BY-LAWS
OF FIRST INVESTMENT BANK AD

SECTION I
GENERAL PROVISIONS

ARTICLE 1
INCORPORATION AND STATUS

(1) (amended by the General Meeting of Shareholders on 09.03.2007) First Investment Bank ("the Bank") is a company limited by shares, incorporated in accordance with its Articles of Association signed on 22nd June 1993 in the City of Sofia (Bulgaria), and is a legal entity. The Bank transacts its business in accordance with the banking and commercial legislation of the Republic of Bulgaria (the Law on Credit Institutions and the Commercial Code), the other special laws and subordinate legislation governing the activities of such companies, and in accordance with the provisions of these By-Laws.

(2) (new paragraph, approved by the General Meeting of Shareholders on 09.03.2007) The Bank is a public company within the meaning of Article 110 of the Law on Public Offering of Securities (LPOS) effective as from the resolution of the Financial Supervision Commission (FSC) to list the shares of the Bank for trading on Bulgarian Stock Exchange – Sofia AD ("the Stock Exchange"). After obtaining the status of a public company, the Bank shall also carry on its business in accordance with LPOS and the implementing provisions thereto.

ARTICLE 2
NAME

The Bank shall transact its business under the name FIRST INVESTMENT BANK AD.

ARTICLE 3
REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

(amended by the General Meeting of Shareholders on 16.06.2022) The registered office of the Bank is in the City of Sofia, Mladost Region, 111 „П", Tsarigradsko Chaussee Blvd ., where its principal place of business is located.

ARTICLE 4
SCOPE OF BUSINESS

(1) (amended by the General Meeting of Shareholders on 09.03.2007) The Bank is engaged in the business of publicly accepting deposits or other repayable funds and extending loans and other financing for its own account and at its own risk.
(2) (amended by the General Meeting of Shareholders on 09.03.2007; amended by the General Meeting of Shareholders on 09.03.2007; amended by the General Meeting of Shareholders on

29.05.2009; supplemented by the General Meeting of Shareholders on 21.05.2013, amended and supplemented by resolution of the General Meeting of Shareholders as of 21.05.2014) The Bank may also conduct the following activities if they are covered by its license:

1. providing money transfer services as defined in the Law on Payment Services and Payment Systems;

2. issuance and administration of other means of payment (payment cards, traveler's cheques and bills of credit) in so far as these activities do not fall within the scope of item 1;

3. acceptance of valuables on deposit;

4. depository and custodian services;

5. financial leasing;

6. guarantee transactions;

7. (amended by resolution of the General Meeting of Shareholders as of 21.05.2014) trading for its own account or for customers' account with foreign currency and precious metals except for derivative financial instruments over foreign currency and precious metals;

8. (amended by resolution of the General Meeting of Shareholders as of 21.05.2014, amended by resolution of the General Meeting of Shareholders as of 21.06.2018) provision of services and/or performance of activities under Art. 6, para. 2 and 3 of the Markets in Financial Instruments Act;

9. financial brokerage;

10. (repealed by resolution of the General Meeting of Shareholders as of 21.05.2014);

11. (amended by resolution of the General Meeting of Shareholders as of 21.05.2014) acquisition of receivables arising out of loans and other forms of financing (factoring, forfeiting and other)

12. equity acquisition and management;

13. safe deposit box rental;

14. collection and distribution of information and references on customers' creditworthiness;

15. (new item added by resolution of the General Meeting of Shareholders as of 21.05.2013) issue of electronic money;

16. (former item 15 amended by resolution of the General Meeting of Shareholders as of 21.05.2013) other such activities defined in an ordinance of the Bulgarian National Bank (BNB).

(3) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The acquisition, payment and trade in government securities shall be effected pursuant to the procedure and terms of the Law on the Government Debt.

(4) (formerly Para 3, amended by the General Meeting of Shareholders on 09.03.2007) The Bank may not conduct in the line of business transactions other than those specified in Paragraphs 1 and 2 above, except where necessary for conducting its business or in the process of collecting debts on granted loans. The Bank may set up or acquire companies to provide ancillary services.

ARTICLE 5
BUSINESS AND CREDITING ACTIVITIES

(1) In connection with the granting of loans and guarantees in foreign currency, in compliance with the applicable regulatory acts and the requirements for the transaction of bank activities, the Bank may:

1. Take in resources in foreign currency from Bulgarian and foreign banks and other legal persons and individuals;
2. Sign loan and correspondence agreements with local and foreign banks;

3. Collect payments against commodity and freight documents, checks and other payment documents and valuables of Bulgarian merchants and companies, foreign banks, and/or other legal persons and individuals, and effect payments in relation thereto.

(2) The Bank may:

1. Participate in consortia;
2. Organize the conducting of economic, market, currency-financial and other research in Bulgaria and abroad against payment; consult its clients on the loan and market situation; on the economic status and the scientific and technical possibilities and the strategy of their potential partners;
3. Associate with foreign legal and persons and individuals in Bulgaria and abroad, including for incorporation of and shareholding participation in banks;
4. Operate with its free funds on the international markets.

(3) The Bank shall transact its business in line with its scope of business specified in Article 4 of these By-Laws. It may also conduct any other business except for such business activities which are prohibited by law.

(4) The Bank shall transact its foreign economic activity alone or through specialized commercial companies.

SECTION II
CAPITAL, SHARES AND FUNDS

ARTICLE 6
CAPITAL

(1) (amended by the General Meeting of Shareholders on 09.03.2007; subsequently amended by the General Meeting of Shareholders on 14.07.2008, amended by MB resolution dated 07.07.2020, approved by the Supervisory Board on 10.07.2020) The capital of the Bank shall be BGN 149 084 800 (one hundred and forty-nine million eighty-four thousand and eight hundred) Bulgarian levs, divided into 149 084 800 (one hundred and forty-nine million eighty-four thousand and eight hundred) ordinary, registered, dematerialized voting shares with a par value of BGN 1.00 (one lev) each.

2. The capital of the Bank is formed of cash and non-cash (in-kind) contributions.

ARTICLE 6A
NON-CASH CONTRIBUTION TO THE CAPITAL

The shareholders, Ivaylo Dimitrov Moutaftchiev, PIN 6204307143, passport series 'B' No.0118346, issued on 3rd December 1981 by the Leninsko Regional Police Department - Sofia, residing in Sofia, 19 Latinka St., in order to cover the shares he subscribed - 24,775 /twenty-four thousand seven hundred seventy-five/ personal shares with a voting right in the increased capital of First Investment Bank AD, from BGL 2,200,000,000 to BGL 5,000,000,000 according to Resolution of the General Meeting of Shareholders /Minutes No.7 dd. 11th April 1997/, and Tzeko Todorov Minev, PIN 6010306982, passport series 'B' No.1534513, issued on 10th May 1996 by 4th Regional Police Department - Sofia, residing in Sofia, 20 Dospat St, et.2, apt.5 for covering the shares he subscribed –

24 775 /twenty-four thousand seven hundred seventy-five/ personal shares with a voting right in the increased capital of First Investment Bank AD, from BGL 2,200,000,000 to BGL 5,000,000,000 according to Resolution of the General Meeting of Shareholders /Minutes No.7 dd. 11th April 1997/ make a non-cash contribution to First Investment Bank AD - 1/2 share each of the title of ownership to a real estate and movable property, as follows:

a) REAL ESTATE - A BANK OFFICE, located on the plot of a residential building and beyond the limits of residential building bl.1519 /one thousand five hundred and nineteen/, Skopje St., Plot II /second/, complex building, Quadrant 88 /eighty-eight/, old, as per the city plan of residential district "Vastanitcheski-sever" - City of Plovdiv, with a total built-up area of 346.72 sq.m /three hundred forty-six point seventy-two/ together with the premises pertaining to this real estate with borders: to the West - P.Toshev St.; to the South - Skopje St.; to the North - a yard; to the East - shops and common facilities of the residential building; together with 2.479% /two point four hundred seventy-nine percent/ in the common shares of the building and the right to build on 346.72 sq.m /three hundred forty-six point seventy-two/.

