To: Financial Supervision Commission Investment Activity Supervision Department 16 Budapest Str. Sofia

CD: Bulgarian Stock Exchange - Sofia AD 6 Tri Ushi Str. Sofia

CC: Central Depository 6 Tri Ushi Str., floor 4 Sofia

Notice for Extraordinary General Meeting of Shareholders of First Investment Bank AD

Dear Sirs,

We hereby inform you that First Investment Bank AD (Fibank AD), having its seat and management address at 37, Dragan Tsankov Blvd., Iztok Region, Sofia, Bulgaria, registered in the Commercial Register kept by the Registry Agency under UIC 831094393, acting by and through the Executive Directors Nedelcho Nedelchev and Svetozar Popov, pursuant to Article 25, para. 1 and Article 26, para. 1 of the By-Laws of First Investment Bank AD, Sofia in conjunction with Article 222 and Article 223 of the Commercial Act and Article 115, Paras. 1 and 2 of the Public Offering of Securities Act, the Managing Board of First Investment Bank AD is hereby convening an Extraordinary General Meeting of Shareholders (EMS). The EMS shall take place on 19 December 2017 at 11:00 AM at the Royal Hall of Sofia Hotel Balkan, 5, Sveta Nedelya Square, Sofia. The Agenda shall be as follows:

## 1. Appointment of registered auditor for 2017.

## **Draft resolution:**

The General Meeting of Shareholders appoints "Mazars" OOD, UIC 204638408 as a company that is registered auditor, for which the Bulgarian National Bank has granted its prior approval in compliance with the Credit Institutions Act, which shall examine the Annual Financial Statement of the Bank for 2017 pursuant to Art. 76, para. 1 of the Credit Institutions Act;

Registration of shareholders for participation in the annual EMS shall take place between 9:45 AM and 10:45 AM, before the meeting begins.

The Managing Board of First Investment Bank AD declares that the total number of shares and voting rights of the shareholders in the company as at the date of resolution of the Managing Board to summon the annual ordinary general meeting of shareholders, amounts to 110 000 000 (one hundred and ten million) dematerialized registered voting shares. Each share entitles its holder to the right to participate in the Extraordinary General Meeting of Shareholders and to have one vote.

Shareholders having held 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 submitting a list of items which they want included on the agenda and the proposed resolutions no later than 03 December 2017 for posting in the Commercial Register. Once posted in the Commercial Register the items shall be considered

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Re:

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 and the Central Depository.

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

During the general meeting, the shareholders shall have the right to propose resolutions to each item included in the agenda by observing the law. The deadline to exercise this right is until the end of the discussions under the respective item and before the general meeting casts its vote.

Legal entities or individuals registered as shareholders or vote holders of First Investment Bank AD in the Register of the Central Depository no later than 14 days before the date of the Extraordinary General Meeting – 04 December 2017 as per a list issued by Central Depository AD shall be entitled to vote at the EMS. Only persons listed as shareholders or vote holders 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. 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 a relevant register. Legal representatives shall identify themselves by presenting a document for personal identification.

## 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 Public Offering of Securities Act needs to be presented by the proxy together with a document for personal identification. In cases where the legal entity is not represented by its legal representative, the proxy shall present an identification document, an original or a notarized copy of a 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 Public Offering of Securities Act. In cases where a shareholder is represented by a proxy legal entity, the latter shall present an identity document of its legal representative, a certificate of good standing of the proxy legal entity in the original, 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 Public Offering of Securities Act.

Powers of Attorney shall be enclosed with the other General Meeting instruments.

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 Public Offering of Securities Act.

Rules for Instruments Drafted in a Foreign Language

Should a shareholder or a shareholder's proxy deposit instruments (Power of Attorney, Certificate of Good standing, or another instrument used to identify the shareholder) drafted in a language other than Bulgarian, such instruments are to 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 Managing Board of First Investment Bank AD provides a sample power of attorney in hard copy and digital 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. Upon request, a sample power of attorney may also be presented after the summoning of the ordinary general meeting of shareholders.

