

**WRITTEN MATERIALS  
ON THE ITEMS OF THE AGENDA FOR THE  
ORDINARY ANNUAL GENERAL MEETING OF THE SHAREHOLDERS  
OF ALLTERCO JSCo**



**ALLTERCO**

**28.06.2021.  
SOFIA**

*The appendixes to the proposals of the Board of Directors are integral part of these Written materials*

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To the Shareholders  
of Allterco JSCo

**PROPOSALS OF THE BOARD OF DIRECTORS OF ALLTERCO JSCo  
FOR RESOLUTIONS ON THE ITEMS OF THE AGENDA**

**ON ITEM 1. APPROVAL OF THE ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE BUSINESS ACTIVITIES FOR THE YEAR 2020, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the Annual Report of the Board of Directors on the business activities for the year 2020.

**Appendices:** Annual Report of the Board of Directors on the business activities for the year 2020, including Addendum 11 under Ordinance 2, as well as the Declaration for Corporate Governance on individual basis thereto, which are available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:

<https://allterco.com/documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Annual%20Report%20on%20the%20Business%20Activity.pdf>

<https://allterco.com/documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Declaration%20for%20Corporate%20Governance.pdf>

**ON ITEM 2. APPROVAL OF THE ANNUAL CONSOLIDATED REPORT OF THE BOARD OF DIRECTORS ON THE BUSINESS ACTIVITIES FOR THE YEAR 2020, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the Annual Consolidated Report of the Board of Directors on the business activities for the year 2020.

**Appendices:** Consolidated Annual Report of the Board of Directors on the business activities for the year 2020, including Addendum 11 under Ordinance 2, as well as the Declaration for Corporate Governance on consolidated basis thereto, which are available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:

<https://allterco.com/documents/КОНСОЛИДИРАНИ/2020/ГОДИШЕН/ENG/Consolidated%20Annual%20Report%20on%20the%20Business%20Activities.pdf>

<https://allterco.com/documents/КОНСОЛИДИРАНИ/2020/ГОДИШЕН/ENG/Corporate%20Governance%20Declaration.pdf>

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**ON ITEM 3. APPROVAL OF THE AUDITED ANNUAL FINANCIAL REPORT OF THE COMPANY FOR THE YEAR 2020 AND THE REPORT OF THE CERTIFIED AUDITOR. THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the Audited Annual Financial Report of the company for the year 2020 and the Report of the certified auditor.

**Appendices:** Audited Annual Financial Report for the year 2020, available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:  
<https://allterco.com//documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Audited%20Annual%20Financial%20Statements.pdf>

<https://allterco.com//documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Explanatory%20notes%20to%20Individual%20Annual%20Financial%20Statements.pdf>

Audit Report available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:

[https://allterco.com/documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Audit%20report\\_Allterco\\_2020\\_eng.PDF](https://allterco.com/documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Audit%20report_Allterco_2020_eng.PDF)

**ON ITEM 4. APPROVAL OF THE AUDITED ANNUAL CONSOLIDATED FINANCIAL REPORT OF THE COMPANY FOR THE YEAR 2020 AND THE REPORT OF THE CERTIFIED AUDITOR THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the Audited Annual Consolidated Financial Report of the company for the year 2020 and the Report of the certified auditor.

**Appendices:** Audited Annual Consolidated Financial Report for the year 2020, available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:

<https://allterco.com/documents/КОНСОЛИДИРАНИ/2020/ГОДИШЕН/ENG/Audited%20Consolidated%20Annual%20Financial%20Statements%202020.pdf>

<https://allterco.com/documents/КОНСОЛИДИРАНИ/2020/ГОДИШЕН/ENG/Explanatory%20notes%20and%20accounting%20policy.pdf>

Audit Report available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section "Financial results" on the website of the company at the following link:

<https://allterco.com/documents/КОНСОЛИДИРАНИ/2020/ГОДИШЕН/ENG/Audit%20report%20on%20the%20Consolidated%20Annual%20Financial%20Report.pdf>

**ON ITEM 5. ADOPTION OF A DECISION FOR ALLOCATION OF BGN 300 000 OUT OF A TOTAL OF BGN 5 702 946.09 SHARE EMISSION RESERVE TO THE RESERVE FUND. THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for resolution:** The General Meeting of Shareholders adopts a resolution to transfer BGN 300 000 out of a total of BGN 5 702 946.09 Share emission reserve to the Reserve Fund, thus supplementing the fund to the amount of BGN 1 800 000, representing 1/10 of the registered capital, according to the requirements of the Commercial Law and the Statute of the Company.

