

## **MINUTES OF THE SESSION OF THE BOARD OF DIRECTORS OF BILLBOARD AD**

Today on the 18<sup>th</sup> day of May, 2015, under the registered seat and management address of BILLBOARD AD – Sofia was held a session of the company’s Board of Directors. The session was attended by all members of the Board of Directors, duly informed and invited, namely:

1. Kalin Vassilev Genchev – Chairperson of the Board of Directors
2. Stefan Vassilev Genchev – Executive member of the Board of Directors
3. Desislav Grozev Tomov – Independent member of the Board of Directors
4. Borislav Hristov Borisov - Independent member of the Board of Directors

The session was chaired by Mr. Kalin Genchev – Chairperson of the Board of Directors= The minutes were kept by the Investor relations Director.

The session was held under the following **agenda**:

**Item 1.** Adopting a resolution for convocation of the regular session of the company’s General Assembly of the Shareholders on 30.06.2015, at 10.30 a.m. at 1 Bulgaria sq., National Palace of Culture, entrance A3 conference room 1.5 to hall 6, 1463 Sofia, under the following agenda: **1.** Approving the Annual Report of the Board of Directors on the company’s activities for the year 2014. **2.** Approving the Audited Annual Financial Statements of the company for the year 2014 and the report of the certified auditor. **3.** Approving the Annual Consolidated Report of the Board of Directors on the company’s activities for the year 2014. **4.** Approving the Audited Consolidated Annual Financial Statements of the company for the year 2014 and the report of the certified auditor. **5.** Approving the Report on the implementation of the remuneration Policy for the members of the Board of Directors of BILLBOARD AD for 2014. **6.** Adopting a resolution for the company’s loss, generated in 2014 in the amount of BGN 2 133 203,08 and the uncovered loss from previous years in the amount of BGN 505 062,43 to be covered by a part of the company’s undistributed profit in the amount of BGN 2 638 265,40. **7.** Adopting a resolution to release from responsibility the member of the Board of Directors for their activities during 2014. **8.** Hearing the Annual Report on the activities of the Investor Relations Director of BILLBOARD AD for the year 2014. **9.** Hearing the Report on the activities of the company’s audit committee for 2014. **10.** Election of a certified auditor to perform verification and certification of the annual financial statements of the company for the year 2015. **11.** Election of an audit committee of BILLBOARD AD with 2 years terms of office, election of a chairperson and setting up the remuneration for its members. **12.** Re-election of Kalin Genchev and Stefan Genchev as members of the Board of Directors of BILLBOARD AD for new 5-years terms of office.

and specifying the way of holding the regular session of the general assembly of shareholders and the way for exercising the voting right.

**Item 2:** Approving draft resolutions for all items of the agenda for the regular session of the general assembly of the shareholders.

**Item 3:** Adopting Proxy voting rules for the regular session of the general assembly of the shareholders.

**Item 4:** Adopting a resolution on the Rules for Voting through Correspondence for the regular session of the general assembly of the shareholders.

The agenda was approved unanimously.

**Under item 1** of the agenda, based on the suggestion of Mr. Stefan Genchev and following the discussions and voting held, the Board of Directors unanimously adopted the following

### **RESOLUTIONS:**

**I.** The Board of Directors of BILLBOARD AD, Sofia on the grounds of the provisions of Art. 223, para. 1 of the Commercial Law convenes a regular attendance session of the General Assembly of the company's Shareholders on 30.06.2015, at 10.30 a.m. at 1 Bulgaria sq., National Palace of Culture, entrance A3conference room 1.5 to hall 6, 1463 Sofia, under the following agenda: **1.** Approving the Annual Report of the Board of Directors on the company's activities for the year 2014. **2.** Approving the Audited Annual Financial Statements of the company for the year 2014 and the report of the certified auditor. **3.** Approving the Annual Consolidated Report of the Board of Directors on the company's activities for the year 2014. **4.** Approving the Audited Consolidated Annual Financial Statements of the company for the year 2014 and the report of the certified auditor. **5.** Approving the Report on the implementation of the remuneration Policy for the members of the Board of Directors of BILLBOARD AD for 2014. **6.** Adopting a resolution for the company's loss, generated in 2014 in the amount of BGN 2 133 203,08 and the uncovered loss from previous years in the amount of BGN 505 062,43 to be covered by a part of the company's undistributed profit in the amount of BGN 2 638 265,40. **7.** Adopting a resolution to release from responsibility the member of the Board of Directors for their activities during 2014. **8.** Hearing the Annual Report on the activities of the Investor Relations Director of BILLBOARD AD for the year 2014. **9.** Hearing the Report on the activities of the company's audit committee for 2014. **10.** Election of a certified auditor to perform verification and certification of the annual financial statements of the company for the year 2015. **11.** Election of an audit committee of BILLBOARD AD with 2 years terms of office, election of a chairperson and setting up the remuneration for its members. **12.** Re-election of Kalin Genchev and Stefan Genchev as members of the Board of Directors of BILLBOARD AD for new 5-years terms of office.

