financial Statements for 2019 and the Report on the audit made of the Consolidated Annual Financial Statements of the Company for 2019.

3. Acceptance of the Annual Financial Statements of the Company for 2019 and the Consolidated Financial Statements of the Company for 2019.

Draft decision: The General Meeting of the Shareholders accepts the Annual Financial Statements of the Company for 2019 and the Consolidated Financial Statements of the Company for 2019.

4. Adopting of a decision for allocation of the earnings of the Company for 2019.

Draft decision: The General Meeting of the Shareholders adopts a decision for allocation of the earnings of the Company for 2019 amounting to BGN 12 052 599,11 (twelve million fifty-two thousand five hundred ninety-nine levs and eleven stotinki) to remain as retained earnings of the Company.

5. Report on the Activity of the Investor Relations Director for 2019.

6. Report on implementation of remuneration policy for members of the Supervisory and Managing boards of "Industrial holding Bulgaria" AD for 2019.

7. Release from liability of the members of the Manager Board and the Supervisory Board for their activities in 2019.

Draft decision: The General Meeting of the Shareholders releases from liability for their activities in 2019:

As members of the Supervisory Board

- Snezhana Ilieva Hristova
- Konstantin Kuzmov Zografov
- DZH AD, represented by Elena Petkova Kircheva.

As members of the Management Board:

- Daneta Angelova Zheleva,
- Emilian Emilov Abadjiev;
- Borislav Emilov Gavrilov,
- Boyko Nikolov Noev,

8. Determining of the remuneration of the members of the Supervisory Board and the Management Board of the Company for 2020.

Draft decision: The General Meeting of the Shareholders determines the monthly remuneration of the members of the Supervisory Board and the Management Board of the Company for 2020 amounted to 1000 leva.

9. Report on the Activity of the Audit Committee of the Company for 2019.

10. Adoption of changes in the Statute (Rules) for the activity of the Audit Committee.

Draft decision: The General Meeting of the Shareholders adopts changes in the Statute (Rules) for the activity of the Audit Committee.

11. Selection of a registered auditor of the Company for 2020.

Draft decision: The General Meeting of the Shareholders selects the recommended by the Audit Committee registered auditor of the Company for 2020 – AFA OOD.

12. Miscellaneous.

All shareholders or persons authorized by them are invited to take part in the General Meeting.

Right to participate and vote at the General Meeting is granted only to persons entered in the registers of Central Depository AD as shareholders 14 days prior to the date of the General Meeting, i.e. prior to 13.08.2020.

As of the date of the decision of convention of the General Meeting of the shareholders – 10.07.2020 – the total number of voting shares in the capital of the Company is 107 400 643.

As of the same date, the Company has bought back 7 816 170 own shares, the exercise of the rights attached to them, including the right to vote has been suspended on the basis of Art.187a, para 3 of the Commerce Act until their transfer.

The present invitation together with the written materials related to the agenda of the General Meeting of Shareholders shall be published on the internet site of the Company – www.bulgariaholding.com - for the period from the entry of the invitation into the Trade Register to the closing of the General Meeting of Shareholders.

The written materials under 224 of the Commerce Act /CA/ are at the disposal of the shareholders also at address: Sofia City, 37A Prof. Fridtjof Nansen str. fl. 7, every working day from 3.00 p. m. to 5.00 p. m. as of the entry of the invitation into the Trade Register. The materials shall be provided to the shareholders upon presentation of an identity document, and to the proxies of the shareholders – upon presentation of an explicit proxy in writing, the original of which shall be kept with the archives of the Company.

Persons holding together or separately at least 5 percent of the capital of the Company may request the inclusion of items and propose decisions on already included items in the agenda of the General Meeting following the procedure of Article 223a of CA, for which purpose no later than 15 days prior to the opening of the General Meeting they are to submit for announcement in the Trade Register the items to be included in the agenda and the proposed decisions. The shareholders submit to the Financial Supervision Commission and to the Company no later than the following working day after the announcement of the items in the Trade Register the materials under Article 223a, Paragraph 4 of CA.

The shareholders have the right to raise issues during the General Meeting. Shareholders have the right to make proposals for decisions on any matter included in the agenda until the end of the discussions on this issue and before voting on a decision by the General Meeting and in compliance with the requirements of the law, considering the restriction under Art. 118, para. 3 of the Public Offering of Securities Act which shall apply accordingly. □

The shareholders have the right to authorize any natural person or legal person to participate and vote at the General Meeting on their behalf, pursuant to the following rules, also announced at the web site of the Company www.bulgariaholding.com :

1. A proxy of a shareholder may also be a member of the Management or Supervisory Board of the Company if the principal has explicitly indicated the manner of voting under each of the items of the agenda.