The market value of the real estate amounts to BGL 450,807,000 /four hundred and fifty million eight hundred and seven thousand Bulgarian levs/.

b) MOVABLE PROPERTY:

1. Diesel aggregate Model P 22
- motor Perkins
- 22 kW, 380/220V, 50 Hz
- automatic system for emergency switch on
- automatic heater for immediate hot start
- dilatation recipient, main switchboard, tank for daily ration

The market value amounts to BGL 9,750,000 /nine million seven hundred and fifty thousand Bulgarian levs/.

2. Monitoring system
- outside installed cameras
- CCTV cameras
- VCR - 3 pcs
- monitoring displays - 17” and 14” - 2 pcs

The market value amounts to BGL 14,250,000 /fourteen million two hundred and fifty thousand Bulgarian levs/.

3. Telephone exchange Panasonik
- external lines - 6 pcs
- internal lines - 16 pcs

The market value amounts to BGL 1,118,000 /one million one hundred eighteen thousand Bulgarian levs/.

4. Office equipment
- director's desk, corner, container on wheels
- section cabinet 180/46/72 H
- closets - single, double
- shop-windows
- accountancy desks
- working tables
- accountancy closets

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Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

- chairs 'President', 'Officer', 'Visitor'
- security desks

The market value amounts to BGL 12,400,000 /twelve million four hundred thousand Bulgarian levs/.

5. Johnson wall air-conditioners - 6 pcs

The market value amounts to BGL 7,200,000 /seven million two hundred thousand Bulgarian levs/.

The total market value of the movable property comes to BGL 44,718,000 /forty-four million seven hundred eighteen thousand Bulgarian levs/.

ARTICLE 6B
EVALUATION OF THE NON-CASH CONTRIBUTION AND GROUNDS FOR THE TITLE OF THE CONTRIBUTORS

1. The value of the non-cash contribution under Article 6a of these By-Laws is BGL 495 525 /four hundred ninety-five thousand five hundred and twenty-five Bulgarian levs/ according to valuation examination made by three experts under civil case No.5233/1997 on the roll of the Sofia City Court which is an integral part of these By-Laws.

2. The title to the non-cash contribution described in Article 6a of these By-Laws has been acquired by the contributors on the grounds of a donation – Title Deed No.135, vol.17, Notarial case No.4264/1997 of the Notary Public of the Plovdiv Regional Court, and of an agreement between First Financial Brokerage House OOD, Sofia, and the contributors, which is an integral part of the Title Deed.

ARTICLE 6C
INCREASE OF CAPITAL
(repealed by the General Meeting of Shareholders on 09.03.2007)

ARTICLE 7
SHARES

(1) The shares of the Bank are securities which certify that their holders participate in the capital of the Bank with the par value specified therein.

2. The Bank may not issue shares with different par value.

ARTICLE 8
ISSUE PRICE

(1) (amended by the General Meeting of Shareholders on 02.11.2005) Issue price shall be the price at which the new shares are acquired by the founders, respectively, by the persons subscribing for new shares upon increase of the share capital.

(2) (amended by the General Meeting of Shareholders on 09.03.2007) The issue price may not be less than the par value. The minimum issue price shall be determined by the General Meeting of

Shareholders entitled to vote by the resolution for increase of the capital, or by the Management Board, within the scope of its authority under Article 17, Para 5.

(3) The difference between the par value and the issue price of the shares shall go to the Reserve Fund of the Bank.

ARTICLE 9
INDIVISIBILITY

The shares are indivisible. Where a share is owned by several persons, they shall exercise their rights to the share jointly, by appointing a proxy.

ARTICLE 10
TYPES OF SHARES

1. (amended by the General Meeting of Shareholders on 02.11.2005) All shares issued by the Bank shall be ordinary, paperless personal shares, and each share entitles its holder to one vote in the General Meeting of Shareholders.
2. (repealed by the General Meeting of Shareholders on 02.11.2005)

ARTICLE 11
REGISTER OF SHAREHOLDERS
(amended by the General Meeting of Shareholders on 02.11.2005)

The Register of Shareholders of the Bank shall be kept by the Central Depository AD.

ARTICLE 12
RIGHTS OF THE SHAREHOLDERS

(1) Each share gives one voting right at the General Meeting of Shareholders, a right to a dividend and to a liquidation quota, pro rata the share's par value.

(2) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The right to vote at the General Meeting of Shareholders may be exercised by the shareholders, who are registered in the registers of the Central Depository at least 14 days prior to the date of the General Meeting.

(3) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The persons registered as shareholders in the registers of the Central Depository on the 14th day following the day of convocation of the General Meeting under Article 51(1) shall be entitled to receive dividend.

(4) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The shareholders shall also have other rights as provided for by these By-laws and the operative legislation.

ARTICLE 13
PROOF OF OWNERSHIP OF SHARES
(the heading of this article was amended by the General Meeting of Shareholders on 02.11.2005)

(1) (amended by the General Meeting on 02.11.2005 and on 09.03.2007) The Central Depository issues to the shareholders a document of verification (depository receipt) for all ordinary personal paperless shares in the Bank held by them.

(2) (repealed by the General Meeting of Shareholders on 02.11.2005) .

ARTICLE 14
COUPONS
(repealed by the General Meeting of Shareholders on 02.11.2005)

ARTICLE 15
DISPOSAL OF SHARES

(1) (amended by the General Meeting on 09.03.2007) The shares of the Bank are freely transferable, subject to compliance with the requirements of the operative legislation.

(2) (repealed by the General Meeting on 09.03.2007)

(3) (supplemented by the General Meeting of Shareholders on 02.11.2005) The transfer of the paperless personal shares shall become legally effective upon the registration of the transaction in the registers of the Central Depository.

(4) (amended by the General Meeting of Shareholders on 02.11.2005, 09.03.2007 and 21.05.2014) Natural or legal persons, or persons acting in coordination, may not acquire directly or indirectly any shares in the Bank's capital or voting rights without the prior permission of BNB, if following the share acquisition such persons will have qualified shareholding or the shareholding will reach or exceed the thresholds of 20, 33, or 50 per cent of the shares or the voting rights; or if the Bank is becoming an affiliate company. Where the shares under the previous sentence are acquired without prior permission by BNB on public offering of shares on the stock exchange or any other regulated securities market, the transferees may not exercise the voting rights on these shares until receipt of BNB's written permission, for the issuance of which they shall submit an application within one month of the occurrence of the relevant fact requiring obtaining of such permission.

(5) (repealed by the General Meeting of Shareholders on 02.11.2005; new – adopted by the General Meeting of Shareholders on 09.03.2007) The shareholders in the Bank shall disclose their shareholdings in the events and according to the procedure as provided in Articles 145-148 of the Law on Public Offering of Securities.