In case of lack of quorum on the first announced date for the General Assembly of the Shareholders, on the grounds of Art. 227, para. 3 of the Commercial Act the General Assembly will be held on 15.07.2015 at 10.30 a.m. at the same place and under the same agenda. In the agenda for the new session can not be included items under the procedure of Art. 223a of the Commercial Act.

**II.** The Board of Directors authorizes the Executive Director – Stefan Genchev to perform all legal and actual steps necessary for the announcement of the invitation in the Commercial Register, to FSC, BSE-Sofia AD, the public and for its posting on the company's website.

**III.** With regard to the requirement of art. 23, para. 10 of the company's Articles of Association decides the regular annual general assembly of the shareholders of BILLBOARD AD, to be held on 30.06.2015, in the form of an attendance session as the possible ways for exercising the right to vote on the part of the company's shareholders for this session of the general assembly of the shareholders shall be: in person,

by proxy holder – pursuant to the requirements of the Proxy Voting Rules and by correspondence – pursuant to the requirements of the Rules for Voting through Correspondence at regular and extraordinary sessions of the general assembly of the shareholders of BILLBOARD AD. For the regular session of the general assembly of the shareholders of BILLBOARD AD, to be held on 30.06.2015 voting by means of electronic means shall not be applicable.

**Under item 2** of the agenda, based on the suggestion of Mr. Stefan Genchev and following the discussions and voting held, the Board of Directors unanimously adopted the following

### **RESOLUTION:**

The Board of Directors adopts a resolution the draft resolutions on each item of the agenda for the regular attendance session of the general assembly of the shareholders to be held on 30.06.2015 to be as follows:

**Under item 1 of the agenda:** Approving the Annual Report of the Board of Directors on the company's activities for the year 2014.

**Draft Resolution:** The General Assembly of Shareholders approves the Annual Report of the Board of Directors on the company's activities for the year 2014.

**Under item 2 of the agenda:** Approving the Audited Annual Financial Statements of the company for the year 2014 and the report of the certified auditor.

**Draft Resolution:** The General Assembly of Shareholders approves the Audited Annual Financial Statements of the company for the year 2014 and the report of the certified auditor.

**Under item 3 of the agenda:** Approving the Annual Consolidated Report of the Board of Directors on the company's activities for the year 2014.

**Draft Resolution:** The General Assembly of Shareholders approves the Annual Consolidated Report of the Board of Directors on the company's activities for the year 2014.

**Under item 4 of the agenda:** Approving the Audited Consolidated Annual Financial Statements of the company for the year 2014 and the report of the certified auditor.

**Draft Resolution:** The General Assembly of Shareholders approves the Audited Consolidated Annual Financial Statements of the company for the year 2014 and the report of the certified auditor.

**Under item 5 of the agenda:** Approving the Report on the implementation of the remuneration Policy for the members of the Board of Directors of BILLBOARD AD for 2014.

**Draft Resolution:** The General Assembly of Shareholders approves the Report on the implementation of the remuneration Policy for the members of the Board of Directors of BILLBOARD AD for 2014.

**Under item 6 of the agenda:** Adopting a resolution for the company's loss, generated in 2014 in the amount of BGN 2 133 203,08 and the uncovered loss from previous years in the amount of BGN 505 062,43 to be covered by a part of the company's undistributed profit in the amount of BGN 2 638 265,40.

**Draft Resolution:** The General Assembly of Shareholders adopts a resolution for the company's loss, generated in 2014 in the amount of BGN 2 133 203,08 and the uncovered loss from previous years in the amount of BGN 505 062,43 to be covered by a part of the company's undistributed profit in the amount of BGN 2 638 265,40.

**Under item 7 of the agenda:** Adopting a resolution to release from responsibility the member of the Board of Directors for their activities during 2014.

**Draft Resolution:** The General Assembly of Shareholders releases from responsibility the member of the Board of Directors for their activities during 2014.

**Under item 8 of the agenda:** Hearing the Annual Report on the activities of the Investor Relations Director of BILLBOARD AD for the year 2014.