First Investment Bank AD will receive and accept valid notices and powers of attorney by electronic means at the following email address <a href="mailto:shareholders.meeting@fibank.bg">shareholders.meeting@fibank.bg</a>; 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 — <a href="http://www.fibank.bg/bg/page/3628">http://www.fibank.bg/bg/page/3628</a>. Voting by correspondence or 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 16 November 2017, 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 <a href="www.fibank.bg">www.fibank.bg</a> 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 at the opening hour of the EMS, it shall be postponed until 11.00 AM on 03 January 2018, with the place and agenda remaining unchanged in compliance with Article 115, para. 12 of the Public Offering of Securities Act and Art. 227, para. 3 of the Commercial Act. New items may not be included in the agenda pursuant to Article 223a of the Commercial Act.

(signed) Nedelcho Nedelchev Chief Executive Officer (signed) Svetozar Popov Executive Director



# Materials for the Extraordinary General Meeting of Shareholders of First Investment Bank AD to be held on 19 December 2017

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- Excerpt from Minutes of Meeting of the Managing Board of First Investment Bank dated 19.10.2017
- Excerpt from Minutes of Meeting of the Audit Committee of First Investment Bank dated 20.10.2017
- Excerpt from Minutes of Meeting of the Supervisory Board of First Investment Bank dated 22.10.2017

## 3. Other:

- Sample power of attorney
- Managing Board resolution for the summoning of an Extraordinary General Meeting of Shareholders of First Investment Bank



## Notice and Agenda for the Extraordinary General Meeting of Shareholders of First Investment Bank AD to be held on 19 December 2017

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

First Investment Bank AD (Fibank AD), having its seat and management address at 37, Dragan Tsankov Blvd., Iztok Region, Sofia, Bulgaria, registered in the Commercial Register kept by the Registry Agency under UIC 831094393, acting by and through the Executive Directors Nedelcho Nedelchev and Svetozar Popov, pursuant to Article 25, para. 1 and Article 26, para. 1 of the By-Laws of First Investment Bank AD, Sofia in conjunction with Article 222 and Article 223 of the Commercial Act and Article 115, Paras. 1 and 2 of the Public Offering of Securities Act, the Managing Board of First Investment Bank AD is hereby convening an Extraordinary General Meeting of Shareholders (EMS). The EMS shall take place on 19 December 2017 at 11:00 AM at the Royal Hall of Sofia Hotel Balkan, 5, Sveta Nedelya Square, Sofia. The Agenda shall be as follows:

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## Draft resolution:

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Registration of shareholders for participation in the annual EMS shall take place between 9:45 AM and 10:45 AM, before the meeting begins.

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Shareholders having held 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 submitting a list of items which they want included on the agenda and the proposed resolutions no later than 03 December 2017 for posting in the Commercial Register. 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 and the Central Depository.

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

During the general meeting, the shareholders shall have the right to propose resolutions to each item included in the agenda by observing the law. The deadline to exercise this right is until the end of the discussions under the respective item and before the general meeting casts its vote.

Legal entities or individuals registered as shareholders or vote holders of First Investment Bank AD in the Register of the Central Depository no later than 14 days before the date of the Extraordinary General Meeting – 04 December 2017 as per a list issued by Central Depository AD shall be entitled to vote at the EMS. Only persons listed as shareholders or vote holders 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. 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 a relevant register. Legal representatives shall identify themselves by presenting a document for personal identification.

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Powers of Attorney shall be enclosed with the other General Meeting instruments.

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 Public Offering of Securities Act.

## Rules for Instruments Drafted in a Foreign Language

Should a shareholder or a shareholder's proxy deposit instruments (Power of Attorney, Certificate of Good standing, or another instrument used to identify the shareholder) drafted in a language other than Bulgarian, such instruments are to 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 Managing Board of First Investment Bank AD provides a sample power of attorney in hard copy and digital 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. Upon request, a sample power of attorney may also be presented after the summoning of the ordinary general meeting of shareholders.

