

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOPHARMA AD – SOFIA, 19 DECEMBER 2014

I. Constituting the General Meeting of Shareholders

The Extraordinary Meeting of Shareholders of Sopharma AD was held on 19 December 2014, at 11.00 in Sofia, 5 Lachezar Stanchev Str., building B of commercial complex Sopharma Business Towers. It was attended by shareholders and their representatives, as per the annex to the Minutes listing the present shareholders and representatives of shareholders, containing the number of shares present and represented.

The AGM was opened by the Investor Relations Director of Sopharma AD Mrs. Pelagia Viatcheva. She announced the result of the registration of the shareholders and their representatives, conducted on the basis of the list of shareholders and the shares, owned by them with voting rights at the Extraordinary General Meeting, provided by the Central Depository AD, namely:

The registered capital of the company is 132 million BGN, divided into 132,000,000 registered dematerialized shares with a nominal value of BGN 1.

The shares with voting rights at the General Meeting of the Company as at 5 December 2014 – the date, as at which the shareholders registered in the register of the Central Depository AD have a voting right at the General Meeting, are 126 887 157 /one hundred and twenty-six million, eight hundred and eighty-seven thousand, one hundred and fifty-seven/. As a result of shares buyback, as at the same date – 5 December 2014, the Company has bought back 5 112 843 /five million, one hundred and twelve thousand, eight hundred and forty-three/ treasury shares and according to the regulations of art. 187a, par. 3 of the Commercial Act (CA) all rights on them, including the voting right, have been suspended until the moment of their transfer.

Twenty-three shareholders were registered for participation at the Extraordinary General Meeting. 67,398,546 shares are represented personally and 15,788,817 shares - by proxy. The total number of the represented shares is 83,187,363, which is 63.02% or more than ½ of the capital.

There is a quorum for holding the General Meeting and it may be conducted and take valid decisions.

ELECTION OF MANAGEMENT BODY OF THE SESSION OF THE GENERAL MEETING:

1. Proposals for the management body of the session:

For Chairperson - Galina Ivanova Angelova

For Secretary - Ivanka Atanassova Panova

For Tellers: Maria Nedkova, Alexander Popov, Jeni Asenova, Yana Stoianova, Ani Doncheva

Voting results:

VOTED "FOR": 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital of the company

VOTED "AGAINST": none

VOTED "ABSTAINED": none

The EGM elected the proposed persons for Chairperson, Secretary and Tellers of the Extraordinary General Meeting.

FINDINGS OF THE CHAIRPERSON AND THE SECRETARY OF THE MEETING:

After opening the session of the AGM, the Chairperson and the Secretary notified the shareholders about the following circumstances:

1. Pursuant to art. 223, par. 1 of the CA the Extraordinary General Meeting of Shareholders is convened by the competent authority for this, namely the Board of Directors of the Company by a decision taken with the Minutes form 7 November 2014. The invitation for the General Meeting meets the requirements of art. 223, par. 4 of the CA and art. 115 of the Public Offering of Securities Act (POSA).

2. On the basis of art. 223, par. 5 of the CA the invitation was announced in the Commercial Register - registration from 14 November 2014, and on the electronic site of the Company. The announcement was within the statutory period under art. 223, par. 5 of the Commercial Act and in compliance with the requirements of the Public Offering of Securities Act for notifications to the Financial Supervision Commission, the Bulgarian Stock Exchange and the Public regarding the convening of the General Meeting of Shareholders, the agenda and the draft decisions.

3. According to a list of the present and represented shareholders, certified by the Chairperson and the Secretary, ***23 shareholders have registered for participation at the Extraordinary General Meeting. Personally represented are 67,398,546 shares and by proxy – 15,788,817 shares. The total number of represented shares with voting rights is 83,187,363, which represents 63,02% or more than ½ of the capital.***

The quorum required under the CA and the Articles of Association of the company is present and the General Meeting can take valid decisions with a majority of more than half of the capital represented. The agenda does not include items under art. 223a of the CA.

All represented and registered shares for participation at the General Meeting are valid and with voting right.

The treasury share of the Company at the amount of 5 112 843 /five million, one hundred and twelve thousand, eight hundred and forty-three/ are not represented at the General Meeting. Pursuant to art. 187a, par. 3 of the CA the Company suspends the exercising of rights on the treasury shares until their transfer.

4. Nine shareholders are represented by a power of attorney. The powers of attorney are meeting in form and content all the requirements of the POSA. No powers of attorney have been provided electronically. No shareholders have exercised their voting right by correspondence or electronically

5. The following **members of the Board of Directors are present** at the EGM:
Andrey Breshkov – Member of the Board of Directors;
Ognian Palaveev – Member of the Board of Directors.