**Draft Resolution:** The General Assembly of Shareholders hears and adopts for information the presented Report on the activities of the Investor Relations Director of BILLBOARD AD for the year 2014.

**Under item 9 of the agenda:** Hearing the Report on the activities of the company's audit committee for 2014.

**Draft Resolution:** The General Assembly of Shareholders hears and adopts for information the Report on the activities of the company's audit committee for 2014.

**Under item 10 of the agenda:** Election of a certified auditor to perform verification and certification of the annual financial statements of the company for the year 2015.

**Draft Resolution:** The General Assembly of Shareholders adopts a resolution for election of a certified auditor to perform verification and certification of the annual financial statements of the company for the year 2015 according to the recommendation of the audit committee.

**Under item 11 of the agenda:** Election of an audit committee of BILLBOARD AD with 2 years terms of office, election of a chairperson and setting up the remuneration for its members.

**Draft Resolution:** The General Assembly of Shareholders elects an audit committee of BILLBOARD AD with 2 years terms of office, with the following members Valeri Tanov – chairperson and Stanimir Genchev – member of the audit committee and sets up the remuneration for its members in the amount of BGN 50.00 per participation in each session.

**Under item 12 of the agenda:** Re-election of Kalin Genchev and Stefan Genchev as members of the Board of Directors of BILLBOARD AD for new 5-years terms of office.

**Draft Resolution:** The General Assembly of Shareholders re-elects Kalin Genchev and Stefan Genchev as members of the Board of Directors of BILLBOARD AD for new 5-years terms of office.

**Under item 3 of the agenda,** based on the suggestion of Mr. Stefan Genchev and following the discussions and voting held, the Board of Directors unanimously adopted the following

## **RESOLUTION:**

The Board of Directors of BILLBOARD AD adopts Proxy Voting Rules for the regular attendance session of the General Assembly of the Shareholders of BILLBOARD AD to be held on 30.06.2015 with the following contents:

“In case of representation of a shareholder at the General Assembly, on the grounds of the provision of art. 25, para. 2 of the company’s Articles of Association it will be necessary to be also presented an explicit, notary certified proxy for the particular General Assembly with the contents under Art.116, para.1 of the Law on Public Offering of Securities. In cases when the shareholder - legal entity is not represented by its representative by law, the proxy holder shall present an identification document, original of a current certificate for a commercial registration of the respective company – shareholder and an explicit, notary certified proxy for the particular General Assembly with the contents under Art.116, para.1 of the Law on Public Offering of Securities.

In case that a company’s shareholder is represented by a legal entity – proxy holder, except for an identification document for the proxy holder, representing the company shall be also presented an original of a current certificate for a commercial registration of the respective company – proxy holder and an explicit, notary certified proxy for the particular General Assembly with the contents under Art.116, para.1 of the Law on Public Offering of Securities.

On the grounds of art.116, para. 4 of the Law on Public Offering of Securities, reauthorization with rights given to the proxy holder according to the proxy as well as proxy given in violation of the provision of art.116, para. 1 of the Law on Public Offering of Securities shall be invalid.

The certificate for commercial registration as well as the proxy for representation at the General Assembly of the Shareholders issued in a foreign language must be presented together with a legalized translation in Bulgarian language in accordance with the provisions of the legislation in force. In case of any discrepancy between the texts, the data in the Bulgarian translation shall be considered as true.

The Board of Directors of BILLBOARD AD shall present a model of written proxy on paper and in electronic version together with the materials for the General Assembly. The model of the proxy shall be available on the website of the company - [www.bilbord.bg](http://www.bilbord.bg). Upon request, a model of the written proxy shall be presented also after convocation of the Regular session of the General Assembly of the Shareholders.

BILLBOARD AD shall receive and accept for valid announcements and proxies by electronic means on the following electronic mail: [ir@billboardprint.it](mailto:ir@billboardprint.it) as the electronic announcements should be signed with an universal electronic signature (UES) on the part of the authorizer and there is an electronic document (electronic image) of the proxy enclosed to them which is also to be signed with an universal electronic signature (UES) on the part of the authorizer.”

