

## MINUTES

### EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS “SOPHARMA” AD

SOFIA, September 25, 2020, 11:30 a.m. (UTC 8:30 a.m.)

ISIN BG11SOSOBT18

Event identification code: 3JREGM20200925-2

#### *I. CONSTITUTING THE GENERAL MEETING OF SHAREHOLDERS*

Today, **September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.)**, at the headquarters of the Company in Sofia at 5 Lachezar Stanchev Str., Ground floor, Sopharma Business Towers Shopping Center, Sopharma Event Center, an Extraordinary General Meeting of the shareholders of “Sopharma” AD was held, which was attended by shareholders and their proxies, according to lists and minutes prepared by the Commission for verification of the quorum and the presented capital. The total number of shareholders / proxies present at the meeting and of the shareholders who voted by correspondence and the number of shares held or represented by them is specified in the attached protocol for verification of the quorum and the represented capital.

The Executive Director of “Sopharma” AD, Mr. Ognian Donev, welcomed the shareholders and suggested that the General Meeting elect a Commission for Verification of the Quorum and Represented Capital, which will also disclose the data of the completed registration of the shareholders and their proxies for participation in the General Meeting as well as from the statements for voting by correspondence received in the company within the term under art. 115 “b”, para 6 declarations for voting by correspondence in the present General Meeting.

Mrs. Pelagia Viatcheva was proposed for Chairperson of the Commission and for Secretaries: Nikolay Georgiev and Teodora Poplazarova.

Other suggestions were not made, which is why Mr. Donev invited the attending shareholders and proxies to vote for the election of Quorum and Presented Capital Verification Commission in its proposed composition.

Results of the vote: *The General Meeting unanimously voted for a Quorum and Presented Capital Verification Commission with the following members: Chairperson - Pelagia Viatcheva and Secretaries – Nikolay Georgiev and Teodora Poplazarova.*

*Mrs. Viatcheva presented to the shareholders a protocol with the Commission's findings of the verification after the registration of the shareholders and their proxies was completed, namely:*

Registered capital – **134 797 899** dematerialized registered shares, each with a nominal value of BGN 1 (one) and with the right to 1 (one) vote at the General Meeting of Shareholders.

Number of treasury shares of “Sopharma” AD - **8 974 467**. Pursuant to art. 187a, para. 3 of the Commercial Law, the rights for the treasury shares are not exercised until their transfer.

Total number of shares with voting rights that can participate in the Extraordinary General Meeting of Shareholders convened on September 25, 2020 – **125 823 432**.

#### Results of the registration:

*This document is a translation of the Minutes of the EGM of “Sopharma” AD held on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.).*

At the time of completion of the registration, shareholders and proxies of shareholders are registered to participate in the Extraordinary General Meeting of Shareholders as follows:

**Personally**, are represented **14 169 shares or 0.01%** of the registered capital.

**Through a proxy** are represented **2 386 826 shares or 1.77%** of the registered capital.

**Through correspondence** before the date of the General Meeting, shareholders holding a total number of **84 130 921 shares** representing **62.41%** of the registered capital. According to art. 115 "b", para 6 of the LPOS, the shares of the persons who voted by correspondence shall be taken into account in determining the quorum, and the voting shall be noted in the minutes of the General meeting.

***Total represented shares at the General Meeting, including shares, the voting right of which is exercised by correspondence – 86 531 916*** representing **64.19%** of the registered capital of the Company.

For the registration of the shareholders and proxies present at the General Meeting, a list of the shareholders registered for participation in the General Meeting and their proxies has been drawn up, on which each person has personally signed after certifying his/her identity/representative authority before the person of registration. The list shall be certified by the Chairperson and the Secretary of the Extraordinary General Meeting on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.).

For the statements for voting by correspondence received within the term under art. 115 "b", para 6 the Chairperson and Secretaries of the Commission for verification of the quorum and represented capital created a list, which certifies the date of receipt of the statements and their compliance with the rules for voting by correspondence, specified in the invitation for the General Meeting. The list is signed by the Chairperson and the Secretaries of the Commission for verification of the quorum and the represented capital and should be certified by the Chairperson and Secretary of the Extraordinary General Meeting on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.).

On behalf of the Quorum Verification Commission and the capital presented, Mrs. Viatcheva confirmed to the General Meeting that:

- All represented shares are entitled to one vote at the General Meeting;
- The number of the shares represented in person, by proxy and by correspondence does not exceed the number of shares for the respective shareholder according to the Book of shareholders of the Company as at September 11, 2020 for the number of shares with voting rights at the Extraordinary General Meeting of Shareholders of "Sopharma" AD on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.);
- The statements for exercising the right to vote in the GMS by correspondence received within the term under art. 115 "b", para 6 meet the requirements of the company for voting by correspondence specified in the invitation.