ARTICLE 16
FUNDS

(1) The Bank shall establish funds with a resolution of the General Meeting of Shareholders, which shall determine their amount and the way of raising and managing these funds.

(2) (amended by the General Meeting on 09.03.2007) The Bank shall establish a Reserve Fund which shall take at least 1/10 of the profit after taxation and before distribution of dividends, in accordance with the provisions of the Law on Credit Institutions, until the Reserve Fund amount comes to 1/10 of the capital.

ARTICLE 17
INCREASE OF CAPITAL
(the heading is amended by the General Meeting on 09.03.2007)

(1) (amended by the General Meeting on 09.03.2007) The capital of the Bank may be increased by authority of a resolution of the General Meeting of Shareholders:

1. by issuance of new shares (in order to borrow funds or to capitalize a part of the profit); or
2. by conversion of bonds into shares.

(2) (amended by the General Meeting on 02.11.2005 and on 09.03.2007) The capital of the Bank may not be increased by increase of the nominal value of any existing shares or through conversion of bonds, issued as non-convertible bonds, into shares.

(3) (new, adopted by the General Meeting on 09.03.2007) The capital of the Bank may not be increased by non-cash contributions (Article 193 of the Commercial Code), under condition (Article 195 of the Commercial Code), or placing limitations on the preemptive rights of the shareholders under Article 194(4) and Article 196(3) of the Commercial Code, except in the special cases expressly provided for by law, including under the provisions of Article 113(2) of the Public Offering of Securities Act (in the context of a rehabilitation plan or under authority of BNB's order, if necessary for the purposes of a merger or tender for exchange of shares, or for the purpose of securing the rights of holders of convertible bonds or share warrants, in which cases the Bank's capital may be increased according to the procedure set forth in Article 193, 195 and Article 196(3) of the Commercial Code).

(4) (new, adopted by the General Meeting on 09.03.2007) In the case of increase of the capital through borrowings, the issue price of the new shares should be paid up in full.

(5) (amended by the General Meeting on 20.12.2012, amended by the General Meeting on 29.05.2017, amended by the General Meeting on 16.06.2022) Within a period of five (5) years as from the entry of the amendment to these By-Laws pursuant to the resolution of the General Meeting of Shareholders as of 16 June 2022, the Management Board, with the prior approval of the Supervisory Board, may take resolutions to increase, through issuance of new shares, the Bank's capital until it reaches an aggregate nominal amount of BGN 210,000,000.00 (two hundred and ten million Bulgarian levs). The Management Board, with the prior approval of the Supervisory Board, shall have authority to determine and resolve on all terms and conditions of the capital increase and to take all and any legal and factual actions as needed for its coming into effect, inclusive but not limited to determine the issue price of the shares, to select an investment intermediary, and to record the change in the amount of the capital and the number of shares in the By-Laws, in accordance with the provisions of the applicable legislation.

(6) (new, adopted by the General Meeting on 09.03.2007, and amended by the General Meeting on 22.05.2012) The persons who have acquired shares within 14 days after the date of the resolution of the General Meeting on the capital increase shall be entitled to take part in the increase, and in the case where the resolution on the capital increase is taken by the Management Board, the persons who have acquired shares within 7 days after the date of publication of the public offering notice under Article 92a(1) of the Public Offering of Securities Act shall be entitled to take part in the increase.

ARTICLE 17a

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Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

REDUCTION OF CAPITAL
(new, adopted by the General Meeting on 09.03.2007)

(1) The Bank's capital may be reduced only subject to a written permission of the Bulgarian National Bank, by way of:

1. decrease of the nominal value of the shares;
2. canceling of shares following their re-acquisition by the Bank.

(2) The Bank's capital may not be reduced by way of compulsory canceling of shares.

ARTICLE 18
BONDS

(1) (amended by the General Meeting on 09.03.2007, amended by the General Meeting of Shareholders on 21.05.2013) The Bank may issue bonds and convert them into shares under the terms and conditions of the Commercial Act and the Public Offering of Securities Act.

(2) (amended by the General Meeting on 16.06.2004, amended by the General Meeting of Shareholders on 21.05.2013, amended by the General Meeting of Shareholders on 19.06.2019, amended by the General Meeting of Shareholders on 19.06.2024) For a period of five (5) years from the entry of this amendment to these By-Laws pursuant to resolution of the General Meeting of Shareholders dated 19.06.2024, the Management Board, with the prior approval of the Supervisory Board, may take resolutions to issue covered bonds, under the Covered Bonds Act, up to an aggregate nominal amount of BGN 400,000,000 (four hundred million Bulgarian levs), with maturity of up to 10 years from the date of issue, and other terms and conditions as determined by the Management Board

(3) (new, adopted by the General Meeting on 09.03.2007; amended by the General Meeting of Shareholders on 14.07.2008, amended by the General Meeting of Shareholders on 24.10.2011; amended by the General Meeting of Shareholders on 16.05.2016; amended by the General Meeting of Shareholders on 23.06.2021). Within 5 (five) years as from registration of the amendments to these By-Laws, in accordance with the resolution of the General Meeting of Shareholders as of June 23rd, 2021, the Management Board, subject to approval by the Supervisory Board, may resolve to issue other types of bonds, as well as other debt securities, including subordinated fixed-term loan and debt/equity (hybrid) instruments, up to the aggregate amount of 2,000,000,000 (two billion Bulgarian levs) or its equivalence in another currency. The terms and conditions of issue of the bonds and the other debt securities and instruments are to be defined in the resolution of the Management Board, in compliance with the provisions of the applicable legislation and these By-Laws.

SECTION III
EQUITY AND LIABILITY

ARTICLE 19
EQUITY

The equity of the Bank shall consist of titles of ownership, usufruct and other real rights, intellectual property rights, securities, share interests in commercial companies and other rights and liabilities.

ARTICLE 20
LIABILITY

(1) The Bank shall be liable with its property for its liabilities.

(2) The Bulgarian state shall not be liable for the liabilities of the Bank and the Bank shall not be liable for the liabilities of the Bulgarian state or of other commercial companies.

(3) The Bank shall be liable to its creditors with its property.

ARTICLE 21
BANK CONFIDENTIALITY

(1) The Bank shall keep confidential all information concerning its customers, including their deposits, loans, accounts and movement thereof, property, interests etc., which information has come to its knowledge in the process of work.

(2) The Bank shall provide information as per the above paragraph to third persons, including to the authorities, only with the written consent of the customer, or if it is so ordered in the legally required form. In such case the Bank shall provide the information only after it makes sure that all legal provisions have been respected and shall promptly notify its customer unless this is prohibited by law.

(3) After their appointment, all members of the governing bodies of the Bank and the employees shall sign a declaration for confidentiality according to the aforementioned paragraphs.

SECTION IV
GOVERNING BODIES OF THE BANK

ARTICLE 22
TYPES OF GOVERNING BODIES

The governing bodies of the Bank are:

1. General Meeting of Shareholders;
2. Supervisory Board;
3. Management Board

SUBSECTION 1
GENERAL MEETING OF SHAREHOLDERS

ARTICLE 23
COMPOSITION

(1) The General Meeting consists of the shareholders who have voting rights. They may participate in the General Meeting personally or by proxy.
(2) (new, adopted by the General Meeting on 09.03.2007) The persons under Article 12(2) of these By-Laws are entitled to participate in the General Meeting of Shareholders.