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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 16 November 2017, 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 <a href="www.fibank.bg">www.fibank.bg</a> 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 at the opening hour of the EMS, it shall be postponed until 11.00 AM on 03 January 2018, with the place and agenda remaining unchanged in compliance with Article 115, para. 12 of the Public Offering of Securities Act and Art. 227, para. 3 of the Commercial Act. New items may not be included in the agenda pursuant to Article 223a of the Commercial Act.

(signed) Nedelcho Nedelchev Chief Executive Officer (signed) Svetozar Popov Executive Director

## On item 1 of the Agenda for the Extraordinary General Meeting of Shareholders of First Investment Bank AD

- BNB Letter No. 166146/31.10.2017 for preliminary approval of the selection of second auditor
- Excerpt from Minutes of Meeting of the Managing Board of First Investment Bank dated 19.10.2017
- Excerpt from Minutes of Meeting of the Audit Committee of First Investment Bank dated 20.10.2017
- Excerpt from Minutes of Meeting of the Supervisory Board of First Investment Bank dated 22.10.2017

## Bulgarian National Bank

Out No. BNB 166146/31.10.2017

To:

Nedelcho Nedelchev, Chief Executive Officer Svetozar Popov, Executive Director of First Investment Bank AD

## Re: our Letter No. 07-15532/24.10.2017, re. our letter No. BNB-163727/25.10.2017

Dear Sirs,

In response to your letter cited above in which, pursuant to Art. 76(4) of the Law on Credit Institutions you request preliminary approval of the appointment of the auditing company Mazars OOD, we would like to inform you that:

Having considered the documents presented along with your letter, we have no objections regarding the following:

- 1. Mazars OOD, UIC 204638408, to be appointed as an auditor of the Bank;
- 2. Milena Kirilova Mladenova-Nikolova, holder of ID 642580907, issued on 09.08.2011, to be appointed as the lead auditor from Mazars OOD, UIC 204638408.

Regards,

Dimitar Kostov, (BNB stamp, signature)

Deputy Governor, in charge of the Bank Supervision Department

## EXERPT from MINUTES of meeting of the Managing Board of First Investment Bank AD

held on 19 October 2017

This day of October 19, 2017 the Managing Board of First Investment Bank AD (FIBank) held a meeting. The following Board members were present:

- 1. Nedelcho Nedelchev (Chairperson)
- 2. Svetozar Popov
- 3. Jivko Todorov
- 4. Nadya Koshinska

Svetoslav Moldovanski, Maya Oyfalosh and Sevdalina Vassileva did not attend the meeting. It was ascertained that the necessary quorum has been reached in accordance with Art. 41(1) of the By-Laws of First Investment Bank AD.

[...]

## On Item 1 of the Agenda:

J. Todorov presented to the other members of the Managing Board a report of the commission established to conduct a procedure for selection of an audit company to carry out independent financial audit of the financial statements (stand-alone and consolidated) of First Investment Bank pursuant to Article 76(1) of the Law on Credit Institutions, as per minutes of meeting of the Commission held on the day when the offers received were opened and reviewed, and the findings from the procedure for selection of second auditor. He presented the outcome from the overall assessment made by the Commission based on the criteria laid down in the methodology for assessment of the offers, as follows:

Audit company	Points	Weight in %
HLB Bulgaria OOD	85	85
Mazars OOD	100	100

Following discussions, the Managing Board issued the following

## **RESOLUTION:**

The Managing Board accepts the report of the Commission which contains the overall assessment based on the critaria laid down in the announced methodology for determining the relative weight and complex assessment of offers submitted.

(MB Member)

The results from the procedure are to be presented to the Audit Committee of First Investment Bank AD.