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**ON ITEM 6. ADOPTION OF A DECISION IN REGARD TO THE ALLOCATION OF THE REPORTED COMPANY'S PROFIT FOR 2020. ADOPTION OF A DECISION FOR DISTRIBUTION AND PAYMENT OF DIVIDEND, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of the Shareholders adopts a decision the company's profit after taxes reported for the year 2020 in the amount of BGN 2 330 453.66 to be allocated as follows: BGN 607 960.34 to be allocated to the shareholders as a dividend, and the rest in the amount of BGN 1 722 493.32 to be referred to the retained earnings.

**ON ITEM 7. ADOPTION OF A DECISION FOR DISTRIBUTION AND PAYMENT OF DIVIDENDS FROM THE RETAINED EARNINGS IN 2018 AND 2019, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders adopts the decision for distribution and payment of dividends from the retained earnings for previous years in the total amount of BGN 2 992 039.46, as follows BGN 58 549.41 from the retained earnings for 2018 and BGN 2 933 490.05 from the retained earnings for 2019

**ON ITEM 8. ADOPTION OF A DECISION FOR THE PARAMETERS OF ALLOCATION AND PAYMENT OF DIVIDEND TO SHAREHOLDERS, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of the Shareholders adopts the decision for allocation and payment of dividend to the shareholders under the following conditions:

- Total amount to be allocated as a dividend: BGN 3 599 999.8
- Dividend per share: BGN 0,20 per share
- Payment term: 60 days as of the date of the session of the General Meeting of the Shareholders, on which the decision for distribution of dividend is adopted;
- Method of payment – through the Central Depository AD and in accordance with the requirements of the Public Offering of Securities Act and Ordinance 8 dated 12.11.2003 about the Central Depository, issued by the FSC
- Entitled to receive a dividend are the persons, registered with the Central Depository AD as shareholders with right to dividend on the 14<sup>th</sup> day after the session of General Meeting of the Shareholders, on which the annual financial report of the company was approved.

The General Meeting of Shareholders authorizes the Board of Directors of the company to undertake all necessary legal and factual activities related to the dividend payment to the shareholders, including choice of a commercial bank, determination of initial and final term for payment of the dividend.

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**ON ITEM 9. ADOPTION OF A DECISION TO RELEASE FROM RESPONSIBILITY THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR ACTIVITIES DURING 2020, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders releases from responsibility the members of the Board of Directors for their activities during 2020 **and namely:**

1. Mr. Svetlin Iliv Todorov
2. Mr. Dimitar Stoyanov Dimitrov
3. Mr. Nikolay Martinov

**ON ITEM 10. APPROVAL OF THE ANNUAL REPORT ON THE ACTIVITIES OF THE IR DIRECTOR OF ALLTERCO JSCO FOR 2020, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the presented Report on the activities of the IR Director of Allterco JSCo for 2020.

**Appendix:** Report on the activities of the IR Director of Allterco JSCo for 2020

**ON ITEM 11. ELECTION OF A CERTIFIED AUDITOR FOR 2021, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of the Shareholders, based on the recommendation of the Audit Committee, adopts the decision for renewal for 2021 of the audit engagements of the certified auditor of Allterco JSCO – Primorska Audit Company Ltd., UIC: 103599983, a certified auditor registered under number 086 and with leading auditor Mr. Marian Nikolov, licensed expert-auditor and certified auditor registered under number 0601

**Appendix:** Recommendation of the Audit Committee

**ITEM 12. APPROVAL OF THE REPORT FOR THE IMPLEMENTATION OF THE REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS OF ALLTERCO JSCO FOR 2020, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of Shareholders approves the Report for the implementation of the Remuneration Policy of the members of the Board of Directors of Allterco JSCo for 2020.