(3) (formerly Para 2, amended by the General Meeting on 09.03.2007) The members of the Supervisory Board, the Management Board and the Management Team of the Internal Audit Department shall participate in the work of the General Meeting without a right to vote, unless they are shareholders.

(4) (formerly Para 3, amended by the General Meeting on 09.03.2007) Auditors and experts may be invited to participate in the work of the General Meeting, whenever the agenda of the meeting requires that.

ARTICLE 24
COMPETENCY

The General Meeting of Shareholders may:

1. amend and supplement the By-Laws of the Bank;
2. increase and/or reduce the capital;
3. transform or terminate the Bank;
4. (amended by the General Meeting on 09.03.2007) transfer the whole business undertaking;
5. take resolutions on disposal of assets the total value of which during the current year has exceeded one half of the value of the company's assets according to the latest audited financial statements;
6. **(amended by the General Meeting on 22.05.2012)** take resolutions to assume obligations or provide security to a company and/or a group of companies to an amount exceeding during the current year one half of the value of the company's assets according to the latest certified annual financial statements;
7. elect or dismiss the members of the Supervisory Board;
8. determine the remuneration of the members of the Supervisory Board;
9. (amended by the General Meeting on 16.05.2016) elect or dismiss the Management Team of the Specialized Internal Audit Department;
10. (**amended by the General Meeting on 29.05.2009; amended by the General Meeting on 24.10.2011, amended by the General Meeting on 29.05.2017**) appoint and dismiss a registered auditor/s, in compliance with the requirements of the applicable legislation on the recommendation of the auditing committee;
11. (amended by the General Meeting on 09.03.2007) approve the annual financial statements after audit by a specialized auditing company, resolve on distribution of profits, allocation of money to the Reserve Fund, and payment of dividends;
12. resolve on the issue of bonds and debentures;
13. (amended by the General Meeting on 09.03.2007) appoint liquidators upon termination of the Bank except for in the case of compulsory liquidation or bankruptcy;
14. release from responsibility the members of the Supervisory Board and the Management Board;
15. (new, adopted by the General Meeting on 29.05.2009) elect and dismiss the members of the Bank's auditing committee, and determine their terms of office;
16. (new, adopted by the General Meeting on 29.05.2009; formerly Para 15 amended on 09.03.2007) take resolutions on entering into transactions which according to the Public Offering of Securities Act may not be executed by the persons, who are authorized to represent and manage the Bank without the express consent of the General Meeting.

17. (formerly Para 15, amended on 09.03.2007; formerly Para 16, amended on 29.05.2009) solve any other issues within its competency as provided for by law.

ARTICLE 25
GENERAL MEETING OF SHAREHOLDERS

(1) The General Meeting of Shareholders shall be held at least once a year, but no later than 6 months after the end of the financial year.

(2) The General Meeting shall elect a Chairman and a Secretary of the meeting.

ARTICLE 26
CONVOCATION

(1) The General Meeting shall be convened by the Management Board. It can also be convened by the Supervisory Board or at the request of shareholders, who have held at least 5% of the capital for more than three months.

(2) If within a month the request of the shareholders as per the previous paragraph has not been satisfied, the Sofia City Court shall convene a General Meeting or shall authorize the shareholders who have requested the meeting or their proxies to convene the meeting.

(3) (amended by the General Meeting on 09.03.2007; subsequently amended by the General Meeting on 29.05.2009) The General Meeting is convened by a notice which is to be announced in the Commercial Register at least 30 days prior to the date of the general meeting.

(4) The notice shall contain the following information:

1. Name and registered office of the Bank;
2. The place, date and hour of the meeting;
3. The type of the meeting;
4. Notice of the formalities which have to be completed in order to participate in the meeting and to exercise a voting right;
5. The agenda of the meeting, as well as the proposed resolutions;
6. (new, adopted by the General Meeting on 29.05.2009) any other statutory required details.

(5) (new, adopted by the General Meeting on 09.03.2007; amended by the General Meeting on 29.05.2009) Within the statutory required period the notice, together with the written materials concerning the agenda of the meeting, shall be sent to the Financial Supervision Commission, the Central Depositary, and the Stock Exchange. The Financial Supervision Commission and the Stock Exchange shall make these materials public.

(6) (new, adopted by the General Meeting on 09.03.2007) Shareholders, who have been holding at least 5% of the capital for a period of over 3 (three) months, may request new items to be added to the agenda as provided for by Article 223a of the Commercial Code.
(7) (repealed by the General Meeting on 29.05.2009)

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Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

ARTICLE 27
RIGHT TO INFORMATION
(amended by the General Meeting on 09.03.2007; amended by the General Meeting on 29.05.2009)

The written materials regarding the agenda of the General Meeting must be made available to the shareholders no later than the date of announcement of the notice convening the General Meeting in the Commercial Register. On request, they must be given by the Bank to every shareholder free of charge.

ARTICLE 28
LIST OF ATTENDING SHAREHOLDERS

For the meetings of the General Meeting a list shall be drawn up of the attending shareholders or of their proxies together with the number of owned or represented shares. The list shall be signed by the shareholders and proxies attending the General Meeting. It has to be verified by the Chairman and by the Secretary of the General Meeting.

ARTICLE 29
PROXIES

(1) (amended by the General Meeting on 09.03.2007 and on 30.03.2007; amended by the General Meeting on 29.05.2009) The power of attorney for participation in the General Meeting of Shareholders ("Proxy") shall be express, made in writing, notarized, and signed by the authorizing shareholder in his/her own hand, and shall meet the other requirements of Article 116 of the Public Offering of Securities Act. Any delegation of the rights conferred in the previous sentence, as well as any power of attorney issued in contravention to the provisions of the previous sentence, shall be null and void.
(2) (repealed by the General Meeting on 29.05.2009)

ARTICLE 30
QUORUM

1. The General Meeting shall be considered duly convened and able to take valid decisions if at least one-half of the share capital is present at the meeting.

2. If no quorum is present, another General Meeting shall be convened after no less than 14 days, and such General Meeting shall be deemed quorate irrespective of the present capital.

ARTICLE 31
VOTING

The voting can be done also with preliminary received ballots, which state the number of votes owned by the shareholder according to the shares presented for verification.

ARTICLE 32
CONFLICT OF INTERESTS

A shareholder or his/her proxy cannot participate in the voting on:

1. claims against him/her;
2. taking measures to enforce their responsibility to the Bank.

ARTICLE 33
MAJORITY

(amended by resolutions of the General Meeting of Shareholders as of 02.11.2005, 09.03.2007, and 30.03.2007)

The resolutions of the General Meeting shall be taken by a majority of the present shares; the resolutions under Article 24, sub-paragraphs 1,2,5,6 and 7 shall be taken by a majority of 2/3, and the resolutions under Article 24, Paragraphs 3 and 4 – by a majority of ¾ of the present shares.

ARTICLE 34
RESOLUTIONS

(1) The General Meeting may not pass resolutions on issues which are not specified in the written notice to the shareholders under Article 26, Para 3.

(2) The resolutions of the General Meeting shall immediately enter into force, unless their coming into force is postponed.

(3) (amended by the General Meeting of Shareholders on 02.11.2005) Resolutions regarding amendments and/or supplements to these By-Laws and/or dissolution of the Bank shall come into force and effect after their registration in the Trade Register. Increase or reduction of capital, reorganization of the Bank, election or dismissal of members of the Management Board and the Supervisory Board, as well as appointment of liquidators, shall be effective as from their registration in the Commercial Register.