## Members of the Managing Board:

Nedelcho Nedelchev (signed) Svetozar Popov (signed) (Chief Executive Officer (Executive Director)

MB Chairperson)

Jivko Todorov (signed) Nadya Koshinska (signed)

Prepared by: (signed)

(Chief Financial Officer)

(V. Stamatova, Secretary to the Managing Board)

## MINUTES of meeting of the Audit Committee of First Investment Bank AD

held on 20 October 2017

Today, 20 October 2016, in Sofia, the Audit Committee of First Investment Bank AD held a meeting attended by all its members, as follows:

- 1. Radina Beneva (Chair)
- 2. Jordan Skortchev
- 3. Rositsa Asova

It was established that the Audit Committee has the quorum required as per Article 13, Para. 1 of the Rules of Operation of the Audit Committee.

The meeting was attended by Jivko Todorov, Chief Financial Officer.

The meeting had the following

## **AGENDA:**

1. Information to the Audit Committee regarding the outcome of the tender procedure for selection of an audit company to carry out independent audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions – J. Todorov

## On item 1 of the Agenda:

- J. Todorov informed the Audit Committee of the actions taken under the procedure to select an audit company to carry out independent audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions. As chair of the commission formed with a view to implementing the procedure, he presented to the Audit committee the minutes of meeting of the Commission held on the day when the offers received were opened and reviewed.
- J. Todorov informed the Audit Committee that one of the companies invited to submit an offer responded that they will be unable to participate in the procedure. He also presented the outcome of the assessment procedure and overall evaluation based on the criteria laid down in the methodology for assessment of the offers, as follows:

Audit company	Points	Weight in %
HLB Bulgaria OOD	85	85
Mazars OOD	100	100

The members of the Audit Committee discussed the offers of the two audit companies in details and expressed the opinion that both companies and their teams meet the requirements for professional qualification and reputation and that there is no conflict of interest. Having consideration for the assessment made, they agreed to recommend to the Supervisory Board that Mazars OOD be appointed as the second audit company to carry out independent audit of the financial statements (stand-alone and

consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions.

After discussions the Audit Committee issued the following

## **RESOLUTION:**

The Audit Committee of First Investment Bank AD recommends to the Supervisory Board of First Investment Bank AD to propose to the General Meeting of Shareholders to appoint Mazars OOD, Registration No. 204638408, as the second audit entity to carry out the audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions.

The Audit Committee declares that the recommendation for appointment of the second registered auditor has not been influenced by a third party and that the selection was not limited in advance by categories or auditor lists based on a contractual clause between the Bank and a third party.

The agenda for the meeting was exhausted and the meeting was adjourned.

## Audit Committee of First Investment Bank AD:

1. Radina Beneva (signed)
Chair of the Audit Committee

2. Jordan Skortchev (signed)
Deputy Chair of the Audit Committee

3. Rositsa Asova (signed)
Member of the Audit Committee

Prepared by: (signed)

