



REGULATIONS

On Proxy Voting in General Meeting of Shareholders Of Industrial Holding Bulgaria PLC

General Provisions

Article 1. (1) Every shareholder shall have the right to authorise an individual or a legal entity to participate and vote in a General Meeting on his/her behalf.

(2) A proxy of a shareholder may also be a member of the Management or Supervisory Board of the company on the condition that the principal has specified expressly the voting arrangement on each one of the agenda items;

Article 2. A sample of the power of attorney conferring the right of representation of a shareholder in a General Meeting shall be provided to the shareholders together with the other materials for the General Meeting of Shareholders.

Requirements to the Power of Attorney

Article 3. (1) The power of attorney conferring the right of representation of a shareholder in a General Meeting of Shareholders must be in writing with notary certification of the principal's signature; it should be explicit and issued for the specific General Meeting to be held.

(2) The power of attorney must meet the requirements laid down in POSA and shall state, at a minimum, the following information:

- a/ full data of the shareholder – the principal and the proxy;
- b/ number of shares the power of attorney relates to;
- c/ agenda of the items proposed for discussion;
- d/ motions for decisions on each one of the agenda items;
- e/ voting arrangements with respect to each matter and if no such have been specified, an explicit clause that the proxy has discretion as to whether and how to vote;
- f/ date, place, and signature.

(3) If the power of attorney does not expressly state the voting arrangement with respect to each agenda item, it must contain a text that the proxy has discretion as to whether and how to vote.

(4) In the cases of item 3, the proxy cannot be a member of the Management or Supervisory Board.

Article 4. Re-authorisation with the rights conferred on the grounds of powers of attorney as all as a power of attorney given in breach of the provisions of POSA shall be null and void.

Submission and Withdrawal of a Power of Attorney

Article 5. (1) Each shareholder issuing a power of attorney for participation in a General Meeting must inform the company thereof.

(2) All powers of attorney, together with any supporting documents, shall be submitted to the following address: Sofia, 37A Frityof Nansen Street, or at the following e-mail address:



ir@bulgariaholding.com, within 2 working days prior to the date of the General Meeting, but in any case not later than 5 p.m. on the last day.

Article 6. When a power of attorney has been issued in a foreign language, it must attach a certified translation into Bulgarian in compliance with the effective law.

Article 7. A notification of authorization may be given also through the use of electronic communication methods. In this case, the company shall be informed through a notification signed by universal electronic signature (within the meaning of the Electronic Document and Electronic Signature Act /EDESA/) of the shareholder – the principal (for individuals) or of the legal representative of the shareholder – the principal (for legal entities) forwarded to the following e-mail address: ir@bulgariaholding.com.

(2) Scanned originals of the following documents shall be enclosed by the principal to the electronic notification for authorisation: notarized power of attorney prepared in accordance with the sample approved by the company, up-to-date certificate of registration issued not earlier than three months before the date of the General Meeting. If these documents have been issued in a foreign language, they must attach a certified translation into Bulgarian in compliance with the effective law.

Article 8. (1) A power of attorney may be withdrawn by the shareholder.

(2) If prior to the commencement of the General Meeting the company has not been notified in writing by a shareholder for the withdrawal of a power of attorney, of which the company has been duly notified, the power of attorney shall be considered valid.

(3) The withdrawal of authorisation, of which the company has been duly notified, shall be done according to the statutory procedure.

Rights and Obligations of the Proxy

Article 9. (1) A proxy shall have the same rights to speak and put questions in a General Meeting, as the rights of the represented shareholder.

(2) A proxy shall be obliged to exercise the right to vote in compliance with the instructions /guidance/ of the principal contained in the power of attorney. If the proxy fails to observe the instructions given by virtue of the respective power of attorney, the votes on these shares with respect to the particular vote shall be considered invalid.

Article 10. A proxy may represent more than one shareholder at a General Meeting of the company. In this case, the proxy may vote differently on the shares held by the different shareholders the proxy represents.

Article 11. If more than one power of attorney issued by one and the same shareholder is submitted, the later issued power of attorney shall be considered valid.

Article 12. If a shareholder appears in person at a General Meeting, the power of attorney issued by that shareholder for this particular General Meeting shall be considered valid, unless the shareholder shall state otherwise. Regarding the agenda items on which the shareholder personally votes, the respective right of the proxy shall cease.

These Regulations have been updated by decision of the Management and Supervisory Boards of Industrial Holding Bulgaria PLC dated 24 October 2016.