ARTICLE 35
MINUTES

(1) The General Meeting shall keep minutes which shall include:

1. the place and date of holding the meeting;
2. the names of the Chairman and the Secretary, as well as the names of the tellers;
3. the presence of the members of the Supervisory Board and of the Management Board, as well as of persons who are not shareholders;
4. the proposed draft-resolutions;
5. the voting and the respective results;
6. the objections made, if any.

(2) The minutes of the General Meeting shall be signed by the Chairman and the Secretary of the meeting, as well as by the Tellers.

(3) Enclosed to the minutes shall be:

1. List of the persons attending the meeting;
2. The documents regarding the convention of the General Meeting.

4. The minutes and the proposed draft-resolutions shall be kept for at least 5 years. They shall be presented to any shareholder at request.

_____ _____

Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

ARTICLE 36
PROVING THE RIGHT TO PARTICIPATE
(repealed by the General Meeting of Shareholders on 02.11.2005)

SUBSECTION 2
MANAGEMENT BOARD

ARTICLE 37
COMPOSITION

(1) (amended by the General Meeting on 16.05.2016) The Management Board shall consist of three to nine legally capable physical persons, elected by the Supervisory Board to hold office for up to 5 years. No legal person may be elected member of the Management Board.

(2) The members of the Management Board may be re-elected for future terms of office without limitations.

(3) The Management Board shall elect a Chairman and a Deputy-Chairman among its members.

(4) No member of the Supervisory Board of the Bank can be elected member of the Management Board.

(5) Members of the Management Board may be only persons, who:

1. hold Master's or higher degree;
2. have a qualification and professional experience in banking;
3. (amended by the General Meeting on 09.03.2007, supplemented by the General Meeting on 15.06.2015) have not been convicted of a premeditated crime of general nature unless they have been exonerated or for any crime under Article 116a of the Public Offering of Securities Act;
4. (amended by the General Meeting on 09.03.2007, supplemented by the General Meeting on 15.06.2015) have not been members within the two years last preceding the date of the adjudication in bankruptcy of governing or controlling bodies or general partners in a company terminated for bankruptcy which has unsatisfied creditors, regardless of whether they have later been reinstated or not;
5. (amended by the General Meeting on 15.06.2015) have not been, during the last 2 years preceding the date of a court decree for declaring a bank bankrupt, members of its governing or control bodies;
6. (supplemented by the General Meeting on 15.06.2015) have not been deprived of and are not under effective disqualification from the right to occupy a financially responsible position;
7. (supplemented by the General Meeting on 15.06.2015) are not spouses or relatives up to the third degree, including by direct or collateral line of descent, or similarly related to another member of a governing or controlling body of the Bank and do not actually live with such a member.
8. (new, adopted by the General Meeting on 09.03.2007) are not bankrupt debtors whose rights shave not been reinstated.
9. (new, adopted by the General Meeting on 15.06.2015) on the basis of the collected data from them does not hold grounds for any uncertainty regarding their reliability and suitability and possibility of raising of any conflict of interests in compliance with the requirements of

Bulgarian National Bank and with the Bank's policy for recruitment of senior management personnel

(6) (amended by the General Meeting on 09.03.2007) The required qualification and professional experience shall be verified by a certificate issued by the Bulgarian National Bank; the circumstances as per sub-paragraph 3 of Para 5 shall be verified by a police clearance record check /Conviction Status Certificate/ and the circumstances under sub-paragraphs 4, 5, 6, 7 and 8 of Para 5 - by affidavit.

ARTICLE 38
FUNCTIONS

(1) The Management Board shall manage and represent the Bank by resolving any matters which concern the Bank and are within its scope of business, with the exception of those which are in the exclusive competency of the General Meeting or of the Supervisory Board, which shall be resolved in compliance with the law and these By-Laws.

(2) (amended by the General Meeting of Shareholders on 14.07.2008) In particular, the Management Board shall:

- **a)** organize the execution of the resolutions of the General Meeting and of the Supervisory Board;
- **b)** (amended by the General Meeting of Shareholders on 24.10.2011) adopt programs and a budget in relation to the activity of the Bank;
- **c)** open and close branches and representation offices of the Bank;
- **d)** take decisions regarding shareholding participation of the Bank in other companies in Bulgaria or abroad;
- **e)** solve any matters regarding the acquisition and disposal of real properties and real rights thereto;
- **f)** (repealed by the General Meeting of Shareholders on 16.05.2016)
- **g)** prepare the annual financial statements of the Bank and put them forward for approval by the General Meeting;
- **h)** (amended by the General Meeting of Shareholders on 14.07.2008, repealed by the General Meeting of Shareholders on 16.05.2016)
- **i)** (amended by the General Meeting on 09.03.2007) carries out any other functions assigned to it by the General Meeting or the Supervisory Board or by law.

(3) (amended by the General Meeting on 09.03.2007, amended and supplemented by the General Meeting on 15.06.2015, amended by the General Meeting of Shareholders on 16.05.2016) The resolutions under letter "e" where the transaction is for the amount equal or above 5 000 000 (five million) levs or its equivalence in another currency, shall require approval of the Supervisory Board, unless the transaction relates to the acquisition of real properties and real rights thereto for repaying obligations due on credit deal or to the disposal of such real properties or real rights thereto, and/or unless for the entering into the transaction an express authorization by the General Meeting of Shareholders is also required under the Law on Public Offering of Securities.

(4) The Management Board shall adopt regulations for its work subject to approval by the Supervisory Board.

(5) The Management Board shall report to the Supervisory Board on the work done by them at least once in three months. The Management Board shall immediately notify the Chairman of the Supervisory Board or his deputy of any circumstances which are of material importance to the Bank.

ARTICLE 39
RIGHTS AND OBLIGATIONS

(1) The members of the Management Board shall have equal rights and obligations regardless of the internal distribution of the functions amongst them and the regulations granting rights of management to the executive directors.

(2) The members of the Management Board shall discharge their duties in the best interests of the Bank and shall keep the Bank's secrets confidential even after they cease to be members of the Management Board.

ARTICLE 40
REPRESENTATIVE POWERS

(1) (amended by the General Meeting on 09.03.2007, supplemented by the General Meeting on 15.06.2015) The Management Board shall, upon the approval of the Supervisory Board, entrust the management and representation of the Bank to at least two of its members - Executive Directors, of whom at least one is fluent in Bulgarian, and who must have at least five years of experience in the banking or financial sector, having taken management positions in a bank or in an entity in the banking sector or a similar company or institution in case who have higher legal or economic education and for those without higher legal or economic education – having at least ten years of experience in an entity in the banking sector or in a similar to a bank entity or institution, of which having taken management positions at least five years, according to the criteria set by BNB.

(2) The Executive Directors cannot entrust the entire management and representation to one of them, but can authorize third persons to perform certain specific actions.

(3) The Executive Directors can be replaced and their powers revoked at any time.

(4) The empowerment of the Executive Directors, the revocation of their powers respectively, shall have legal force with respect to third parties acting in good faith after the registration in the Commercial Register.

ARTICLE 40a
(new, adopted by the General Meeting on 09.03.2007)

The Management Board shall employ an Investor Relations Manager under a full-time, permanent employment contract, who should have the required qualifications or experience to discharge his/her duties. The Investor Relations Manager may not be member of the Management or the Supervisory Board of the Bank or procurator of the Bank.

