

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

Re: 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), pursuant to Article 26, para. 1 of the By-Laws of First Investment Bank AD, Sofia in conjunction with 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 14 February 2025 at 11:00 AM at the Serdica Hall of Sofia Balkan Palace, 5, Sveta Nedelya Square, Sofia. The Agenda shall be as follows:

1. Appointment of a registered auditor to perform the mandatory sustainability assurance engagement for the reporting year 2024.
Draft resolution: *The GMS, on the basis of Art. 48, para 3 of the Independent Financial Audit and Sustainability Assurance Act (IFASAA), and in accordance with Art. 76 para 9 of the Credit Institutions Act, appoints FORVIS MAZARS OOD (previously named MAZARS OOD), UIC 204638408, as an audit company to perform the mandatory sustainability assurance engagement for the reporting year 2024, and to deliver an audit opinion, respectively an audit conclusion, on the sustainability statement, an integral part of the Bank's activity report for 2024 (on an individual and consolidated basis).*
2. Approval of changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD
Draft resolution: *The GMS, in accordance with Art. 107, para 7 of IFASAA, approves changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD pursuant Art. 108 of IFASAA, as per a proposed draft reflecting the proposed amendments and additions thereto, part of the materials for the meeting.*

Registration of shareholders for participation in the Extraordinary GMS shall take place between 9:45 AM and 10:55 AM, before the meeting begins.

Pursuant to Art. 115, para. 2 of the POSA, the Management Board of First Investment Bank AD notifies that the total number of shares and voting rights of shareholders in the Company, as at the date of the decision of the Management Board to summon this general meeting of shareholders, amounts to 149,084,800 (one hundred forty-nine million eighty-four thousand eight hundred) ordinary, registered,

dematerialized voting shares, with a nominal value of BGN 1 (one) each, all the shares being of the same class. Each share entitles its holder to participate in the General Meeting of Shareholders and carries one vote.

Type of the meeting: **Extraordinary General Meeting of Shareholders**

Unique identification code of the meeting: **HOCA 202502141100**

ISIN code of the Company's shares: **BG1100106050**

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 on the agenda or 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 or the proposed resolutions no later than 15 days before the general meeting, i.e. until 30.01.2025, 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, as well as to the Financial Supervision Commission and the Central Depository. In accordance with Art. 115, para. 8 of POSA, Fibank shall update the invitation and publish it, together with the written materials, under the terms and conditions of Art. 100s, para. 1 and 3 of POSA, not later than the end of the working day following the day of receipt of the notification for inclusion of items in the agenda.

During the General Meeting, 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, shareholders shall have the right to make substantive proposals for resolutions on any item on the agenda, in compliance with the requirements of the law. Shareholders may exercise this right no later than the end of discussions on the item in question, before voting on the resolution by the General Meeting.

Persons and legal entities registered as shareholders of First Investment Bank AD in the Central Securities Register (Register of the Central Depository AD) no later than 14 days before the date of the General Meeting, i.e. 31.01.2025, as per a list issued by Central Depository AD, shall be entitled to vote at the GMS. Only persons listed as shareholders at the date quoted in the previous sentence shall have the right to attend the General Meeting and vote.

In order to register and attend the Extraordinary GMS, shareholders and their proxies shall identify themselves. Natural persons shall do so by presenting an identification document. Shareholders that are legal entities shall be allowed to participate in the GMS 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 personal identification document.

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 Articles of Association, 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 documents.

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 documents drafted in a foreign language