The agenda, announced in the Commercial Register is as follows:

1. Approval of decision for transformation of Sopharma AD through merging with Bulgarian Rose – Sevtopolis AD with seat in Kazanlak, entered in the Commercial Register to the Registry Agency with UID 123007916. ***Draft decision:*** The GMS approves the transformation of Sopharma AD through merging with Bulgarian Rose – Sevtopolis AD with seat in Kazanlak, entered in the Commercial Register to the

Registry Agency with UID 123007916. As a result of the transformation the assets of Bulgarian Rose – Sevtopolis AD shall be transferred to Sopharma AD under the conditions of general legal succession.

2. Approval of Contract for transformation through merger of Bulgarian Rose – Sevtopolis AD, entered in the Commercial Register to the Registry Agency with UID 123007916 in Sopharma AD, signed on 19 June 2014, as well as Annex №1 from 15 July 2014 and Annex №2 from 10 October 2014. **Draft decision:** The GMS approves the Contract for transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD, signed on 19 June 2014, Annex №1 from 15 July 2014, and Annex №2 from 10 October 2014.
3. Approval of the Report by the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD. **Draft decision:** The GMS approves the Report by the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.
4. Approval of the Report of the common examiner under art. 262m of the CA regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD. **Draft decision:** The GMS approves the Report of the common examiner under art. 262m of CA regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.
5. Approval of the Report of the common examiner under art. 262f of the CA for compliance to the regulations regarding the capital increase of Sopharma AD and the net value of the assets of Bulgarian Rose – Sevtopolis AD, which shall be transferred to Sopharma AD. **Draft decision:** The GMS approves the Report of the common examiner under art. 262f of the CA for compliance to the regulations regarding the capital increase of Sopharma AD and the net value of the assets of Bulgarian Rose – Sevtopolis AD, which shall be transferred to Sopharma AD.
6. Approval of decision for an increase of the capital of Sopharma AD from 132,000,000 (one hundred and thirty-two million) to 134,798,527 (one hundred and thirty-four million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) through the issuing of 2,798,527 (two million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) new shares with a nominal value of 1 BGN and a market value of 4.14 BGN, equaling the fair price of one share of Sopharma AD in relation to the merger with Bulgarian Rose – Sevtopolis AD in Sopharma AD. **Draft decision:** The GMS approves the increase of the capital of Sopharma AD from 132,000,000 (one hundred and thirty-two million) to 134,798,527 (one hundred and thirty-four million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) through the issuing of 2,798,527 (two million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) new shares with a nominal value of 1 BGN and a market value of 4.14 BGN, equaling the fair price of one share of Sopharma AD in relation to the merger with Bulgarian Rose – Sevtopolis AD in Sopharma AD. The Board of Directors shall determine by its own decision the specific amount of the capital increase after the execution of the terms of the Contract for transformation. The shares from the capital increase shall be allocated among the shareholders of Bulgarian Rose – Sevtopolis AD under the terms of the Contract for transformation. The GMS authorizes the Board of Directors to prepare a list of the persons, which shall acquire shares from

the capital increase of Sopharma in relation to its merger with Bulgarian Rose – Sevtopolis AD.

7. Amendments and supplements to the Articles of Association of Sopharma AD. **Draft decision:** The GMS approves the amendments and supplements to the Articles of Association of Sopharma AD as follows:

Art. 6 shall reflect the capital of the Company after the execution of the conditions laid down in the Contract for transformation. The GMS authorizes the Board of Directors to certify through its own decision the amount of the capital after its change in relation to the transformation of Sopharma AD through the merger with Bulgarian Rose – Sevtopolis AD.

Art. 10, par. 1 shall reflect the number of dematerialized ordinary shares with voting rights with a nominal value of 1 (one) BGN of the capital of the Company after execution of the conditions laid down in the Contract for transformation. The GMS authorizes the Board of Directors to certify through its own decision the number of shares of the capital of the Company after its change in relation to the transformation of Sopharma AD through the merger with Bulgarian Rose – Sevtopolis AD.