_____ _____

Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

ARTICLE 41
QUORUM, MAJORITY AND MINUTES

(1) The Management Board can take resolutions only if at least a half of its members are present in person or are represented by written proxy by another member of the Board. None of the attending persons may represent more than one absent member.

(2) The resolutions of the Management Board shall be taken by a majority of 2/3 of the attending shareholders.

(3) The Management Board may also take resolutions without a meeting, provided that all members have agreed to the resolution in writing.

(4) Minutes shall be kept at all meetings of the Management Board. The minutes shall be signed by all attending members.

SUBSECTION 3
SUPERVISORY BOARD

ARTICLE 42
COMPOSITION

(1) (amended by the General Meeting on 15.06.2015, amended by the General Meeting on 16.05.2016) The Supervisory Board shall consist of three to seven persons elected by the General Meeting to hold office for up to 5 years.

(2) Legal persons as well as individuals may be elected members of the Supervisory Board. In the former case the legal person shall appoint a representative to perform his duties in the Supervisory Board. The legal persons shall be jointly and unlimitedly liable together with the other members of the Supervisory Board for any obligations which may arise out of the actions of their representatives.

(3) The Supervisory Board shall elect a Chairman and a Deputy-Chairman among its members.

(4) The members of the Supervisory Board may be re-elected for future terms of office without limitations.

(5) (amended by the General Meeting on 09.03.2007 and 21.05.2014) The members of the Supervisory Board, as well as the representatives of the legal persons, who are members of the Supervisory Board, should meet the requirements laid down in Article 37, Para 5, clause 3, 4, 5, 6, 7 and 8 of these By-Laws and having the required skills, knowledge, experience, trustworthiness and aptitude in compliance with criteria set forth by ordinance of BNB.

(6) (new, adopted by the General Meeting on 09.03.2007) At least one-third of the members of the Supervisory Board should be independent persons. The following persons may not be independent members of the Supervisory Board:

1. employees of the Bank;
2. shareholders, who hold directly or indirectly at least 25% (twenty-five percent) of the votes in the General Meeting of Shareholders, or who are related parties to the Bank;
3. persons, who maintain long-standing business relations with the Bank;

4. members of management or controlling bodies, procurators or officers of companies or of other legal entities under sub-paragraphs 2 and 3;

5. related parties to another member of the Supervisory Board or the Management Board of the Bank.

(7) (new, adopted by the General Meeting on 24.10.2011; supplemented by resolution of the General Meeting of Shareholders as of 21.05.2014) The Supervisory Board shall elect a committee among its members for the selection of candidate members of the Managing Board. In order to support its activity the Supervisory Board may set up other committees as well composed of members of the Supervisory Board. The composition and the authority of these committees shall be determined in the rules for the activity of the Supervisory Board and the committees shall have rules for their activity adopted by the Supervisory Board.

ARTICLE 42A
FUNCTIONS

(1) The Supervisory Board may not participate in the management of the Bank. It shall represent the Bank only with respect to its relations with the Management Board.

(2) The Supervisory Board shall:

a) elect and dismiss the members of the Management Board and determine their remuneration;

b) approve the operative regulations of the Management Board;

c) (amended by the General Meeting on 24.10.2011, amended and supplemented by the General Meeting on 15.06.2015, amended by the General Meeting on 16.05.2016) for the resolutions under Article 38, Para 2, letter "e" the Supervisory Board shall approve the decisions of the Managing Board where the transaction is for the amount equal or above 5 000 000 (five million) levs or its equivalence in another currency, unless the transaction relates to the acquisition of real properties and real rights thereto for repaying obligations due on credit deal or to the disposal of such real properties or real rights thereto, and/or unless for the entering into the transaction an express authorization by the General Meeting of Shareholders is also required under the Law on Public Offering of Securities;

d) adopt rules for its activity;

e) (new, adopted by the General Meeting on 24.10.2011) adopt the Bank's remuneration policy;

f) (new, adopted by the General Meeting on 24.10.2011) set the main business objectives of the Bank and the attainment strategy;

g) decide on other matters as provided for by law or by these By-Laws.

(3) (new, adopted by the General Meeting on 24.10.2011) The Supervisory Board may provide for certain transactions to be carried out only subject to their prior consent.

(4) (former Paragraph 3, resolution of the General Meeting as of 24.10.2011) The Supervisory Board shall have the right, at all times, to require of the Management Board to provide information or a report on any matter concerning the Bank.

(5) (former Paragraph 4, resolution of the General Meeting as of 24.10.2011) The Supervisory Board may conduct the necessary research while performing its duties. For this purpose, it may use the services of experts.

ARTICLE 42B
MEETINGS, QUORUM AND MAJORITY

(1) The Supervisory Board shall hold it meetings at least once in three months. The meetings may also be attended by members of the Management Board with a deliberative vote.

(2) The meetings shall be convened by the Chairman of the Supervisory Board, at the request of any of its members, or at the request of the Management Board.

(3) The Supervisory Board may take decisions only if the meeting is attended by at least a half of its members – in person or represented by written proxy by another member of the Supervisory Board. No attending member may represent more than one absent member.

(4) (amended by the General Meeting on 09.03.2007, amended and supplemented by the General Meeting on 15.06.2015) The resolutions of the Supervisory Board shall be taken by ordinary majority of the attending members of the Board.

(5) The Supervisory Board may also take resolutions without a meeting, provided that all members have agreed to the resolution in writing.

(6) Minutes shall be kept at all meetings of the Supervisory Board. The minutes shall be signed by all attending members.

SUBSECTION 4
GENERAL REQUIREMENTS TO THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

ARTICLE 42c
LIABILITY

(1) The members of the Management Board and the Supervisory Board shall be obliged to provide a guarantee (performance bond) amounting to 50 /fifty/ minimum monthly salaries.

(2) (repealed by the General Meeting on 09.03.2007)

(3) The members of the Management Board and the Supervisory Board shall be jointly liable for any damages the Bank has suffered through their fault.

(4) Each of the members of the Management Board and the Supervisory Board may be released from responsibility provided that it is established that s/he is not guilty of the incurred damages.

(5) (new, adopted by the General Meeting on 09.03.2007) The performance bond and the release of the members of the Management Board and of the Supervisory Board from responsibility shall be subject to the provisions of the Law on Public Offering of Securities.

ARTICLE 42d
DISMISSAL OF MEMBERS OF MANAGEMENT AND CONTROLLING BODIES

(1) (amended by the General Meeting on 09.03.2007, amended by the General Meeting on 15.06.2015) Notwithstanding any other grounds for dismissal as provided for by law or by the Bank's By-Laws, a member of a management or controlling body, as well as a representative of a legal person - member of the Supervisory Board, shall be dismissed in the case where such person does not meet any of the requirements of Article 37, Para 5, sub-paragraphs 3, 4, 5, 6, 7, 8 and 9 of these By-Laws.

(2) (new, adopted by the General Meeting on 09.03.2007) Should the circumstances under Article 42, Para 6, sub-paragraphs 1-5 of these By-Laws arise with respect to any person, who is elected independent member of the Supervisory Board pursuant to Article 42, Para 6, after the date of his/her election, this person shall immediately notify the management body of the Bank thereof, and shall cease to perform his/her functions and to receive remuneration.