Should a shareholder or a shareholder's proxy deposit documents (Power of Attorney, Certificate of Good standing, or another document used to identify the shareholder) drafted in a language other than Bulgarian, such documents shall be accompanied by a translation in Bulgarian and legalized 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 Management Board of First Investment Bank AD shall provide a sample power of attorney on paper and in electronic form, along with the materials for the General Meeting. The sample power of attorney shall also be available on the Bank's website at: 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 shall receive and accept as valid notices and powers of attorney by electronic means at the following email address: shareholders.meeting@fibank.bg; electronic messages need to be signed with a qualified electronic signature (QES) by the authorizer and accompanied by an electronic copy of the power of attorney which is also signed with a qualified electronic signature by the authorizer. The terms and conditions for receiving powers of attorney by electronic means are published on First Investment Bank's website at: <https://www.fibank.bg/bg/investitori/obshti-sybraniya-na-akcionerite>. Voting by correspondence or by electronic means is not permissible according to the Articles of Association of First Investment Bank AD. The written materials related to the General Meeting agenda will be made available to shareholders pursuant to Art. 224 of the Commerce Act and Art. 27 of the Articles of Association of First Investment Bank AD no later than 30 (thirty) days before the date of the meeting, each working day between 9.00 AM and 5.00 PM on the premises of First Investment Bank AD at Mladost district, 111 P Tsarigradsko shose Blvd., Sofia, Bulgaria. The notice and the written materials related to the General Meeting agenda will be published on First Investment Bank's website at: www.fibank.bg for the period from posting the notice in the Commercial Register until adjourning of the General Meeting.

All shareholders of First Investment Bank AD are invited to participate in the Extraordinary General Meeting of Shareholders, in person or by proxy.

In the absence of a quorum at the time announced for beginning of the General Meeting, pursuant to Art. 115, para. 12 of POSA and Art. 227, para. 3 of the Commerce Act, the General Meeting shall be held, regardless of the capital represented, on **28.02.2025 from 11:00 AM (08:00 AM UTC)** at the same place and with the same agenda. Items under Article 223a of the Commerce Act may not be included in the agenda for the new meeting.

(signed)
Nikola Bakalov
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 14 February 2025

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

to be held on 14 February 2025

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

First Investment Bank AD (Fibank or the Company), having its seat and management address at Mladost district, 111 P Tsarigradsko shose Blvd., Sofia, Bulgaria, registered in the Commercial Register kept by the Registry Agency under UIC 831094393, represented by the Executive Directors Nikola Hristov Bakalov and Svetozar Aleksandrov Popov, pursuant to Art. 26, para. 1 of the Articles of Association of First Investment Bank AD and in conjunction with Art. 223 of the Commerce Act and Art. 115, para. 1 and 2 of the Public Offering of Securities Act, the Management Board of First Investment Bank AD is hereby convening an Extraordinary General Meeting of Shareholders (GMS). The GMS shall take place on **14.02.2025 at 11:00 AM (08:00 AM UTC)** at Serdica Hall, Sofia Balkan Palace, 5 Sveta Nedelya Square, Sofia. The Agenda shall be as follows:

1. Appointment of a registered auditor to perform the mandatory sustainability assurance engagement for the reporting year 2024.
Draft resolution: The GMS, on the basis of Art. 48, para 3 of the Independent Financial Audit and Sustainability Assurance Act (IFASAA), and in accordance with Art. 76 para 9 of the Credit Institutions Act, appoints FORVIS MAZARS OOD (previously named MAZARS OOD), UIC 204638408, as an audit company to perform the mandatory sustainability assurance engagement for the reporting year 2024, and to deliver an audit opinion, respectively an audit conclusion, on the sustainability statement, an integral part of the Bank's activity report for 2024 (on an individual and consolidated basis).
2. Approval of changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD
Draft resolution: The GMS, in accordance with Art. 107, para 7 of IFASAA, approves changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD pursuant Art. 108 of IFASAA, as per a proposed draft reflecting the proposed amendments and additions thereto, part of the materials for the meeting.

Registration of shareholders for participation in the Extraordinary GMS shall take place between 9:45 AM and 10:55 AM, before the meeting begins.

Pursuant to Art. 115, para. 2 of the POSA, the Management Board of First Investment Bank AD notifies that the total number of shares and voting rights of shareholders in the Company, as at the date of the decision of the Management Board to summon this general meeting of shareholders, amounts to 149,084,800 (one hundred forty-nine million eighty-four thousand eight hundred) ordinary, registered, dematerialized voting shares, with a nominal value of BGN 1 (one) each, all the shares being of the same class. Each share entitles its holder to participate in the General Meeting of Shareholders and carries one vote.