8. Approval of the Substantiated report, prepared and approved by the Board of Directors, on the terms and appropriateness of transactions under art. 114, par. 1 of the Public Offering of Securities Act (POSA), in which Sopharma AD is a party. **Draft decision:** The GMS approves the Substantiated report, prepared and approved by the Board of Directors, on the terms and appropriateness of transactions under art. 114, par. 1 of the Public Offering of Securities Act (POSA), in which Sopharma AD is a party.
9. Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall issue a corporate guarantee for the securing of a claim of DSK Bank EAD under credit contract with borrower Sopharma Properties REIT. **Draft decision:** The GMS authorizes the Board of Directors to execute a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall issue a corporate guarantee for the securing of a claim of DSK Bank EAD under credit contract with borrower Sopharma Properties REIT, under the conditions described in Section I of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.
10. Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall rent a property, owned by Sopharma Properties REIT. **Draft decision:** The GMS authorizes the Board of Directors to conclude a contract, by the force of which Sopharma AD shall rent a property, owned by Sopharma Properties REIT, under the conditions described in Section II of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.
11. Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall become a co-debtor and will establish a pledge on assets, owned by it, for the securing of the claims of Raiffeisen Bank Bulgaria EAD, resulting from a credit contract with the borrower Sopharma Trading AD. **Draft decision:** The GMS authorizes the

Board of Directors to conclude a contract, by the force of which Sopharma AD shall become a co-debtor and will establish a pledge on assets, owned by it, for the securing of the claims of Raiffeisen Bank Bulgaria EAD, resulting from a credit contract with the borrower Sopharma Trading AD, under the conditions described in Section III of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

12. Miscellaneous.

Not all shares with voting rights issued by the Company were represented at the EGM and therefore under art. 231, par. 1 of the Commercial Act reviewing issues not covered by the announced agenda is not possible.

II. DEBATES AND DECISIONS ON THE AGENDA ITEMS

On item 1 of the agenda:

Approval of decision for transformation of Sopharma AD through merging with Bulgarian Rose – Sevtopolis AD with seat in Kazanlak, entered in the Commercial Register to the Registry Agency with UID 123007916.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: ***Draft decision:*** The GMS approves the transformation of Sopharma AD through merging with Bulgarian Rose – Sevtopolis AD with seat in Kazanlak, entered in the Commercial Register to the Registry Agency with UID 123007916. As a result of the transformation the assets of Bulgarian Rose – Sevtopolis AD shall be transferred to Sopharma AD under the conditions of general legal succession.

The Chairperson put the draft decision of the Board of Directors to the vote, announcing that on the basis of art.262p, par. 3 of the CA a Decision for the transformation of the stock company can be taken by the GMS with a majority of 3/4 of the represented shares with voting rights.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for transformation of Sopharma AD through merging with Bulgarian Rose – Sevtopolis AD with seat in Kazanlak, entered in the Commercial Register to the Registry Agency with UID 123007916.

No objections to the manner of voting and the results were received.

On item 2 of the agenda:

Approval of Contract for transformation through merger of Bulgarian Rose – Sevtopolis AD, entered in the Commercial Register to the Registry Agency with UID 123007916 in Sopharma AD, signed on 19 June 2014, as well as Annex №1 from 15 July 2014 and Annex №2 from 10 October 2014.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** Draft decision: The GMS approves the Contract for transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD, signed on 19 June 2014, Annex №1 from 15 July 2014, and Annex №2 from 10 October 2014.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for approval of Contract for transformation through merger of Bulgarian Rose – Sevtopolis AD, entered in the Commercial Register to the Registry Agency with UID 123007916 in Sopharma AD, signed on 19 June 2014, as well as Annex №1 from 15 July 2014 and Annex №2 from 10 October 2014.

No objections to the manner of voting and the results were received.

On item 3 of the agenda:

Approval of the Report by the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS approves the Report by the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for approval of the Report

by the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

No objections to the manner of voting and the results were received.

On item 4 of the agenda:

Approval of the Report of the common examiner under art. 262m of the CA regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS approves the Report of the common examiner under art. 262m of CA regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for approval of the Report of the common examiner under art. 262m of the CA regarding the transformation through merger of Bulgarian Rose – Sevtopolis AD in Sopharma AD.

No objections to the manner of voting and the results were received.

On item 5 of the agenda:

Approval of the Report of the common examiner under art. 262f of the CA for compliance to the regulations regarding the capital increase of Sopharma AD and the net value of the assets of Bulgarian Rose – Sevtopolis AD, which shall be transferred to Sopharma AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS approves the Report of the common examiner under art. 262f of the CA for compliance to the regulations regarding the capital increase of Sopharma AD and the net value of the assets of Bulgarian Rose – Sevtopolis AD, which shall be transferred to Sopharma AD.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for approval of the Report of the common examiner under art. 262f of the CA for compliance to the regulations regarding the capital increase of Sopharma AD and the net value of the assets of Bulgarian Rose – Sevtopolis AD, which shall be transferred to Sopharma AD.

No objections to the manner of voting and the results were received.