**Appendix:** Report for the implementation of the Remuneration Policy of the members of the Board of Directors available at the registered office of the company at 1407 Sofia, 103 Cherni Vrah Blvd., as well as under section “Financial results” on the website of the company at the following link:

<https://allterco.com/documents/ИНДИВИДУАЛНИ/2020/ГОДИШЕН/EN/Report%20on%20the%20Implementation%20of%20the%20Remuneration%20Policy.pdf>

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**ON ITEM 13. ADOPTION OF A DECISION FOR RE-ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE OF THE COMPANY FOR A NEW ONE-YEAR MANDATE. THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of the Shareholders adopts the decision for re-electing of the members of the audit committee of the company for a new one-year mandate – Aneliya Petkova Angelova – Tumbeva, Kameliya Vassileva Filipova, Albena Benkova Beneva

**ON ITEM 14. APPROVAL OF THE ANNUAL REPORT OF THE AUDIT COMMITTEE FOR 2020 THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a Resolution:** The General Meeting of the Shareholders approves the Annual Report of the Audit Committee for 2020

**Appendix:** Annual Report of the Audit Committee for 2020

**ON ITEM 15. ADOPTION OF A DECISION FOR AMENDMENT OF THE REMUNERATIONS OF THE MEMBERS OF THE AUDIT COMMITTEE THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for a resolution:** The General Meeting of the Shareholders approves the proposal for amendment of the remunerations of the members of the Audit Committee, as per the written materials.

**By taking into account the following amendments of the remunerations of the members of the Audit Committee:**

- Aneliya Petkova Angleova – Tumbeva – Chairmen of the Audit Committee – net remuneration in the amount of BGN 1200 for each session
- Kameliya Vassileva Filipova – member of the Audit Committee - net remuneration in the amount of BGN 700 for each session
- Albena Benkova Beneva - member of the Audit Committee - net remuneration in the amount of BGN 700 for each session

**ON ITEM 16. ADOPTION OF A NEW REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for resolution:** The General Meeting of the Shareholders adopts the new Remuneration Policy for the members of the Board of Directors as per the written materials.

**Appendix:** Project of Remuneration Policy for the members of the Board of Directors

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**ON ITEM 17. ADOPTION OF A DECISION FOR DETERMINATION OF THE REMUNERATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AMOUNT OF THE MANAGEMENT GUARANTEES, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for Resolution:** The General Meeting of the Shareholders approves amendment of the remunerations of the members of the Board of Directors as per the written materials and decides the currently provided management guarantees to be supplemented each to the total amount of 3 gross monthly remunerations.

**By taking into account the following amendments of the remunerations of the members of the Board of Directors:**

- Gross monthly remuneration for each of the board members – BGN 5000
- Supplement of each of the currently provided management guarantees to the total amount of 3 gross monthly remunerations or to the amount of BGN 15 000 for each board member

**ON ITEM 18. ADOPTION OF OF A DECISION FOR APPROVAL OF REMUNERATION SCHEME BASED ON SHARES OF THE COMPANY FOR THE MEMBERS OF THE BOARD OF DIRECTORS FOR 2021, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for Resolution:** The General Meeting of the Shareholders approves the Remuneration Scheme based on shares of the Company for the members of the Board of Directors for 2021 as per the written materials.

**Appendix:** Scheme based on shares of the Company for the members of the Board of Directors for 2021

**ON ITEM 19. ADOPTION OF A DECISION FOR APPROVAL OF THE ACCOMPLISHING OF AN INCENTIVES PROGRAM FOR EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES BASED ON SHARES FROM THE CAPITAL OF THE ALLTERCO JSCO, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for Resolution:** The General Meeting of the Shareholders approves the Incentives Program for employees of the Company and its subsidiaries based on shares from the capital of the Allterco JSCo as an additional remuneration (annual bonus), as per the written materials. The General Meeting of the Shareholders authorizes the Board of Directors to undertake all legal and factual actions for the accomplishment of the program and the provision of shares to the entitled persons.

**Appendix:** Incentives Program for employees of the Company and its subsidiaries based on shares from the capital of the Allterco JSCo

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**ON ITEM 20. ADOPTION OF A DECISION FOR AMENDMENTS AND SUPPLEMENTS TO THE STATUTE OF THE COMPANY, THE BOARD OF DIRECTORS PROPOSES THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT THE FOLLOWING RESOLUTION**

**Proposal for Resolution:** The General Meeting of the Shareholders approves the amendments and supplements to the Statute of the Company as per the written materials

**Appendix:** Draft of Statute, containing the proposed amendments and supplements

On behalf of ALLTERCO JSCo



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Dimitar Dimitrov, CEO

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