2. The proxy has the same rights to speak and raise issues at the General Meeting as the respective represented shareholder.

3. The proxy is obliged to exercise the voting right in compliance with the instructions (directions) of the principal, contained in the power of attorney.

In case that the proxy deviates from the instructions provided in the respective power of attorney, the votes under these shares for the respective vote are considered void.

4. The proxy may represent more than one shareholder at the General Meeting of the Company.

In this case the proxy may vote differently under the shares held by the separate shareholders represented by the proxy.

5. The power of attorney for representation of a shareholder at the General Meeting of the Shareholders has to be executed in writing, with the signature of the principal certified by a notary public, and needs to refer to the specific General Meeting, to be explicit and to indicate:

a/ the full data of the shareholder – principal and of the proxy;

b/ the number of shares referred to by the power of attorney;

c/ the agenda for the items raised for discussion;

d/ the proposals for decisions for each of the items of the agenda;

e/ the manner of voting under each of the items, or if such is not supplied, an explicit clause that the proxy has the right to discretion whether to vote and in what manner;

f/ date, place and signature.

6. The notification for authorization may also be submitted electronically.

In this case the Company has to be informed at the following e-mail: ir@bulgariaholding.com through a notice signed with a universal electronic signature (in the sense of the Law on Electronic Documents and Electronic Signatures /LEDES/) of the shareholder – principal (for natural persons) or the lawful representative of the shareholder – principal (legal persons).

The principal encloses with the electronic notice for authorization scanned originals of: the power of attorney certified by a notary public drafted following the template approved by the Company, a current registration certificate issued no sooner than 3 months prior to the date of the General Meeting, and in case that the same are in a foreign language, they are presented together with a certified translation in the Bulgarian language pursuant to the existing Bulgarian legislation (Regulation on legalizations, certifications and translations of documents and other papers), and all electronic images of the documents have to be signed with the universal electronic signature of the shareholder – principal (for natural persons) or of the lawful representative of the shareholder – principal (for legal persons).

7. A template of the power of attorney for representation of a shareholder in the General Meeting is provided to the shareholders together with the materials regarding the General Meeting of the Shareholders.

8. All powers of attorney together with the enclosed documents have to be received at the following address: Sofia City, 37A Prof. Fridtjof Nansen str. fl. 7 or at the following electronic address: ir@bulgariaholding.com within 2 working days prior to the date of the General Meeting, but no later than 12 am on 26.08.2020.

9. When the power of attorney has been issued in a foreign language it is submitted to the Company together with a certified translation in the Bulgarian language pursuant to the existing Bulgarian legislation (Regulation on legalizations, certifications and translations of documents and other papers).

10. The withdrawal of a representation, for which the Company has to be duly notified, has to be made following the procedure envisaged by law.

11. The re-authorization with rights under the power of attorney, as well as a power of attorney issued in violation of the above rules is null and void.

12. Voting by correspondence or with electronic means is not permitted.

The registration of shareholders starts at 09.00 a.m. on 27.08.2020 at the place where the General Meeting of the Shareholders is to be held.

To register and participate in the General Meeting the shareholders which are natural persons must present an identity document. The representatives, when lawful representatives of shareholders – legal persons have to present an identity document and a copy of the current registration certificate certified by a power of attorney issued no sooner than 3 months prior to the date of the General Meeting, and in case the same are in a foreign language, they are presented, together with a certified translation in the Bulgarian language pursuant to the existing Bulgarian legislation (Regulation on legalizations, certifications and translations of documents and other papers).

In case of lack of quorum pursuant to Article 227, Paragraph 3 of CA the General Meeting will be held on 10.09.2020 at 10 a.m. at the same place and following the same agenda and it is legal independent of the capital represented therein. Pursuant to Article 115b, Paragraph 1 of Public Offering of Securities Act only persons entered as shareholders as of 27.08.2020 have the right to take part and vote at this new session of the General Meeting. No items under Article 223a of Commerce Act may be included in the agenda of the new session.

Respectfully:

**/Emilian Abadzhiev -
Executive Officer of Industrial Holding Bulgaria Plc/**

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**/Vladislava Zgureva -
Investor Relations Director of Industrial Holding Bulgaria Plc/**