Type of the meeting: **Extraordinary General Meeting of Shareholders**

Unique identification code of the meeting: **HIOCA 202502141100**

ISIN code of the Company's shares: **BG1100106050**

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 on the agenda or 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 or the proposed resolutions no later than 15 days before the general meeting, i.e. until 30.01.2025, 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, as well as to the Financial Supervision Commission and the Central Depository. In accordance with Art. 115, para. 8 of POSA, Fibank shall update the invitation and publish it, together with the written materials, under the terms and conditions of Art. 100s, para. 1 and 3 of POSA, not later than the end of the working day following the day of receipt of the notification for inclusion of items in the agenda.

During the General Meeting, 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, shareholders shall have the right to make substantive proposals for resolutions on any item on the agenda, in compliance with the requirements of the law. Shareholders may exercise this right no later than the end of discussions on the item in question, before voting on the resolution by the General Meeting.

Persons and legal entities registered as shareholders of First Investment Bank AD in the Central Securities Register (Register of the Central Depository AD) no later than 14 days before the date of the General Meeting, i.e. 31.01.2025, as per a list issued by Central Depository AD, shall be entitled to vote at the GMS. Only persons listed as shareholders at the date quoted in the previous sentence shall have the right to attend the General Meeting and vote.

In order to register and attend the Extraordinary GMS, shareholders and their proxies shall identify themselves. Natural persons shall do so by presenting an identification document. Shareholders that are legal entities shall be allowed to participate in the GMS 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 personal identification document.

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 Articles of Association, 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 documents.

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 documents drafted in a foreign language

Should a shareholder or a shareholder's proxy deposit documents (Power of Attorney, Certificate of Good standing, or another document used to identify the shareholder) drafted in a language other than Bulgarian, such documents shall be accompanied by a translation in Bulgarian and legalized 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 Management Board of First Investment Bank AD shall provide a sample power of attorney on paper and in electronic form, along with the materials for the General Meeting. The sample power of

attorney shall also be available on the Bank's website at: 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 shall receive and accept as valid notices and powers of attorney by electronic means at the following email address: shareholders.meeting@fibank.bg; electronic messages need to be signed with a qualified electronic signature (QES) by the authorizer and accompanied by an electronic copy of the power of attorney which is also signed with a qualified electronic signature by the authorizer. The terms and conditions for receiving powers of attorney by electronic means are published on First Investment Bank's website at: <https://www.fibank.bg/bg/investitori/obshti-sybraniya-na-akcionerite>. Voting by correspondence or by electronic means is not permissible according to the Articles of Association of First Investment Bank AD. The written materials related to the General Meeting agenda will be made available to shareholders pursuant to Art. 224 of the Commerce Act and Art. 27 of the Articles of Association of First Investment Bank AD no later than 30 (thirty) days before the date of the meeting, each working day between 9.00 AM and 5.00 PM on the premises of First Investment Bank AD at Mladost district, 111 P Tsarigradsko shose Blvd., Sofia, Bulgaria. The notice and the written materials related to the General Meeting agenda will be published on First Investment Bank's website at: www.fibank.bg for the period from posting the notice in the Commercial Register until adjourning of the General Meeting.

All shareholders of First Investment Bank AD are invited to participate in the Extraordinary General Meeting of Shareholders, in person or by proxy.

In the absence of a quorum at the time announced for beginning of the General Meeting, pursuant to Art. 115, para. 12 of POSA and Art. 227, para. 3 of the Commerce Act, the General Meeting shall be held, regardless of the capital represented, on **28.02.2025 from 11:00 AM (08:00 AM UTC)** at the same place and with the same agenda. Items under Article 223a of the Commerce Act may not be included in the agenda for the new meeting.

(signed)
Nikola Bakalov
Chief Executive Officer

(signed)
Svetozar Popov
Executive Director

On item 2
of the Agenda for
the extraordinary GMS of First Investment Bank to be
held on 14 February 2025

Amended Rules of Procedure of the Audit Committee
of First Investment Bank AD



**RULES OF PROCEDURE
OF THE AUDIT COMMITTEE
OF FIRST INVESTMENT BANK AD**

2017

Chapter One

GENERAL PROVISIONS

Art.1. (1) These Rules of procedure shall govern the organization, mode of operation, functions, rights and responsibilities of the Audit Committee of First Investment Bank AD ("Fibank", "the Bank") with regard to financial audit and engagements for providing assurance on sustainability, internal control, and internal audit, as well as its relations with the management bodies.