On item 6 of the agenda:

Approval of decision for an increase of the capital of Sopharma AD from 132,000,000 (one hundred and thirty-two million) to 134,798,527 (one hundred and thirty-four million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) through the issuing of 2,798,527 (two million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) new shares with a nominal value of 1 BGN and a market value of 4.14 BGN, equaling the fair price of one share of Sopharma AD in relation to the merger with Bulgarian Rose – Sevtopolis AD in Sopharma AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: ***Draft decision:*** The GMS approves the increase of the capital of Sopharma AD from 132,000,000 (one hundred and thirty-two million) to 134,798,527 (one hundred and thirty-four million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) through the issuing of 2,798,527 (two million, seven hundred and ninety-eight thousand, five hundred and twenty-seven) new shares with a nominal value of 1 BGN and a market value of 4.14 BGN, equaling the fair price of one share of Sopharma AD in relation to the merger with Bulgarian Rose – Sevtopolis AD in Sopharma AD. The Board of Directors shall determine by its own decision the specific amount of the capital increase after the execution of the terms of the Contract for transformation. The shares from the capital increase shall be allocated among the shareholders of Bulgarian Rose – Sevtopolis AD under the terms of the Contract for transformation. The GMS authorizes the Board of Directors to prepare a list of the persons, which shall acquire shares from the capital increase of Sopharma in relation to its merger with Bulgarian Rose – Sevtopolis AD.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for an increase of the capital of Sopharma AD in relation to the merger with Bulgarian Rose – Sevtopolis AD in it.

No objections to the manner of voting and the results were received.

On item 7 of the agenda:

Amendments and supplements to the Articles of Association of Sopharma AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS approves the amendments and supplements to the Articles of Association of Sopharma AD as follows:

Art. 6 shall reflect the capital of the Company after the execution of the conditions laid down in the Contract for transformation. The GMS authorizes the Board of Directors to certify through its own decision the amount of the capital after its change in relation to the transformation of Sopharma AD through the merger with Bulgarian Rose – Sevtopolis AD.

Art. 10, par. 1 shall reflect the number of dematerialized ordinary shares with voting rights with a nominal value of 1 (one) BGN of the capital of the Company after execution of the conditions laid down in the Contract for transformation. The GMS authorizes the Board of Directors to certify through its own decision the number of shares of the capital of the Company after its change in relation to the transformation of Sopharma AD through the merger with Bulgarian Rose – Sevtopolis AD.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 15,788,817 shares or 18.98% of the represented capital and 11.96% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: 67,398,546 shares or 81.02% of the represented capital and 51.06% of the registered capital

Under these results, due to the lack of the majority, required by law and the Articles of Association of the Company, the EGM does not approve the decision for amendments and supplements to the Articles of Association of Sopharma AD.

No objections to the manner of voting and the results were received.

On item 8 of the agenda

Approval of the Substantiated report, prepared and approved by the Board of Directors, on the terms and appropriateness of transactions under art. 114, par. 1 of the Public Offering of Securities Act (POSA), in which Sopharma AD is a party.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS approves the Substantiated report, prepared and approved by the Board of Directors, on the terms and appropriateness of transactions under art. 114, par. 1 of the Public Offering of Securities Act (POSA), in which Sopharma AD is a party.

The Chairperson put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital. Of those:

VOTED “FOR”: 83,187,363 shares or 100% of the represented capital and 63.02% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: none

Under these results the AGM took the following **DECISION:** AGM approves the Substantiated report, prepared and approved by the Board of Directors, on the terms and

appropriateness of transactions under art. 114, par. 1 of the Public Offering of Securities Act (POSA), in which Sopharma AD is a party.

The decision was taken with a majority as per the Commercial Act and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

On item 9 of the agenda

Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall issue a corporate guarantee for the securing of a claim of DSK Bank EAD under credit contract with borrower Sopharma Properties REIT.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS authorizes the Board of Directors to execute a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall issue a corporate guarantee for the securing of a claim of DSK Bank EAD under credit contract with borrower Sopharma Properties REIT, under the conditions described in Section I of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The Chairperson reminded that, under art. 114, par. 4 of the POSA, individuals involved in the proposed transaction in respect of which there are some of the grounds for their determination as interested parties within the meaning of art. 114, par. 6 of the same law, are not allowed to exercise their voting right when making a decision on this agenda item, and then put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 49,817,883 shares or 59,89% of the represented capital and 37.74% of the registered capital. Of those:

VOTED “FOR”: 49,782,885 shares or 99,93% of the valid votes cast and 37.71% of the registered capital

VOTED “AGAINST”: 34,998 shares or 0.07% of the valid votes cast and 0.03% of the registered capital

