

INVITATION
FOR CONVENING AN EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF INDUSTRIAL HOLDING BULGARIA PLC
Unique identifier of the event: IHB-EGMS04112021

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 11.08.2021 convenes an Extraordinary General Meeting of the Shareholders of the Company Unique identifier of the event: IHB-EGMS04112021 on 04.11.2021 from 10.00 a.m. (EET=UTC+3) / 07:00 ч. (UTC), to be held at 106 Vitosha blv, Sofia, Rosslyn Central Park Hotel Sofia, Conference floor „C“, Conference hall 1, under the following Agenda and the following draft decisions:

1. Adoption of a decision for reduction of the capital of a Company on the grounds of art. 200, item 2 of the Commercial Law, in connection with Art. 13 of the Articles of Association of the Company and in compliance with the restriction of Art. 111, para. 2 of the Public Offering of Securities Act, from BGN 107 400 643 (one hundred and seven million four hundred thousand six hundred forty-three) to BGN 96 808 417 (ninety-six million eight hundred and eight thousand four hundred and seventeen), by cancelation of 10 592 226 (ten million five hundred ninety-two thousand two hundred and twenty-six) bought back ordinary, registered, dematerialized treasury shares, issued by Industrial Holding Bulgaria PLC, with a nominal value of BGN 1 (one) each.

Draft decision: The General Meeting of the shareholders adopts a decision of the capital of a Company to be reduced on the grounds of art. 200, item 2 of the Commercial Law, in connection with Art. 13 of the Articles of Association of the Company and in compliance with the restriction of Art. 111, para. 2 of the Public Offering of Securities Act, from BGN 107 400 643 (one hundred and seven million four hundred thousand six hundred forty-three) to BGN 96 808 417 (ninety-six million eight hundred and eight thousand four hundred and seventeen), by cancelation of 10 592 226 (ten million five hundred ninety-two thousand two hundred and twenty-six) bought back ordinary, registered, dematerialized treasury shares, issued by Industrial Holding Bulgaria PLC, with a nominal value of BGN 1 (one) each. The purpose of the capital reduction is to optimize the capital structure of the Company in connection with the treasury shares the company owns.

2. Amendments to the Articles of Association of the Company, in connection with the decision taken under item 1 of the agenda for reduction of the capital of Industrial Holding Bulgaria PLC.

Draft decision: The General Meeting of Shareholders, in connection with the decision taken under item 1 of the agenda for reduction of the capital of Industrial Holding Bulgaria PLC approves the following changes in the Articles of Association of the Company:

1. Article 6 shall be read as follows:

The registered capital of the Company shall amount to BGN 96 808 417 /ninety-six million eight hundred and eight thousand four hundred and seventeen Bulgarian leva/.

2. Article 7 shall be read as follows:

The Company's registered capital shall be divided into 96 808 417 /ninety-six million eight hundred and eight thousand four hundred and seventeen/ dematerialized registered voting shares, each having nominal value of BGN 1 /one Bulgarian lev/.

3. In Paragraph 2 of the Final Provisions after the phrase "and with a decision of the Management Board held on 27.03.2018 and on the grounds of Article 12a of the Statute, in relation with Article 196 of the Law on Commerce in connection with the conversion of bonds issued by the Company in shares" a comma shall be added and the phrase "and with a decision of the General Meeting of the Company held in the city of Sofia on 04.11.2021." shall be supplemented.

3. 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 (ISIN code of the issue BG1100019980) as shareholders 14 days prior to the date of the General Meeting, i.e. prior to 21.10.2021.

As of the date of the decision of convention of the General Meeting of the shareholders – 11.08.2021 – 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 10 592 226 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 in section „For investors“ / „General meeting of shareholders“ (<https://www.bulgariaholding.com/general-meeting-shareholders>) - 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. UTC+3 to 5.00 p. m. UTC+3 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 UTC+3 on 03.11.2021.

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. UTC+3 on 04.11.2021 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 18.11.2021 at 10 a.m. (EET=UTC+3)/ 07:00 ч. (UTC) 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 04.11.2021 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:
/Daneta Zheleva -
Chief Executive Officer of Industrial Holding Bulgaria Plc/

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