(2) These Rules are intended to ensure the effective operation of the Audit Committee, pursuant to the requirements of the Independent Financial Audit and Assurance of Sustainability Reporting Act (IFAASRA), Regulation 537/2014 of the European Parliament and of the Council on specific requirements regarding statutory audit of public interest entities (Regulation 537/2014), the Guidelines of the European Banking Authority on Internal Governance pursuant to Directive 2013/36/EU (EBA/GL/2021/05)~~the BNB Guidelines on Internal Governance in Banks~~, the Basel Committee on Banking Supervision's Guidelines on Corporate Governance Principles for Banks, the National Corporate Governance Code, the By-laws of the Supervisory Board of First Investment Bank AD, the Corporate Governance Code of First Investment Bank AD, and the By-laws of First Investment Bank AD (the Statute).

(3) These Rules shall constitute the Statute of the Audit Committee, within the meaning of Art. 107, para. 7 of ~~the Independent Financial Audit Act (IFAASRA)~~.

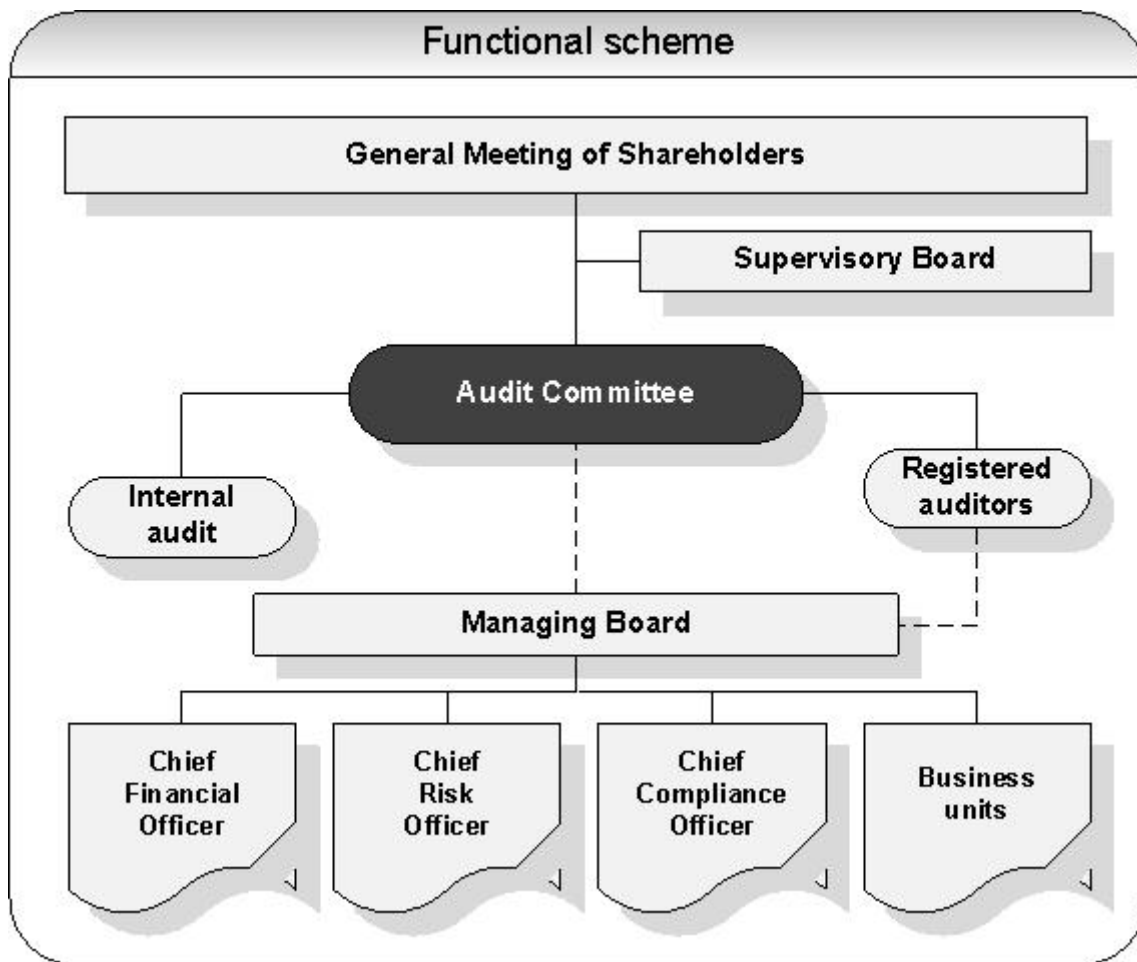
Chapter Two

FUNCTIONS OF THE AUDIT COMMITTEE

Art.2. (1) The Audit Committee shall perform functions in relation to financial audit, internal control, and internal audit as follows:

1. monitor the financial reporting and sustainability reporting processes;
2. monitor the effectiveness of the internal audit function;
3. monitor the effectiveness of the systems for risk management and controls;
4. monitor the independent financial audit, as well as the engagement for providing assurance on sustainability;
5. recommend the selection and remuneration of registered auditors, and of sustainability auditor, review their independence in accordance with the requirements of IFAASRA and Regulation 537/2014, including the appropriateness of the provision of non-audit services to the audited entity under Art. 5 of the same Regulation, as well as monitor the additional services provided by the registered auditors to the Bank;
6. perform other functions and commitments as stipulated in the IFAASRA and the Regulation 537/2014.

(2) The Audit Committee shall have right of access to the documents and other information relating to the Bank necessary for discharging its functions. The members of the Supervisory Board and Management Board of Fibank, the committees thereto, as well as all employees of the Bank shall be obliged to assist the Audit Committee in carrying out its activities, including to provide, within a reasonable timeframe, the information requested by it.



Chapter Three

COMPOSITION AND MEMBERS OF THE AUDIT COMMITTEE

Art.4. The Audit Committee shall consist of three to five members who shall be elected by the General Meeting of Shareholders of Fibank, upon proposal by the Supervisory Board of the Bank.

