

Materials  
for  
the Extraordinary General Meeting of Shareholders  
of First Investment Bank AD  
to be held on 20 December 2012

1. Notice and Agenda for the Extraordinary General Meeting of Shareholders of First Investment Bank AD
2. Sample power of attorney

**AGENDA**  
**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF FIRST INVESTMENT BANK AD**

From First Investment Bank AD, having its seat and management address at 37, Dragan Tsankov Blvd., Iztok Region, Sofia, Bulgaria, and with identification No. 831094393 in the Commercial Register, represented by the Executive Directors Vassil Christov and Svetoslav Moldovanski, pursuant to Art. 25 (1) and Art. 26 of the By-Laws of First Investment Bank AD and Articles 222 and 223 of the Commercial Code in relation to Article 115, Paras. 1 and 2 of the Public Offering of Securities Act, the Managing Board of First Investment Bank AD is summoning an Extraordinary General Meeting of Shareholders (EGM) on 20.12.2012 at 11:00 am in the Serdika Hall of Sheraton Sofia Hotel Balkan at 5, Sveta Nedelya Sq., Sofia, with the following Agenda,

1. Amendments to the By-laws of First Investment Bank AD.

**NOTICE AND AGENDA  
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FIRST  
INVESTMENT BANK AD**

From First Investment Bank AD, having its seat and management address at 37, Dragan Tsankov Blvd., Iztok Region, Sofia, Bulgaria, and with identification No. 831094393 in the Commercial Register, represented by the Executive Directors Vassil Christov and Svetoslav Moldovanski, pursuant to Art. 25 (1) and Art. 26 of the By-Laws of First Investment Bank AD and Articles 222 and 223 of the Commercial Code in relation to Article 115, Paras. 1 and 2 of the Public Offering of Securities Act, the Managing Board of First Investment Bank AD is summoning an Extraordinary General Meeting of Shareholders (EGM) on 20.12.2012 at 11:00 am in the Serdika Hall of Sheraton Sofia Hotel Balkan at 5, Sveta Nedelya Sq., Sofia, with the following Agenda

1. Adoption of amendments to the Bylaws of First Investment Bank AD, with the Management Board proposing to the General Meeting of Shareholders to adopt the following resolutions under the agenda:

Om item 1 of the agenda: *the General Meeting of Shareholders shall adopt the following amendments to the Bylaws of First Investment Bank AD:*

*Article 17, para. 5 shall be amended as follows: "For five (5) years following the registration of the amendment of these Bylaws in accordance with a resolution of the General Meeting of Shareholders held on 20 December 2012 the Management Board shall be entitled with the approval of the Supervisory Board to adopt resolution for increase in the capital stock of the Bank up to a total nominal amount of 210 000 000 (two hundred and ten million) Bulgarian BGNs by means of issuing new shares. The Management Board with the approval of the Supervisory Board shall be entitled to determine and decide on all the terms and conditions for the capital increase, and undertake any and all legal and other actions required in connection with its legal implementation including, but not limited to determining issue price of the shares, selecting an investment intermediary, and reflecting the change in capital stock and the number of shares in the Bylaws, subject to the provisions of applicable law. "*

The registration of shareholders for participation in the EGM will be made between 9:00 am and 10:45 am, before the meeting begins.

The Managing Board of First Investment Bank AD declares that the Bank has a total number of 110 000 000 (one hundred and ten million) book-entry ordinary voting shares as at the date of the resolution to summon the Extraordinary General Meeting of Shareholders – 09.11.2012. Each share entitles its holder to the right to participate in the General Meeting of Shareholders and to have one vote.

Shareholders holding at least 5 per cent of the capital of First Investment Bank AD for more than 3 months may, after the notice is posted in the Commercial Register, request the inclusion of items and propose draft resolutions on items already on the agenda of the general meeting; they can do so by presenting no later than 05.12.12 for posting in the Commercial Register a list of items which they want included in the agenda and of the proposed resolutions. Once posted in the Commercial Register the items shall be considered included in the agenda. No later than the following working day shareholders shall present the list of issues, the proposed draft resolutions and the written materials at the company's management address and to the Financial Supervision Commission.

During the general meeting shareholders shall have the right to raise questions pertaining to all items of the agenda, as well as other issues, related or not to the agenda.