Mrs. Viatcheva provided a Protocol signed by the members of the Commission for Verification of the Quorum and the Represented Capital as well as an original List of Shareholders, proxies and List of shareholders who voted by correspondence for the Extraordinary General Meeting of Shareholders of "Sopharma" AD, held on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.).

Mr. Donev proposed to the General Meeting to vote for the adoption of the Commission's protocol on the verification of the quorum and the represented capital.

Voting results:

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	86 531 916	100,00%	64.19%	86 531 916	100,00%	0	0.00%	0	0.00%
- from them through a correspondence	84 130 921	97.23%	62.41%	84 130 921	97.23%	0	0.00%	0	0.00%
- from them through a representative	2 386 826	2.76%	1.77%	2 386 826	2.76%	0	0.00%	0	0.00%

The report of the Commission for verification of the quorum and the represented capital was adopted unanimously by the represented shares.

There are no objections to the way of voting and the announced results.

***ELECTION OF MANAGEMENT OF THE GENERAL MEETING:***

*1. Proposals made for the management of the General Meeting:*

For Chairperson - Pelagia Viacheva

For Secretary - Nikolay Georgiev

For Tellers - Teodora Poplazarova, Yanita Mincheva and Kristiana Buhcheva.

Voting results:

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	86 531 916	100,00%	64.19%	86 531 916	100,00%	0	0.00%	0	0.00%
- from them through a correspondence	84 130 921	97.23%	62.41%	84 130 921	97.23%	0	0.00%	0	0.00%
- from them through a representative	2 386 826	2.76%	1.77%	2 386 826	2.76%	0	0.00%	0	0.00%

**The General Meeting elected the proposed persons for Chairperson, Secretary and Tellers of the Extraordinary General Meeting, which takes place in Sofia on September 25, 2020.**

There are no objections to the way of voting and the announced results.

## ***FINDINGS OF THE CHAIRPERSON AND THE SECRETARY OF THE MEETING:***

After opening the session of the GMS, the Chairperson and the Secretary notified the shareholders about the following circumstances:

1. The invitation was announced in the Commercial Register with registration from August 19, 2020, as well as on the web site of the Company. The announcement was within the statutory period under art. 223, para. 5 of the Commercial Law and in compliance with the requirements of the Law on Public Offering of Securities for notifications to the Financial Supervision Commission, the Bulgarian Stock Exchange and the Public regarding the convening of the General Meeting of Shareholders, the agenda and the draft decisions.
2. The Chairperson and the Secretary received an original List of Shareholders and their proxyholders and List of shareholders who voted by correspondence for the Extraordinary General Meeting of Shareholders of “Sopharma” AD, held on September 25, 2020, which they certified with their signatures.
3. For representation of shareholders in front of the General Meeting are presented 2 proxies, which correspond to the form and content of the requirements of the Law on Public Offering of Securities and of the Rules for Voting through proxy adopted by the Company  
2 proxies were submitted electronically within the time limit specified in the invitation, namely by the end of the business day preceding the day of the GMS.
4. By the order and under the conditions of art. 16a of the Articles of Association of the Company and art. 115 “b”, para 6 of LPOS, their right to vote by correspondence have been exercised by 10 shareholders with a total of 84 130 921 shares.
5. For participation in the General Meeting are presented 86 531 916 shares, which represents 64.19% of the capital of the Company, of which 14 169 - presented in person, 2 386 826 - presented through a proxy and 84 130 921 - by correspondence.

There is a quorum provided for in the Law and the Articles of Association of the company and the General Meeting may be held regularly and adopt valid decisions on the announced agenda.

6. The following members of the Board of Directors are present at the General Meeting:
  - Ognian Ivanov Donev – Chairman of the Board of Directors and Executive Director;
7. The following persons have expressed a desire to attend the meeting as guests:
  - Alexander Yotov - Head of Legal Department, “Sopharma” AD
  - Valentina Stoyanova – shareholder

The chairman put to the vote the presence of the guests,

Voting results:

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	86 531 916	100,00%	64.19%	86 531 916	100,00%	0	0.00%	0	0.00%
- from them through a correspondence	84 130 921	97.23%	62.41%	84 130 921	97.23%	0	0.00%	0	0.00%
- from them through a representative	2 386 826	2.76%	1.77%	2 386 826	2.76%	0	0.00%	0	0.00%

*This document is a translation of the Minutes of the EGM of “Sopharma” AD held on September 25, 2020 at 5 11:30 a.m. (UTC 8:30 a.m.).*

**The General Meeting accepts the listed persons to attend the General Meeting of Shareholders as guests.**

There are no objections to the way of voting and the announced results.

8. According to an order of the Vice-President leading the Management "Supervision of Investment Activities", Financial Supervision Commission no. 3-212 of 17.09.2020, The Extraordinary General Meeting of Shareholders of "Sopharma" AD is also attended by Victoria Tsegrilovska, junior expert in the Department of "Supervision of public companies", issuers of securities and special investment purpose companies ", Investment Activity Supervision Directorate, Financial Supervision Commission and Velizara Stoynovska, junior expert in the department "Supervision of public companies", issuers of securities and special investment purpose companies ", "Investment Activity Supervision Directorate", "Financial Supervision Commission".