Art.5. (1) The members of the Audit Committee may be reappointed for subsequent mandates without limitation.

(2) The following persons may not be members of the Audit Committee:

1. Executive Directors of the Bank;
2. members of the Management Board of the Bank;

(3) The majority of members of the Audit Committee must be independent of the Bank. An independent member of the Audit Committee may not be:

1. member of the Management Board, or employee of the Bank;
2. a person who is in permanent commercial relations with the Bank;
3. a member of the management or supervisory body, a procurator, or an employee of a person under item 2;

4. a related person to another member of the Management Board or the Supervisory Board of the Bank.

(4) The absence of circumstances under para. 3 shall be established by a written statement submitted to the General Meeting of Shareholders (GMS) of the Bank by each nominee for membership in the Audit Committee, before the date of election. Should one or more such circumstances arise after the election, the respective member of the Audit Committee shall immediately notify in writing the Management Board and the Supervisory Board, and terminate the performance of his/her functions. A new member shall be elected in his/her place at the next General Meeting.

Art.6. Persons eligible for election as members of the Audit Committee shall possess a Master's educational degree and knowledge of banking. At least one member shall have not less than five years professional experience in accounting or auditing.

Art.7. (1) The activity of the Audit Committee shall be presided by a Chairman elected by its members and shall meet the requirements pursuant to Art.5, para.3 of the present Rules. The Audit Committee shall also elect a Deputy Chairman among its members.

(2) The Chairman shall have the following powers:

1. to manage the preparation and conducting of meetings of the Audit Committee;
2. to convene the meetings of the Audit Committee;
3. to propose the agenda for the Audit Committee meetings;
4. to represent the Audit Committee in its relations with the Supervisory Board;
5. to be present at the General Meeting of Shareholders for reporting the Audit Committee's activity to the shareholders.

Art.8. (1) The activity of the Audit Committee shall be assisted by a Secretary who shall be responsible of:

1. the operational arrangements of the Audit Committee meetings;
2. the preparation of the agenda for the Audit Committee meetings and provision of the discussion materials within the terms envisaged in these Rules;
3. keeping minutes of the meetings and preparation of extract copies of the minutes;
4. performing of other activities identified by the Audit Committee or these Rules.

