

2019



INFORMATION ABOUT CHIMIMPORT AD

Appendix № 11 to Art. , 32, para 1, item. 4, of Ordinance №2/17.09.2003





DISCLOSURE OF INFORMATION

Appendix № 11 to Art. 32, PARA 1, item. 4, of Ordinance №2 / 17.09.2003

Information about the public company

1. Capital structure of the company, including securities not admitted to trading on the regulated market in the Republic of Bulgaria or another Member State, indicating the different classes of shares, rights and obligations associated with each class of shares, and the portion of the total capital represented by each class .

- The subscribed share capital of Chimimport AD as of 31 December 2019 consists of 239 646 267 ordinary shares with a par value of BGN 1 per share , including 12 691 034 ordinary shares acquired by companies of Chimimport Group. The ordinary shares of the Company are dematerialized, registered and freely transferable, and entitle their owner to 1 (one) vote and liquidation share.

2. Restrictions on the transfer of securities, such as restrictions on holding securities or the need to obtain the approval of the company or another shareholder.

- The issue and disposal of dematerialized shares of the Company requires mandatory registration with the Central Depository.

3. Information about the direct or indirect holding of 5 percent or more of the voting rights in the General Meeting of the Company, including details of the shareholders, the size of their shareholding and the manner in which shares are held.

- As of 31 December 2019, the shareholders holding 5% or more of the Company's capital are as follows: Invest Capital AD, which holds 72.96 %, represents the majority share of companies' shares for 2019. The other shareholders /individuals and legal entities/ possess less than 5 %.

4. Shareholders with special control rights.

- The Company has no shareholders who have special control rights.

5. Control system and restrictions on exercising voting rights in the General Meeting of Shareholders

- Chimimport AD has not implemented a control system in exercising voting rights in the cases where employees of the Company are its shareholders and where the control is not exercised directly by them.

6. Limitations over the voting rights, such as limitations over the voting rights of the shareholders with a given percent or number of votes, deadline for exercising the voting rights or systems whereby with the company's assistance, the financial rights attaching to the shares are separated from the holding of shares

- There are no limitations over the voting rights of the shareholders

7. Agreements among the shareholders, which are known to the company and which may result in limitations over the transfer of shares or voting right

- The Company is not aware of agreements among shareholders, which may result in limitations over the transfer of shares or voting right.

8. The provisions about the appointment and dismissal of members of the management bodies of the Company and about the amendments and supplements to the statutes The management bodies of the Company are:

- General Meeting of Shareholders;
- Supervisory Board;
- Management Board

The General Assembly elects and dismisses members of the Supervisory Board and determines their remunerations and bonuses.

The board members are appointed by the Supervisory Board, which can replace them at any time. A person can't be both a member of the Management and Supervisory Board of the Company. The board members may be reelected/reappointed without limitation.

For Members of the Board of "Chimimport" AD can be elected only persons who meet the requirements of the law, namely:

- to be capable, physical or legal persons;
- up to the moment of election shouldn't been convicted by final judgment for crimes against property, economy or against the financial, tax and insurance systems realized in the Republic of Bulgaria or abroad, unless rehabilitated;

Shouldn't been members of the management or supervisory body of a company terminated due to bankruptcy in the last 2 years preceding the date of the declaration of insolvency, if there were unsatisfied creditors; Amendments and additions to the Company's Statute shall be adopted by the General meeting of shareholders.

9. Powers of the management bodies of the Company, including the power to take decisions on the issue and redemption of shares

- The Management Board of Chimimport AD manages the current activity of the Company and represents it before private entities and individuals in the country and abroad. The Management Board decides on all matters that are not within the exclusive competence of the General Assembly or the Supervisory Board, subject to the decisions of the General Assembly

and the Supervisory Board, the provisions of the Statute and the law. For its activities the Management Board reports to the Supervisory Board and the General Assembly.

The Management Board shall adopt rules of procedure which to be approved by the Supervisory Board.

The Management Board reports on its activities to the Supervisory Board at least once every three months. The Management Board is obliged to immediately notify the Chairman of the Supervisory Board of all circumstances that are essential for the Company.

The Management Board provides the Supervisory Board with the annual financial report, activity report and the report of the Statutory Auditors, and also the proposal for profit distribution, which it will make to the General meeting of shareholders.

10. Significant contracts of the Company which give rise to action, have been amended or terminated due to change in the control of the company upon carrying out of obligatory tender offer and the consequences thereof, save for the cases when the disclosure of such conformation may cause serious damages to the Issuer; the exception of the previous sentence shall not apply in the cases when the company must disclose information by virtue of the law.

- The Company has no contracts that take effect, are amended or are terminated due to a change in the control of the company

11. Agreements between the company and the members of its management bodies of officials for payment of compensation upon quitting or dismissal without legal grounds or upon termination of the labor relations due to reasons, related to a tender offer.

- There are no agreements between the Company and its managerial bodies or employees for a payment of compensation upon resignation or dismissal without legal grounds or upon termination of employment for reasons relating to an auction offer

1st July 2020
Sofia

FOR CHIMIMPORT AD :