Persons and legal entities registered as shareholders of First Investment Bank AD in the Register of the Central Depository no later than 14 days before the date of the General Meeting –

06.12.12 are entitled to vote, as per a list issued by the Central Depository. Only persons listed as shareholders at the date quoted in the previous sentence shall have the right to attend the general meeting and vote.

In order to register and attend the extraordinary general meeting, shareholders and their proxies shall identify themselves: private individuals shall do so by presenting an identification document or, if they act as proxies, in addition they need to present a power of attorney issued for the specific meeting and certified by a notary public and drafted in accordance with Article 116, para. 1 of the Law on the Public Offering of Securities. Where the power of attorney was drafted in a language other than Bulgarian, it must be accompanied by a translation in Bulgarian and legalised in accordance with the requirements of current legislation; the signature of the translator must be verified by the Consular Affairs Directorate at the Ministry of Foreign Affairs of the Republic of Bulgaria. The text of the power of attorney is included in the materials for the General Meeting. Shareholders that are legal entities shall be allowed to participate in the Meeting after they present the original or a notarized copy of a certificate of good standing or a certificate for registration in the Commercial Register (documents drafted in a language other than Bulgarian must be accompanied by a translation in Bulgarian and legalised in accordance with the requirements of current legislation; the signature of the translator must be verified by the Consular Affairs Directorate at the Ministry of Foreign Affairs of the Republic of Bulgaria), and an ID document of the legal representative.

Rules for voting by proxy.

In cases where a shareholder is represented at the general meeting by proxy pursuant to Art. 29, para. 1 of the company's by-laws, a power of attorney issued for the specific meeting and certified by a notary public and drafted in accordance with Article 116, para. 1 of the Law on the Public Offering of Securities needs to be presented. In cases where the legal entity is not represented by its legal representative, the proxy shall present an identification document, original certificate of good standing of the company and a power of attorney issued for the specific meeting and certified by a notary public and drafted in accordance with Article 116, para. 1 of the Law on the Public Offering of Securities.

In cases where a shareholder is represented by a legal entity, the proxy shall present an identification document of the person representing the legal entity, an original certificate of good standing of the company and a power of attorney issued for the specific meeting and certified by a notary public and drafted in accordance with Article 116, para. 1 of the Law on the Public Offering of Securities.

Where the power of attorney was drafted in a language other than Bulgarian, it must be accompanied by a translation in Bulgarian and legalised in accordance with the requirements of current legislation; the signature of the translator must be verified by the Consular Affairs Directorate at the Ministry of Foreign Affairs of the Republic of Bulgaria.

Delegation to another person of any of the powers given to the proxy according to the power of attorney shall be null and void, as shall be the power of attorney given in violation of the provisions of Article 116, Paragraph 1 of the Law on Public Offering of Securities.

The Managing Board of First Investment Bank provides a sample power of attorney in hard copy and soft copy along with the materials for the general meeting. The sample power of attorney is also available on the Bank's website - [www.fibank.bg](http://www.fibank.bg). Upon request a sample power of attorney may also be presented after the summoning of the extraordinary general meeting of shareholders.

First Investment Bank will receive and accept valid notices and powers of attorney by electronic means at the following email address [shareholders.meeting@fibank.bg](mailto:shareholders.meeting@fibank.bg); electronic messages need to be signed with a qualified electronic signature (QES) by the authorizer and accompanied by an electronic copy of the power of attorney which is also signed with a qualified electronic signature by the authorizer. The terms and conditions for receiving powers of attorney by electronic means are also published on First Investment Bank's website – <http://www.fibank.bg/bg/page/2961>. Voting by

correspondence and by electronic means is not permissible according to the By-laws of First Investment Bank AD.

The written materials on the agenda for the General Meeting will be made available to shareholders pursuant to Art. 224 of the Commercial Code and Art. 27 of the By-Laws of First Investment Bank AD no later than 13.11.2012, each working day between 9.00 am and 5.00 pm on the premises of First Investment Bank AD, at 37, Dragan Tsankov Blvd, Sofia, Bulgaria. The notice and the written materials on the agenda for the general meeting will be published on First Investment Bank's website [www.fibank.bg](http://www.fibank.bg) for the period from the posting of the notice in the Commercial Register to the adjourning of the general meeting.

All shareholders of First Investment Bank AD are invited to participate in the Extraordinary General Meeting of Shareholders, either personally or through a proxy.