(2) The Secretary shall be elected by the Audit Committee upon proposal by the Chairman.

Art.9. (1) The Secretary shall monitor the correct implementation of the decisions taken by the Audit Committee.

(2) The Secretary shall provide the members of the Audit Committee with a written report on the implementation of the decisions taken.

Chapter Four
MEETINGS OF THE AUDIT COMMITTEE



Art.10. (1) The Audit Committee shall carry out its activities by conducting meetings. Meetings may be regular or extraordinary.

(2) Regular meetings shall be held at least once every three months in accordance with the principle dates related to financial reporting and the audit process. Where necessary, extraordinary meetings may also be held.

(3) Meetings shall be convened by the Chairman of the Audit Committee upon his own initiative, at the request of one of the Committee's members, or at the request of the Supervisory Board, the Registered auditors, or the head of Internal Audit (IA).

Art.11. (1) The agenda for a regular meeting shall be proposed by the Chairman of the Audit Committee and shall be adopted by vote of the Committee at the beginning of each meeting.

(2) The members of the Audit Committee can make oral or written proposals for amending or supplementing the agenda. Such proposals may also be made at a meeting of the Audit Committee, prior to the adoption of the agenda, if they relate to matters of extraordinary character whose solution cannot be postponed until the next meeting. Proposals for amending or supplementing the agenda shall be voted upon at the time of adoption of the agenda.

Art.12. The proposals for the agenda, together with written materials on the issues included for discussion at an Audit Committee meeting, shall be sent to the Secretary not later than 7 working days prior to the date of the meeting.

Art.13. The Secretary shall make the items on the agenda, together with the written materials on the issues included for consideration at a meeting of the Audit Committee, available to the members of the Audit Committee no later than 5 working days prior to the date of the meeting.

Art.14. (1) Meetings shall be held if at least half the members of the Audit Committee are present either in person, or they have authorized another committee member. None of the members present may represent more than one absentee.

(2) At the discretion of the Audit Committee, members of the Supervisory Board, the Management Board, the head of IA, employees of the Bank, or external experts may also attend the meetings without the right to vote.

Art.15. (1) The meeting of the Audit Committee shall be presided by its Chairman. In the absence of the Chairman, the meeting shall be presided by the Deputy Chairman.

(2) Each member of the Audit Committee shall have one vote. Abstention from voting shall not be allowed.

Art.16. (1) The Audit Committee shall take its decisions by open vote and by unanimity of all Committee members.

(2) The Audit Committee may also take decisions in absentia, provided that all members have expressed their written consent to the decision.

Art.17. Each member must disclose to the Audit Committee the presence of any commercial, financial or other business interest from the examination of a particular issue, under the terms and conditions provided by law, the Statute of the Bank and the Bank's internal rules and regulations.

Chapter Five
POWERS AND RESPONSIBILITIES

FINANCIAL REPORTING AND SUSTAINABILITY REPORTING

Art.18. In fulfillment of its function of monitoring and ensuring the overall performance of financial reporting and sustainability reporting, the Audit Committee shall monitor the financial reporting and sustainability reporting process and submit recommendations and suggestions to guarantee its effectiveness.

INTERNAL CONTROL SYSTEM

Art.19. In fulfillment of its function of monitoring the internal control system, the Audit Committee shall:

1. monitor the effectiveness of the Risk Management function, the Compliance function, and the internal audit activities related to the financial reporting and sustainability reporting in the Bank;
2. organize meetings with the head of IA at least once every three months.