SUBSECTION 5
CONTROL OF THE SHAREHOLDERS OVER THE
RESOLUTIONS OF THE BANK'S GOVERNING BODIES

ARTICLE 43
CANCELLATION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS
(heading amended by the General Meeting on 09.03.2007)

(1) Any shareholder can bring a legal action before Sofia City Court for cancellation of a resolution of the General Meeting of Shareholders when such resolution is in contravention to any mandatory statutory provisions or the provisions of these By-Laws. The action must be brought against the Bank.

(2) The action should be brought within 14 days of the date of the General Meeting which the petitioner attended or to which s/he has been duly invited; and in all other cases - within 14 days as from the notification but not later than 3 months after the date of the General Meeting.

(3) Any shareholder may join the legal action in accordance with the provisions of the Civil Procedure Code. S/he can maintain the claim even if the petitioner subsequently denies or withdraws the claim.

ARTICLE 43a
CONTROL OVER THE ACTIVITY
OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD
(new, adopted by the General Meeting on 09.03.2007)

Shareholders in the Bank, who together or individually hold 5 per cent or more of the Bank's share capital, may:

1. file with the court any claims the Bank may have to third parties, if the Bank's governing bodies neglect to act thus putting the Bank's interests at risk. The Bank shall also be summoned as a party to the legal action.

2. file claims with Sofia City Court for damages caused to the Bank by actions or omissions of the members of the Management Board and/or the Supervisory Board and/or the procurators;

3. request of the General Meeting of Shareholders or Sofia City Court to appoint auditors to audit all financial and accounting books and records and to issue a report on their findings;

4. request of Sofia City Court to convene a General Meeting of Shareholders or to authorize their representative to convene the General Meeting according to agenda determined by them.

ARTICLE 44
NULLITY IN CASE OF REPETITION OF CANCELED RESOLUTION

(1) (amended by the General Meeting on 09.03.2007) The instructions of the court shall be binding upon the governing bodies of the Bank when they reconsider a resolution cancelled by the court.

(2) Resolutions or actions of the Bank taken in violation of a final and effective court order shall be null and void. Any shareholder may at any time make reference to such nullity or request of the court to proclaim it.

SUBSECTION 6
INTERNAL AUDIT
(amended by the General Meeting on 16.05.2016)

ARTICLE 44a
INTERNAL AUDIT BODIES
(amended by the General Meeting on 09.03.2007, amended by the General Meeting on 16.05.2016)

The Bank shall set up a specialized Internal Audit Department, whose management team is elected and dismissed by the General Meeting of Shareholders.

ARTICLE 44b
FUNCTIONS OF THE INTERNAL AUDIT BODIES
(amended by the General Meeting on 16.05.2016)

(1) (amended by the General Meeting on 09.03.2007) The management of the Internal Audit Department shall immediately inform the Bulgarian National Bank of all and any irregularities in the Bank's management this department has identified, which have led or may lead to material damages to the Bank.

(2) (amended by the General Meeting on 09.03.2007) The organization and operations of the Internal Audit Department are regulated by rules adopted by the Bank, which must conform to the regulation issued by the Bulgarian National Bank.

SECTION V
TRANSACTING THE BANKING BUSINESS

ARTICLE 45
LIQUIDITY AND OTHER REQUIREMENTS

(1) In order to guarantee the cash and other valuables entrusted to it by its creditors, the Bank must at all times maintain its own capital of a minimum amount, structure, and ratio with its balance assets and liabilities in compliance with the requirements of the Bulgarian National Bank.

(2) (amended by the General Meeting on 09.03.2007) With regard to the amounts allocated to its funds and the other requirements for carrying out the banking business, the Bank shall comply with the Law on Credit Institutions, the other applicable legislations, and the instructions of the Bulgarian National Bank.

(3) (new, adopted by the General Meeting on 09.03.2007) The structure of the Bank's capital and the ratio with the balance assets and liabilities shall be determined in accordance with the regulations set by the Bulgarian National Bank. The Bank shall maintain minimum liquid funds in a proportion and under terms as may be determined by the Bulgarian National Bank from time to time.

(4) (new, adopted by the General Meeting on 09.03.2007) The Bank shall maintain the difference between its assets and liabilities in foreign currency to an amount which may not exceed the limits set by the Bulgarian National Bank as a percentage of the Bank's own capital.

ARTICLE 46
RELATIONS WITH OTHER BANKS AND WITH CUSTOMERS

(1) The Bank shall carry out its operations, maintaining close and professional relations with the other banks in Bulgaria and abroad, and may grant or use credit facilities through granting cash deposits, purchase of securities or otherwise, as determined by the Bulgarian National Bank.

(2) Keeping the Bank's secrets confidential, the Bank may exchange information with the other banks in relation with the banking services rendered to its customers.

(3) In its entire activity, the Bank shall provide high-quality services to its customers by giving them full information about the interest rates, the terms and conditions of taking deposits, granting loans and the other bank transactions, in line with the international standards.

ARTICLE 47
LOAN RESTRICTIONS
(amended by the General Meeting on 09.03.2007)

Upon granting loans the Bank shall comply with the provisions of the Law on Credit Institutions, the other applicable legislation, and the instructions of the Bulgarian National Bank.

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Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

ARTICLE 48
NOTICES

(1) (**amended by the General Meeting on 29.05.2017)** The Bank shall provide the Bulgarian National Bank with reports in the form, content and terms, defined by the latter.

(2) Within the period set ny the Bulgarian National Bank, the Bank shall prepare and submit to the Bulgarian National Bank a report with sufficient information about its operations, liquidity, solvency and its overall financial position.

(3) (amended by the General Meeting on 09.03.2007) The Bank shall submit to the Bulgarian National Bank a copy of its By-Laws, as well as copies of its regulations, instructions and other deeds regulating the scope of and the procedures pertaining to the transactions, the capital and the internal organization of the Bank within 10 days after their adoption or amendment, as the case may be, in accordance with the provisions of the Law on Credit Institutions.

(4) (amended by the General Meeting on 09.03.2007) The Bank shall submit to the Bulgarian National Bank copies of all minutes kept at the General Meetings of Shareholders and shall also notify the Bulgarian National Bank of any other circumstances as set forth in the Law on Credit Institutions.

(5) The Bank shall submit to the Bulgarian National Bank a regularly updated list of its employees, verified by the Executive Directors, including the employees at the branches and representation offices, who are authorized to manage and represent it, accompanied by a description of their powers and specimens of their signatures.

(6) (new, adopted by the General Meeting on 09.03.2007) The Bank shall submit to the Financial Supervision Commission and the Stock Exchange such notifications and reports and within such time limits as provided for by the Law on Public Offering of Securities. The Bank shall also submit to the Financial Supervision Commission any other information as may be required pursuant to the operative legislation.

ARTICLE 49
SUPERVISION BY THE BULGARIAN NATIONAL BANK

The entire activity of the Bank is subject to the supervision and control of the Bulgarian National Bank /The Central Bank of the Republic of Bulgaria/ in accordance with the Bulgarian laws.

SECTION VI
END-OF YEAR CLOSING AND DISTRIBUTION OF PROFIT

ARTICLE 50
END-OF-YEAR FINANCIAL STATEMENTS AND REPORTS

(1) (amended by the General Meeting of Shareholders on 02.11.2005 and on 09.03.2007, amended by the General Meeting on 29.05.2017) Before the end of March each year, the Management Board shall prepare the annual financial statements for the past calendar year and the report on the Bank's operations and shall submit them to a registered auditor/s elected by the General Meeting of Shareholders for financial audit, respectively for expressing audit opinion.