Gabriela Georgieva, Secretary to the Audit Committee

протокол	MINUTES	
за вземане на неприсъствено решение от Надзорния съвет на ПИБ АД	of resolution made by the Supervisory Board of First Investment Bank AD in absentia	
на 24 октомври 2017 г.	on 24 October 2017	
Днес, 24.10.2017 г., на основание чл. 17.5 от Правилата за дейността на Надзорния съвет на Първа инвестиционна банка АД, Надзорният съвет в състав	Today, October 24 <sup>th</sup> , 2017, pursuant to Article 17.5 of the Rules of Operation of the Supervisory Board of First Investment Bank AD, the following members the Supervisory Board:	
<ol> <li>Евгени Луканов – председател</li> <li>Мая Георгиева – зампредседател</li> <li>Радка Минева – член</li> <li>Георги Мутафчиев – член</li> <li>Йордан Скорчев – член</li> <li>Юрки Коскело – член</li> </ol>	Evgeni Lukanov – SB Chairperson     Maya Georgieva – SB Deputy Chairperson     Radka Mineva – SB Member     Georgi Mutafchiev – SB Member     Jordan Skortchev – SB Member     Jyrki Koskelo – SB Member	
взе неприсъствено решение, както е описано по-долу.	issued a resolution in absentia, as stated below.	
Секретарят на Надзорния съвет е изпратил до всички членове на Надзорния съвет материал за вземане на решение по следната точка:	The Secretary to the Supervisory Board sent to all SB members a proposal to issue a resolution on the following items:	
1. Вземане на решение по препоръката на Одитния комитет за избор на одиторско дружество за извършване на независим финансов одит на финансовите отчети (индивидуален и консолидиран) на Първа инвестиционна банка АД за 2017 г. при условията на чл. 76, ал. 1 от Закона за кредитните институции.	1. Decision on recommendation made by the Audit Committee for appointment of an audit company to carry out independent audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions.	
С положения си по-долу подпис членовете на НС потвърждават, че са получили предложението за решение, че не възразяват срещу вземането на неприсъствено решение и че са съгласни с решението.	By signing these minutes, the members of the Supervisory Board confirm that they received the proposal, that they do not object to making the resolution in absentia and that they grant an approval.	
<u>По Точка 1:</u>	On Item 1:	
Надзорният съвет в съответствие с чл. 11.1 от Правилника за дейността си се запозна по имейл с препоръка на Одитния комитет на ПИБ АД за избор на одиторско дружество за извършване на независим финансов одит на финансовите отчети (индивидуален и консолидиран) на Първа инвестиционна банка АД за 2017 г. при условията на чл. 76, ал. 1 от Закона за кредитните институции.	The Supervisory Board, in compliance with Article 11.1 of its Rules of Operation reviewed by email the recommendation of the Audit Committee regarding the appointment of an audit company to carry out independent audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions.	
Членовете на Надзорния съвет, след като взеха предвид, че предложението за избор на одиторско дружество подлежи на предварително съгласуване по реда на чл.76, ал.4 от Закона за кредитните	The members of the Supervisory Board, having considered that the proposal for appointment of an audit company is subject to preliminary endorsement pursuant to Article 76, Para. 4 of the Law on Credit	

институции с Българска народна банка, изразиха съгласието си чрез имейли, с което Надзорният съвет единодушно

Institutions by the Bulgarian National Bank, expressed their consent by emails by which the Supervisory Board issued the following unanimous

## РЕШИ:

Въз основа на препоръка на Одитния комитет на ПИБ АД и при изпълнение изискванията на чл. 76, ал. 4 от ЗКИ за предварително съгласуване на предложението с БНБ на Общото събрание на акционерите на ПИБ АД, като проект на решение да бъде предложено Общото събрание да избере за второ одиторско дружество за извършване на независим финансов одит на финансовите отчети (индивидуален и консолидиран) на Първа инвестиционна банка АД при условията на чл. 76, ал. 1 от Закона за кредитните институции да бъле предложено одиторско дружество Мазарс ООЛ, ЕИК 204638408.

## RESOLUTION:

Based on the recommendation made by the Audit Committee of First Investment Bank AD and in compliance with the provision of Article 76(4) of the Law on Credit Institutions requiring preliminary endorsement of the proposal by the Bulgarian National Bank, it is to be proposed to the General Meeting of Shareholders of First Investment Bank to appoint Mazars OOD, UIN 204638408, as second audit company to carry out independent audit of the financial statements (stand-alone and consolidated) of First Investment Bank for 2017 pursuant to Article 76(1) of the Law on Credit Institutions.

Членове на Надзорния съвет/Supervisory Board Members:

- 1. Евгени Луканов/Evgeni Lukanov Председател на HC/SB Chair
- 2. Мая Георгиева /Maya Georgieva Заместник-председател на HC/SB Deputy Chair
- 3. Радка Минева/Radka Mineva Член на HC/SB Member
- 4. Георги Мутафчиев/Georgi Mutafchiev Член на HC/SB Member
- 5. Йордан Скорчев/Jordan Skortchev Член на HC/SB Member
- 6. Юрки Коскело /Jyrki Koskelo Член на HC/SB Member

Изготвил/Prepared by: ... Василка Стаматова, секретар на НС Vasilka Stamatova, Secretary to the SB