INDEPENDENT FINANCIAL AUDIT

Art.20. In fulfillment of its functions, the Audit Committee shall:

1. inform the Management Board and the Supervisory Board on the results of the statutory audit, and provide clarification on how statutory audit has contributed to the reliability of financial reporting, and on the role of the Audit Committee in this process;
2. monitor the statutory audit of the annual financial statements and the engagement for providing assurance on sustainability, including the carrying out thereof, also taking into account the findings and conclusions of the Commission for Public Oversight of Statutory Auditors in implementation of Art. 26, paragraph 6 of Regulation 537/2014;
3. verify and monitor the independence of statutory auditors in accordance with the requirements of Chapters Six and Seven of the IFAASRA, as well as with Art. 6 of Regulation 537/2014, including the appropriateness of provision of non-audit services to the Bank under Art. 5 of the same Regulation;
4. be responsible for the selection procedure, and make recommendations regarding the appointment and dismissal of statutory auditors and sustainability auditors;
5. notify the Commission for Public Oversight of Statutory Auditors, as well as the Management Board and the Supervisory Board of the Bank, of any approval given under Art. 64 para. 3 of IFAASRA, within 7 days from the date of the decision;
6. take a decision in the case of Art. 66, para. 3 of IFAASRA;
7. perform other functions, in accordance with the requirements of IFAASRA and Regulation 537/2014.

Art.21. (1) The Chairman of the Audit Committee shall carry out the main communication with the Registered auditors.

(2) Should any irregularities be found in the financial statements, the first discussion regarding such irregularities shall take place between the Audit Committee at the Registered auditors.

Art.22. The Audit Committee shall receive from the Registered auditors:

1. information on the main issues related to the implementation of the financial audit and the engagement for providing assurance on sustainability, including information on material weaknesses in the internal control systems of the Bank in connection with the financial reporting and sustainability reporting process;
2. an annual declaration of the independence of the registered auditors and the sustainability auditors from the Bank;
3. annual information on any other services provided outside the audit of the Bank;
4. information about threats to the independence of the registered auditors and the sustainability auditors, and precautionary measures applied to mitigate such threats, if any;
5. other information, at the discretion and upon request of the Audit Committee.

Art.23. The Audit Committee shall make recommendations as to review by the Supervisory Board of present or potential conflicts of interest between the Bank and the registered auditors and the sustainability auditors.

Art.24. (1) Annually, the Audit Committee shall make assessment of the qualification, expertise and capacity of the registered auditors and the sustainability auditors, as well as of the effectiveness of the audit process and of the engagement for providing assurance on sustainability. For that purpose, the Audit Committee may require from the registered auditors and the sustainability auditors a report on the quality of ~~its~~their internal procedures.

(2) The main conclusions of the assessment under paragraph 1 above shall be reported to the General Meeting of Shareholders.

Chapter Six MINUTES AND ACCOUNTABILITY

Art.25. (1) For each meeting of the Audit Committee minutes shall be kept which shall be signed by all present members of the Committee and by the Secretary.

(2) The minutes shall include:

1. title of the document;
2. date and place of holding the meeting;
3. names of the members of the Audit Committee and other employees of the Bank who have attended the meeting;
4. names of the absent members of the Audit Committee;
5. the quorum under which the meeting was held;
6. the adopted agenda;
7. under each of the items on the agenda:
 - 7.1. the sequence number of the issue addressed;
 - 7.2. a brief description of the proposal, including the wording of the proposed decision and the date on which the decision is to enter into force;

- 7.3. the suggestions and objections made during the discussion and the names of the persons who made them;
 - 7.4. the decisions taken;
 - 7.5. the majority by which the decision was voted;
 - 7.6. the persons responsible for implementing the decision;
 - 7.7. the names of the Audit Committee members who have declared presence of business interest during the voting.
8. signatures of the attending Audit Committee members and the Secretary.

Art.26. (1) The minutes shall be prepared by the Secretary not later than three working days after the meeting.

(2) The Secretary shall inform the Supervisory Board of the decisions taken by the Audit Committee by presenting it with a copy of the minutes.

(3) Copies of the minutes may be provided upon request to persons who have this right under the law, the Statute of the Bank, or these Rules.

(4) The minutes of the Audit Committee meetings shall be kept on a current basis by the Secretary in folders, in chronological order.

Art.27. If necessary, extract copies of the minutes shall be prepared on paper medium with the following contents:

1. title of the document;
2. date and place of holding the meeting;
3. names of the members of the Audit Committee and other employees of the Bank who have attended the meeting;
4. the decisions taken;
5. the persons responsible for implementing the decisions;
6. date of preparation of the extract copy;
7. signature of the Secretary of the Audit Committee.