*The Agenda of the General Meeting announced in the Commercial Register and the proposals for decisions on the items on the agenda are as follows:*

**1. Approval of the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of LPOS; Draft decision:** The GMS accepts the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of LPOS.

**2. Authorization within the meaning of art. 114, para 1 of the LPOS regarding a transaction between "Sopharma" AD and "Sopharma Trading" AD - Section One of the Substantiated Report; Draft decision:** The GMS authorizes the Board of directors to conclude a Rental agreement between "SOPHARMA" AD as a landlord and "SOPHARMA TRADING" AD as a tenant - a transaction falling within the scope of art. 114, para 1, item 3 and item 7 of LPOS, according to the conditions of Section One of the Substantiated Report.

### **3. Miscellaneous.**

At the General Meeting of Shareholders not all the voting shares issued by the Company are represented, therefore, and **on the grounds of art. 231, para. 1 of the Commercial Law the examination of other issues outside the announced agenda is not possible.**

**Following the announcement of the invitation in the Commercial Register, additional issues are not included under the terms of art. 223a of the Commerce Law to the announced agenda for today's General Meeting of shareholders, as well as other proposals for decisions on the announced issues on the agenda in the sense of art. 118, para. 2, item 4 of LPOS.**

Shareholders registered for participation in the Extraordinary General Meeting on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.) are entitled, in compliance with the law, to make substantive proposals for decisions on any matter on the agenda to terminate the debate on this issue before voting of a decision on it by the General Meeting.

During the General Meeting, the shareholders of the Company have the right to ask questions on all items of the agenda, as well as questions about the economic and financial status and the commercial activity of the Company, whether these are related to the agenda.

The materials related to the items of the announced agenda of the General Meeting are at disposal of the shareholders from the moment of announcing the invitation for the General Meeting in the Commercial Register at the Registry Agency. The same are available and in the hall where the General Meeting is held. In electronic form, the materials for the General Meeting are also available on the official website of the Company, including at the time of holding the Extraordinary General Meeting of Shareholders.

## **II. DEBATES AND DECISIONS ON THE AGENDA**

### **On item 1 and 2 of the agenda:**

**Approval of the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of LPOS and Authorization within the meaning of art. 114, para 1 of the LPOS regarding a transaction between “Sopharma” AD and “Sopharma Trading” AD - Section One of the Substantiated Report.**

With decision №718 - PD / 23.09.2020 the Financial Supervision Commission **obliges the public company “Sopharma” AD, Sofia, UIC 831902088 not to subject to voting an Extraordinary General meeting of shareholders (EGM), scheduled for September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.), respectively for October 9, 2020 from 11:30 a.m. (UTC 8:30 a.m.), under the conditions of Art. 115, para 14 of LPOS, items 1 and 2 of the agenda of the meeting with the following content:**

**1. Approval of the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of LPOS; Draft decision:** The GMS accepts the Substantiated Report of the Board of directors;

**2. Authorization within the meaning of art. 114, para 1 of the LPOS regarding a transaction between “Sopharma” AD and “Sopharma Trading” AD - Section One of the Substantiated Report; Draft decision:** The GMS authorizes the Board of directors to conclude a Rental agreement between “Sopharma” AD as a landlord and “Sopharma Trading” AD as a tenant - a transaction falling within the scope of art. 114, para 1, item 3 and item 7 of LPOS, according to the conditions of Section One of the Substantiated Report.

According to the above text, items 1 and 2 of the agenda of the Extraordinary General Meeting of shareholders, held on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.), were not voted.

**On item 3 of the agenda:**

**Miscellaneous.**

There are no suggestions on this point and there is no vote.

The agenda of the Extraordinary General Meeting of Shareholders of “Sopharma” AD was exhausted, therefore the Chairperson closed the meeting.

The present minutes were prepared and signed in three identical copies. An integral part of these minutes is: The Commission's Quorum Verification Protocol and the represented capital, the list of the shareholders and shareholder representatives with the number of shares owned and represented by them, List of shareholders who voted by correspondence for the Extraordinary General Meeting of Shareholders of “Sopharma” AD, held on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.). Written powers of attorney to represent shareholders at the General Meeting; Certificates for current status of the shareholders and proxies - legal entities, Declarations for voting by correspondence as well as Materials on the convening of the Extraordinary General Meeting, held on September 25, 2020 at 11:30 a.m. (UTC 8:30 a.m.) in Sofia.

CHAIRPERSON OF THE GM:

SECRETARY OF THE GM:

/Signature/  
/ Pelagia Viatcheva/

/Signature/  
/Nikolay Georgiev/

TELLERS:

/Signature/  
/Teodora Poplazarova/

/Signature/  
/Yanita Mincheva/

/Signature/  
/ Kristiana Buhcheva /