In case of a lack of quorum under Art. 227 of the Commercial Law, the General Meeting of Shareholders shall be held on 07.01.2013 at 11.00 am, at the same place and under the same agenda. New items may not be included in the agenda pursuant to Article 223a of the Commercial Code.

(signed)

Vassil Christov  
Executive Director  
Member of the Managing Board

(signed)

Svetoslav Moldovski  
Executive Director  
Member of the Managing Board

## DRAFT RESOLUTION

On it. 1 of the Agenda of the Extraordinary General Meeting of Shareholders of “First Investment Bank” AD held on 20 December 2012

Pursuant to Art. 221, it. 1 of the Commercial Act and Art. 24, it. 1 of the Bylaws of the Bank amendments and supplements to the Bylaws of the Bank fall within the competence of the General Meeting of Shareholders.

Proposed amendment to the Bylaws of “First Investment Bank” AD shall allow the Management Board of FIB AD with the approval of the Supervisory Board to adopt resolution for the increase in capital stock by issuing new shares. Increase in capital stock shall ensure its development as one of the largest banking institutions in Bulgaria and the future business plans for implementation of this strategy.

Said amendment shall provide greater flexibility and efficiency in the adoption of resolutions for capital stock increase.

In relation to the above we propose that the General Meeting of Shareholders under it. 1 of the Agenda adopt the following

### RESOLUTION:

The General Meeting of Shareholders shall adopt amendments in the Bylaws of “First Investment Bank” AD

Management Board of First Investment Bank AD:

## POWER OF ATTORNEY

The undersigned

.....  
.....  
.....  
(name, surname, family name, personal identification number and identity card / personal identity card №....., issued on ..... by ....., respectively - name, surname, family name, personal identification number and identity card / personal identity card №....., issued on ..... by ....., in the capacity of representative of ..... company, number, batch, volume and page of inscription in the Trade Register and BULSTAT or Company Identification Number (CIN), with seat and registered office), in the capacity of shareholder having..... (.....) dematerialized shares by name with numbers from..... to ..... (original of deposit certificate № .....) from the capital of First Investment Bank AD, CIN 831094393 pursuant to article 226 of the Commercial Code (CC) in conjunction with article 116 of the Public Offering of Securities Act (POSA)

DO HEREBY AUTHORISE

.....  
.....  
.....  
(name, surname, family name, personal identification number, place of residence and address, personal identity card № ....., issued on ..... by ....., respectively Company, number, batch, volume and page of inscription in the Trade Register and BULSTAT or Company Identification Number (CIN), with seat and registered office .....

to represent me (the company) jointly / separately at the Extraordinary General Meeting of Shareholders (EGM) of First Investment Bank AD which shall be held on 20 December 2012 at 11:00 a.m. in the Serdika Hall of Sheraton Sofia Hotel Balkan at 5, Sveta Nedelya Sq., Sofia, or, in case of a absence of quorum - on 7 January 2013 at 11.00 am, at the same place and under the same agenda, and to vote with ..... (.....) shares of the capital stock of First Investment Bank AD held by me (by the company) on the items of the agenda as indicated below:

1. Adoption of amendments to the Bylaws of First Investment Bank AD, with the Management Board proposing to the General Meeting of Shareholders to adopt the following resolutions under the agenda:

Om item 1 of the agenda: *the General Meeting of Shareholders shall adopt the following amendments to the Bylaws of First Investment Bank AD:*

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*for the capital increase, and undertake any and all legal and other actions required in connection with its legal implementation including, but not limited to determining issue price of the shares, selecting an investment intermediary, and reflecting the change in capital stock and the number of shares in the Bylaws, subject to the provisions of applicable law. "*

Voting – (express instructions must be given as to how to vote on each of the proposed draft resolutions on items in the agenda. Where voting instructions are not given for the proposed draft resolutions, the proxy shall have the right, at his/her discretion, to decide whether to vote and how).

The authorization hereunder extends / does not extend to items which are included in the agenda under the terms of Article 231, paragraph 1 of the Commercial Code and which are not announced or promulgated in accordance with articles 223 and 223a of the Commercial Code. In the cases under article 231, paragraph 1 of the Commercial Code, the proxy may not / may decide at his/her own discretion whether and how to vote.

Pursuant to article 116, paragraph 4 of the POSA, delegation to another person of any of the above listed powers shall be null and void.

Date:

Authorizer(s):

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City of .....

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