_____ _____

Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director

(2) (amended by the General Meeting of Shareholders on 02.11.2005, amended by the General Meeting on 29.05.2017) The annual financial statements and the report on the Bank's operations shall be of such form and with such content as required for credit institutions.

(3) (amended by the General Meeting of Shareholders on 02.11.2005, amended by the General Meeting on 29.05.2017) The audit of the annual financial statements aims to establish whether the requirements of these By-Laws, the Accountancy Act and the other applicable legislation pertaining to the end-of-year closing have been observed, while of the annual activity report with the aim to express an opinion on whether the annual activity report corresponds to the financial statements for the same financial year and whether it was prepared in compliance with the applicable regulatory requirements.

(4) (repealed by the General Meeting of Shareholders on 09.03.2007)

(5) (new, adopted by the General Meeting of Shareholders on 09.03.2007; repealed by the General Meeting of Shareholders on 22.05.2012)

(6) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The appointment of the Bank's auditor shall be subject to the prior approval of the Bulgarian National Bank.

(7) (formerly Para 5, amended by the General Meeting of Shareholders on 09.03.2007, amended by the General Meeting on 29.05.2017) After submission of the registered auditor/s report, the Management Board shall make a proposal for distribution of the profit and, together with the Supervisory Board, shall submit it for approval to the General Meeting of Shareholders.

(8) (formerly Para 6, amended by the General Meeting of Shareholders on 09.03.2007) The proposal for distribution of the profit contains also proposals concerning withholdings from the profit and their allocation to the Bank's funds, distribution of dividends, and remuneration of the members of the Supervisory Board.

(9) (formerly Para 7 – resolution of the General Meeting of Shareholders on 09.03.2007; amended by the General Meeting of Shareholders on 22.05.2012, amended by the General Meeting on 29.05.2017) The annual financial statements may not be approved by the General Meeting of Shareholders if they are not audited and certified by a registered auditor/s.

(10) (formerly Para 8 - resolution of the General Meeting of Shareholders on 09.03.2007; amended by the General Meeting of Shareholders on 22.05.2012) The annual financial statements as certified by the auditor and as approved by the General Meeting of Shareholders shall be filed with the Commercial Register pursuant to the provisions of the law.

ARTICLE 51
DIVIDENDS

(1) The amount of the dividend shall be determined by the General Meeting of Shareholders in conformity with the applicable legislations and the By-Laws of the Bank, after withholding of allocations out of the profit for the Funds.

(2) (new, adopted by the General Meeting of Shareholders on 09.03.2007) The persons under Article 12, Para 3 of these By-Laws are entitled to receive dividend.

(3) (formerly Para 2 - amended by the General Meeting of Shareholders on 02.11.2005 and on 09.03.2007) The Bank shall ensure that the dividend accepted by vote is paid within a period of three months as from the date of the General Meeting.

(4) (formerly Para 3, amended by the General Meeting of Shareholders on 02.11.2005 and on 09.03.2007) Any dividends unclaimed for five years as from the day on which their payment was due shall be retained by the Bank and shall go to the Reserve Fund.

SECTION VII
TERMINATION AND LIQUIDATION

ARTICLE 52
TERMINATION
(amended by the General Meeting of Shareholders on 09.03.2007)

The Bank may be terminated by authority of a resolution of the General Meeting of Shareholders, as well as in the other cases as provided for by the Law on Credit Institutions and the Commercial Code.

ARTICLE 53
LIQUIDATION
(amended by the General Meeting of Shareholders on 09.03.2007)

Upon termination of the Bank a liquidation procedure shall be completed in accordance with the provisions of the Law on Credit Institutions and the Commercial Code.

TRANSITIONAL AND FINAL PROVISIONS

1. (amended by the General Meeting of Shareholders on 09.03.2007, amended by the General Meeting on 16.05.2016) For any matters not expressly settled by these By-Laws, the provisions of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (OG, L176/1 of 27 June 2013), the Commercial Code, the Credit Institutions Act, the Public Offering of Securities Act, as well as the applicable legislation.

2. (amended by the General Meeting of Shareholders on 09.03.2007, amended by the General Meeting on 16.05.2016) Any text in these By-Laws, which contravenes or could be interpreted as contravening the applicable Bulgarian or European legislation shall be automatically replaced by the respective statutory provisions.

3. (new - adopted by the General Meeting of Shareholders on 09.03.2007, amended by the General Meeting of Shareholders on 30.03.2007) The provisions of Article 12, Paragraphs 2 and 3; Article 15, Paragraph 5; Article 17, Paragraphs 3 and 6; Article 23, Paragraph 2; Article 24, sub-paragraph 15; Article 26, Paragraphs 3, 5 and 7; Article 27, first and third proposal; Article 29, Paragraph 1 in that part which refers to the Law on Public Offering of Securities and its implementing regulations; Article

40a; Article 42, Paragraph 6; Article 42c, Paragraph 5; Article 42d, Paragraph 2; Article 43a; and Article 48, Paragraph 6 of these By-Laws shall become effective as from the Bank's obtaining the status of a public company subject to Article 1, Paragraph 2 of these By-Laws.

4. (new, adopted by the General Meeting of Shareholders on 09.03.2007) Until the Bank becomes a public company subject to Article 1, Paragraph 2 of these By-Laws:

a) the restriction under Article 17, Paragraph 3 shall not apply; the Bank's capital may be increased under the terms of Articles 193 and 195 of the Law on Commerce and the preemptive right of the shareholders may be limited under the terms of Article 194, Paragraph 4 and Article 196, Paragraph 3 of the Law on Commerce.

b) the rules concerning the convocation of the General Meeting of Shareholders under Article 26, Paragraph 3 of these By-Laws shall not apply; the General Meeting of Shareholders shall be convoked by a written notice to all shareholders who are registered in the Bank's Register of Shareholders;

c) the provision of Article 26, Paragraph 7 of these By-Laws concerning submission of the materials under Article 223a, Paragraph 4 of the Commercial Code to the Financial Supervision Commission shall not apply.

d) the requirements regarding the authorization under Article 29, Paragraph 1 of these By-Laws shall not apply; every shareholder may authorize another person in writing to represent him/her in the General Meeting of Shareholders, and any such letter of authorization shall be verified by the same bank officer who has checked the validity of the shares.

5. (new, adopted by the General Meeting of Shareholders on 09.03.2007) Until the Law on the Commercial Register comes into effect, the convocation of the General Meeting of Shareholders in the cases under Article 26, Paragraph 3 of these By-Laws shall be done by a notice published in the State Gazette.

6. These By-Laws were adopted by the Constituent Assembly of the Shareholders held on 22nd June 1993 in Sofia and was subsequently amended and supplemented on 27th February 1995, 16th July 1995, 22nd March 1996, 1st November 1996, 11th April 1997, 11th December 1997, 7th September 1998, 1st December 1999, 20th July 2000, 23rd August 2002, 12th May 2003, 7th July 2003, 16th June 2004, 2nd November 2005, 26th January 2006, 17th March 2006, 9th March 2007, 30th March 2007, 14th July 2008, 29th May 2009, 24th October 2011, 22nd May 2012, December 20th, 2012, May 21st, 2013, May 21st, 2014, June 15th, 2015, May 16th, 2016, 29 May 2017, 21 June 2018, 19 June 2019, 23 June 2021.,16 June 2022 and 19 June 2024

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Nikola Bakalov
Chief Executive Officer

Ralitza Bogoeva
Executive Director