## Other materials for the Extraordinary General Meeting of Shareholders of First Investment Bank AD

- Power of Attorney
- Managing Board resolution for the summoning of an Extraordinary General Meeting of Shareholders of First Investment Bank

## **POWER OF ATTORNEY**

The undersigned
(name, surname, family name, personal identification number and identity card / personal identity card №, issued on
DO HEREBY AUTHORISE
,
(name, surname, family name, personal identification number, place of residence and address, personal identity card №
1.Appointment of registered auditor for 2017.
<u>Draft resolution:</u> The General Meeting of Shareholders appoints "Mazars" OOD, UIC 204638408 as a company that is registered auditor, for which the Bulgarian National Bank has granted its prior approval in compliance with the Credit Institutions Act, which shall examine the Annual Financial Statement of the Bank for 2017 pursuant to Art. 76, para. 1 of the Credit Institutions Act;
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 includes/ not includes the right of the proxy during the general meeting, to propose resolutions to each item included in the agenda by observing the law. The deadline to exercise this right is until the end of the discussions under the respective item and before the general meeting casts its vote.
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 Article 223 and Article 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):  City of

## MINUTES

## of

## meeting of the Managing Board of First Investment Bank AD

held on 13 November 2017

This day of Novermber 13, 2017 the Managing Board of First Investment Bank AD (FIBank) held a meeting. The following Board members were present:

- 1. Nedelcho Nedelchev (Chairperson)
- 2. Svetoslav Moldovanski
- 3. Svetozar Popov
- 4. Sevdalina Vassileva
- 5. Jivko Todorov

Nadya Koshinska did not attend the meeting. It was ascertained that the necessary quorum has been reached in accordance with Art. 41(1) of the By-Laws of First Investment Bank AD.

Pursuant to Art. 12, Para. 1 of the Rules of Operation of the Managing Board of First Investment Bank the Chief Executive Officer N. Nedelchev proposed and the members of the Board unanimously approved the following

## **AGENDA:**

1. Resolution to convene an Extraordinary General Meeting of Shareholders of First Investment Bank AD pursuant to Article 25, para. 1 and Article 26, para. 1 of the By-Laws of First Investment Bank AD, Sofia in conjunction with Article 222 and Article 223 of the Commercial Act and Article 115, Paras. 1 and 2 of the Public Offering of Securities Act,

## On Item 1 of the Agenda:

The Managing Board, having considered Supervisory Board resolution dated 13.11.2017, issued the following unanimous

## **RESOLUTION:**

The Managing Board of First Investment Bank AD convenes an Extraordinary General Meeting of Shareholders to be held on 19.12.2017, at 11:00 am at the Royal Hall of Sofia Hotel Balkan, 5, Sveta Nedelya Square, Sofia, with the following Agenda:

1. Appointment of a registered auditor for 2017.

The Managing Board proposes to the General Meeting of Shareholders the following

## **DRAFT RESOLUTION:**

"The General Meeting of Shareholders appoints "Mazars" OOD, UIC 204638408 as a company that is registered auditor, for which the Bulgarian National Bank has granted its prior approval in compliance with the Credit Institutions Act, which shall examine the Annual Financial Statement of the Bank for 2017 pursuant to Art. 76, para. 1 of the Credit Institutions Act".

In case of a lack of quorum at the opening hour of the General Meeting as per Article 115, para. 12 of the Public Offering of Securities Act and Art. 227, para. 3 of the Commercial Act, it shall be postponed until 11.00 AM on 03 January 2018, with the place and agenda remaining unchanged.

The agenda for the meeting was exhausted and the session was adjourned.

## Members of the Managing Board:

Nedelcho Nedelchev (signed) Svetoslav Moldovanski (signed) (Chief Executive Officer (Executive Director) MB Chairperson)

Svetozar Popov (signed) Sevdalina Vassileva (signed) (Executive Director)

Jivko Todorov (signed) (Chief Financial Officer)

Prepared by: (signed)

(V. Stamatova, Secretary to the Managing Board)