**Under item 4** of the agenda, based on the suggestion of Mr. Desislav Tomov and following the discussions and voting held, the Board of Directors unanimously adopted the following

## **RESOLUTION:**

The Board of Directors of BILLBOARD AD adopts a resolution the Rules for Voting through Correspondence at regular and extraordinary sessions of the general assembly of the shareholders of BILLBOARD AD, approved by the Board of Directors with regard to the requirement of art. 23 of the Articles of Association at a session held on 15.05.2010 to be applied for the regular attendance session of the General Assembly of the Shareholders of BILLBOARD AD to be held on 30.06.2015 with the following contents:

1. Persons/entities entered as shareholders of BILLBOARD AD in the Central Depository's registers 14 days prior to the date of the General Assembly of the Shareholders shall be entitled to exercise their voting rights prior to the date of holding the particular session of the General Assembly through correspondence.
2. The voting right at the General Assembly of the Shareholders of BILLBOARD AD exercised through correspondence shall be an explicit, written, notary certified statement addressed by a company's shareholder for a particular session of the General Assembly and shall include:
  - 2.1. data for identification of the shareholder;
  - 2.2. number of shares to which the statement relates;
  - 2.3. agenda of the items proposed to be discussed at the particular session of the company's General Assembly of the Shareholders according to the invitation for convocation of the GAS declared in the Commercial Register;
  - 2.4. draft resolutions on each of the items in the agenda;
  - 2.5. way of voting on each of the items in the agenda (for each of the items in the agenda must be indicated only one of the listed ways of voting: "For", "Against" or "Abstained");
  - 2.6. date and signature.
3. The statement under item 2 of these Rules addressed in a foreign language must be presented together with a legalized translation in Bulgarian language in accordance with the provisions of the legislation in force.
4. As valid means for exercising the voting right through correspondence shareholders of BILLBOARD AD may use any of the following comprehensively listed means:
  - 4.1. **mail** – by means of a letter, sent to the management address of the company with an advice of delivery;
  - 4.2. **electronic mail** – by means of an electronic announcement which should be signed with an universal electronic signature (UES) on the part of the shareholders and there is an electronic document (electronic image) of the statement enclosed thereto which shall also to be signed with an universal electronic signature (UES) on the part of the shareholder;
  - 4.3. **courier** – by means of a letter, sent to the management address of the company.
5. The necessary data pursuant to item 2.1.of these Rules for identification of a shareholder – physical person shall be: full name, unified civil number (UCN) and address.
6. The necessary data according to item 2.1.of these Rules for identification of a shareholder – legal entity shall be: company's name, registered seat and management address, unified identification code (UIC) as well as the full name of the company's representative/s by law.

7. In case that the voting right is exercised through correspondence by a shareholder – legal entity, the explicit statement under item 2 of these Rules shall be presented together with an original of a current certificate for a commercial registration of the respective company – shareholder.

8. In the cases under item 7 of these Rules, the certificate for a commercial registration issued in a foreign language must be presented together with a legalized translation in Bulgarian language in accordance with the provisions of the legislation in force.

9. BILLBOARD AD shall consider as valid voting through correspondence only in case that the vote is received by the company not later than the day preceding the date of the general assembly.

10. If a shareholder of BILLBOARD AD who had exercised his/her voting right through correspondence attends the general assembly in person, the voting right exercised by him/her through correspondence shall be valid, unless the shareholder declares the contrary.

11. In the cases under item 10 of these Rules, in relation to the items on which the shareholder casts a vote at the general assembly, the exercised by such shareholder voting right through correspondence shall drop off.

12. Shares of the persons who had voted through correspondence shall be accounted for in determination of the quorum for the respective session of the general assembly of the shareholders of BILLBOARD AD, and the voting shall be indicated in the minutes of the general assembly.

13. To the minutes of the general assembly of the shareholders of BILLBOARD AD shall be also attached a list of the persons who exercised their right to vote at the general assembly through correspondence, in case that there are such persons, and of the number of the shares held, which shall be certified by the chairperson and the secretary of the general assembly.

14. The address of BILLBOARD AD for correspondence through mail or courier shall be: No 1 Bulgaria sq., National Palace of Culture, entr. Ai4, 1463 Sofia

15. The electronic mail of BILLBOARD AD for correspondence through electronic mail shall be: [ir@billboardprint.it](mailto:ir@billboardprint.it).

16. The Rules for Voting through Correspondence shall be published on the company's website.

17. The Rules for Voting through Correspondence of BILLBOARD AD shall be amended and supplemented under the procedure for their adoption – by a resolution of the company's Board of Directors.

Due to exhaustion o the agenda, the session of the Board of Directors was closed.

**BOARD OF DIRECTORS:**

- 1. Kalin Genchev .....
- 2. Stefan Genchev .....
- 3. Desislav Tomov .....
- 4. Borislav Borisov .....

**Record-keeper:**.....  
/Investor Relations Director/