Art.28. The Audit Committee shall regularly provide the Supervisory Board with information related to the execution of its functions, including on the financial statements, the sustainability reports, and the activity reports which are to be discussed at a meeting of the Supervisory Board.

Art.29. (1) The Audit Committee shall report its activity before the General Meeting of Shareholders once a year, with the adoption of the annual financial statements.

(2) The Audit Committee shall report its relations with the registered auditors and the sustainability auditors to Supervisory Board on an annual basis, including its assessment of the independence of the registered auditors and the sustainability auditors.

(3) The Audit Committee shall prepare an annual activity report, to be submitted to the Commission for Public Oversight of Statutory Auditors by ~~30 June~~31 May of each year.

FINAL PROVISIONS



§1. Amendments and supplements to these Rules shall be made only by decision of the Supervisory Board, approved by the General Meeting of Shareholders of First Investment Bank AD.

§2. In case of conflict of individual of provisions of these Rules with mandatory provisions of law, the provisions of law shall apply.

§3. These Rules were adopted by the Supervisory Board of First Investment Bank AD at a meeting held on 07.02.2012, amended and supplemented by decision of 03.06.2015 and by decision of 19.04.2017, approved by the GMS of First Investment Bank AD on 29.05.2017, amended and supplemented by Supervisory Board resolution dated 8 January 2025, approved by the GMS of First Investment Bank on 14 February 2025.

Sample Power of Attorney
for the Extraordinary General Meeting of
Shareholders
of First Investment Bank AD
to be held on 14 February 2025

POWER OF ATTORNEY

The undersigned

.....
(name, surname, family name, personal identification number and identity card / personal identity card №....., issued on by, respectively - name, surname, family name, personal identification number and identity card / personal identity card №....., issued on by, acting in and for (company, number, batch, volume and page of inscription in the Trade Register and BULSTAT or Unified Identification Number (UIN), with seat and registered office), in the capacity of shareholder having..... (.....) dematerialized registered shares of the capital of First Investment Bank AD, UIN 831094393

pursuant to article 226 of the Commercial Code (CC) in conjunction with Article 116 of the Public Offering of Securities Act (POSA)

DO HEREBY AUTHORISE

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

to represent me jointly / severally at the Extraordinary General Meeting of Shareholders (the “GMS”) of First Investment Bank AD, Unique identification code of the meeting: ИОСА 202502141100, ISIN code of the Company’s shares: BG1100106050, which shall be held on **14.02.2025 at 11:00 AM (08:00 AM UTC)** at Serdica Hall, Sofia Balkan Palace, 5 Sveta Nedelya Square, Sofia, or, in case of a lack of quorum - on 28.02.2025 from 11:00 AM (08:00 AM UTC) at the same place and under the same agenda, and to vote with (.....) shares of the capital of First Investment Bank AD held by me (by the company) on the items of the agenda as indicated below:

1. Appointment of a registered auditor to perform the mandatory sustainability assurance engagement for the reporting year 2024.

Draft resolution: The GMS, on the basis of Art. 48, para 3 of the Independent Financial Audit and Sustainability Assurance Act (IFASAA), and in accordance with Art. 76 para 9 of the Credit Institutions Act, appoints FORVIS MAZARS OOD (previously named MAZARS OOD), UIC 204638408, as an audit company to perform the mandatory sustainability assurance engagement for the reporting year 2024, and to deliver an audit opinion, respectively an audit conclusion, on the sustainability statement, an integral part of the Bank's activity report for 2024 (on an individual and consolidated basis).

2. Approval of changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD

Draft resolution: The GMS, in accordance with Art. 107, para 7 of IFASAA, approves changes in the statute (the rules of operation) of the Audit Committee of First Investment Bank AD pursuant Art. 108 of IFASAA, as per a proposed draft reflecting the proposed amendments and additions thereto, part of the materials for the meeting.

Voting – (express instructions must be given as to how to vote of the proposed draft resolution on item in the agenda. Where voting instructions are not given for the proposed draft resolution, 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:202.....
City of

Authorizer(s):