VOTED “ABSTAINED”: none

Under these results the AGM took the following **DECISION:** The GMS authorizes the Board of Directors to execute a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall issue a corporate guarantee for the securing of a claim of DSK Bank EAD under credit contract with borrower Sopharma Properties REIT, under the conditions described in Section I of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The decision was taken with a majority as per the Commercial Act and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

On item 10 of the agenda

Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall rent a property, owned by Sopharma Properties REIT.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision:** The GMS authorizes the Board of Directors to conclude a contract, by the force of which Sopharma AD shall rent a property, owned by Sopharma

Properties REIT, under the conditions described in Section II of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The Chairperson reminded that, under art. 114, par. 4 of the POSA, individuals involved in the proposed transaction in respect of which there are some of the grounds for their determination as interested parties within the meaning of art. 114, par. 6 of the same law, are not allowed to exercise their voting right when making a decision on this agenda item, and then put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 49,817,883 shares or 59,89% of the represented capital and 37.74% of the registered capital. Of those:

VOTED “FOR”: 49,817,883 shares or 100% of the valid votes cast and 37.74% of the registered capital

VOTED “AGAINST”: none

VOTED “ABSTAINED”: none

Under these results the AGM took the following **DECISION**: The GMS authorizes the Board of Directors to conclude a contract, by the force of which Sopharma AD shall rent a property, owned by Sopharma Properties REIT, under the conditions described in Section II of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The decision was taken with a majority as per the Commercial Act and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

On item 11 of the agenda

Authorization of the Board of Directors for executing a transaction, which falls within the scope of art. 114, par. 1 of the POSA – a contract, by the force of which Sopharma AD shall become a co-debtor and will establish a pledge on assets, owned by it, for the securing of the claims of Raiffeisen Bank Bulgaria EAD, resulting from a credit contract with the borrower Sopharma Trading AD.

The Chairperson read the draft decision of the Board of Directors on this item of the agenda, namely: **Draft decision**: The GMS authorizes the Board of Directors to conclude a contract, by the force of which Sopharma AD shall become a co-debtor and will establish a pledge on assets, owned by it, for the securing of the claims of Raiffeisen Bank Bulgaria EAD, resulting from a credit contract with the borrower Sopharma Trading AD, under the conditions described in Section III of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The Chairperson reminded that, under art. 114, par. 4 of the POSA, individuals involved in the proposed transaction in respect of which there are some of the grounds for their determination as interested parties within the meaning of art. 114, par. 6 of the same law, are not allowed to exercise their voting right when making a decision on this agenda item, and then put the draft decision of the Board of Directors to the vote.

Voting results:

Total valid votes cast: 49,817,883 shares or 59,89% of the represented capital and 37.74% of the registered capital. Of those:

VOTED “FOR”: 49,782,885 shares or 99,93% of the valid votes cast and 37.71% of the registered capital

VOTED“AGAINST”: 34,998 shares or 0.07% of the valid votes cast and 0.03% of the registered capital

VOTED“ABSTAINED”: none

Under these results the AGM took the following **DECISION**: The GMS authorizes the Board of Directors to conclude a contract, by the force of which Sopharma AD shall become a co-debtor and will establish a pledge on assets, owned by it, for the securing of the claims of Raiffeisen Bank Bulgaria EAD, resulting from a credit contract with the borrower Sopharma Trading AD, under the conditions described in Section III of the Substantiated report by the Board of Directors – a transaction, falling within the scope of art. 114, par. 1 of the POSA.

The decision was taken with a majority as per the Commercial Act and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

On item 12 of the agenda

Miscellaneous. There are no draft decisions and no voting on this agenda item. The shareholders asked questions related to the Company, which were exhaustively answered by the present members of the Board of Directors.

The agenda of the Annual General Meeting of Shareholders of Sopharma AD was exhausted, therefore the Chairperson closed the meeting.

The present minutes were prepared and signed in three identical copies. An integral part of these minutes are: the list of the shareholders and shareholder representatives with the number of shares owned and represented by them, who were present at the Extraordinary Meeting of Sopharma AD; the powers of attorney by shareholders for representation at the General Meeting; current certificates of commercial registration for shareholders - legal entities and the materials for the convening and the agenda items of the General Meeting, conducted on 19 December 2014, Sofia.

CHAIRPERSON OF THE AGM

.....
Galia Angelova

SECRETARY OF THE AGM

.....
Ivanka Panova

TELLERS:

- | | |
|---------------|-----------------|
| 1. | 2. |
| Maria Nedkova | Alexander Popov |
| 3. | 4. |
| Jeni Asenova | Yana Stoianova |
| 5. | |
| Ani Doncheva | |

Sofia
19 December 2014