

MATERIALS

**ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
IN BULGARIAN REAL ESTATE FUND SPV
SCHEDULED FOR 22 FEBRUARY 2016**

Re: article 1 of the agenda: Increase of the par value of the shares issued by the special purpose vehicle from BGN 1 (one) to BGN 3 (three) and the corresponding reduction of the number of the shares from 60 450 000 (sixty million four hundred and fifty thousand) to 20 150 000 (twenty million one hundred and fifty thousand) shares, thus keeping the amount of the capital of the special purpose vehicle of BGN 60 450 000 (sixty million four hundred and fifty thousand);

Proposal of the Board of Directors of Bulgarian Real Estate Fund SPV for a resolution **under article 1 of the agenda** of the extraordinary General meeting of the shareholders scheduled for 22 February 2016:

'The General Meeting resolves to increase of the par value of the shares issued by the special purpose vehicle from BGN 1 (one) to BGN 3 (three) and the accordingly reduce the number of the shares from 60 450 000 (sixty million four hundred and fifty thousand) to 20 150 000 (twenty million one hundred and fifty thousand) shares, thus keeping the amount of the capital of the special purpose vehicle of BGN 60 450 000 (sixty million four hundred and fifty thousand); The increase of the par value of the shares and the corresponding reduction of the number of the shares will be accomplished in compliance with the Procedure accepted by the Board of Directors of the special purpose vehicle, enclosed to the materials on the agenda, and in compliance with the requirements of 110b and 110c of the Securities Public Offering Act (SPOA) on equality of the shareholders in the same position and for provision of all necessary conditions and information, so that the shareholders can exercise their rights and make a justified investor's resolution. The date as at which the number of the shares held by the shareholders in the special purpose vehicle, whose par value will be increased from BGN 1 (one) to BGN 3 (three) and whose number shall be reduced accordingly, thus keeping the total amount of the capital, shall be the date of the General Meeting of the shareholders. The General Meeting authorises the Board of Directors of the special purpose vehicle to determine all technical parameters of the procedure, to perform all necessary legal actions and actions of fact in connection with it, including to prepare and submit to the relevant state authorities and other institutions a list of the new allocation of the shares, as well as all other related and required documents for the registration of the amendment in the par value and the total number of the shares of the special purpose vehicle in the Companies Register, Central Depository AD, Financial Supervision Commission, Bulgarian Stock Exchange – Sofia AD.

2. Annex: Procedure for increasing the par value of the shares issued by BULGARIAN REAL ESTATE FUND SPV from BGN 1 to BGN 3 and simultaneous reduction of the number of the shares from 60 450 000 to 20 150 000 thus keeping the amount of the company capital of BGN 60 450 000.

Re: article 2 of the agenda: Amendment of the Articles of Association of the special purpose vehicle.

Proposal of the Board of Directors of BULGARIAN REAL ESTATE FUND SPV for a resolution **under article 2 of the agenda** of the extraordinary General meeting of the shareholders scheduled for 22 February 2016:

‘The General Meeting adopts the following amendment of the Articles of Association of the special purpose vehicle:

Article 11 of the Articles shall read as follows:

‘Article 11 (1) The capital of the Company is BGN 60 450 000 (sixty million four hundred and fifty thousand), divided into 20 150 000 (twenty million one hundred and fifty thousand) ordinary dematerialised voting shares with a par value of BGN 3 (three) each.’

(2) The capital of the Company is fully paid up.’

2. Annex: Decision No. 959-ДСИЦ/17 December 2015 of the Financial Supervision Commission.

Template of Power of attorney in compliance with art. 116, paragraph 3, of the Securities Public Offering Act

POWER OF ATTORNEY TEMPLATE

To represent a shareholder in the extraordinary General Meeting of the shareholders of BULGARIAN REAL ESTATE FUND SPV

In case of legal entity shareholder

I, the undersigned,, personal No., identity document No....., issued on by, permanent address: City, street No., floor, apt....., as a representative of, having its seat and registered office in,St., floor, uniform identification code:

shareholder in Bulgarian Real Estate Fund SPV, holding /...../ registered dematerialised voting shares in the capital of Bulgarian Real Estate Fund SPV, uniform identification code: 131350366, in compliance with art. 226 of the Commercial Act in connection with art. 116, paragraph 1 of the Securities Public Offering Act,

or

In case of physical person shareholder

I, the undersigned,, personal No., identity document No....., issued on by, permanent address: City, street No., floor, apt....., as a shareholder in Bulgarian Real Estate Fund SPV, holding /...../ registered dematerialised voting shares in the capital of Bulgarian Real Estate Fund SPV, uniform identification code: 131350366, in compliance with art. 226 of the Commercial Act in connection with art. 116, paragraph 1 of the Securities Public Offering Act,

AUTHORISE

In case of attorney - physical person

....., personal No., identity card No....., issued by the Ministry of the Interior on , permanent address:, street No., floor, apt.,

or

In case of attorney - legal entity

....., having its seat and registered office in, street No., floor, uniform identification code, represented by, personal No., identity document No....., issued on by, permanent address: city:, street No., floor, apt., acting as

to represent the company managed by me/to represent me at the extraordinary General Meeting of the shareholders in BULGARIAN REAL ESTATE FUND SPV, uniform identification code 131350366, to be held on 22 February 2016 at 10:00 in Sofia, 36, Dragan Tsankov Blvd., Interpred – World Trade Center Sofia, 2nd floor, block A, Plovdiv hall, and in case of absence of quorum on the date specified in the invitation for the general meeting of the shareholders, on 22 March 2016 at 10:00 at the same place and with the same agenda and to vote with shares in the capital of BULGARIAN REAL ESTATE FUND SPV on the items of the agenda, according to the instructions below, that is to say:

1. Increasing the par value of the shares issued by the special purpose vehicle from BGN 1 (one) to BGN 3 (three) and reduction the number of the shares from 60 450 000 (sixty million four hundred and fifty thousand) to 20 150 000 (twenty million one hundred and fifty thousand), thus keeping the amount of the capital of the special purpose vehicle of BGN 60 450 000 (sixty million four hundred and fifty thousand); draft decision – the General Meeting resolves to increase the nominal value of the shares issued by the special purpose vehicle from BGN 1 (one) to BGN 3 (three) and reduce the number of the shares from 60 450 000 (sixty million four hundred and fifty thousand) to 20 150 000 (twenty million one hundred and fifty thousand), thus keeping the amount of the capital of the special purpose vehicle of BGN 60 450 000 (sixty million four hundred and fifty thousand). The increase of the par value of the shares and the corresponding reduction of the number of the shares will be accomplished in compliance with the Procedure adopted by the Board of Directors of the special purpose vehicle, enclosed to the materials on the agenda, and in compliance with the requirements of 110b and 110c of the Securities Public Offering Act (SPOA) on equality of the shareholders in the same position and for provision of all necessary conditions and information, so that the shareholders can exercise their rights and make a justified investor’s resolution. The date as at which the number of the shares held by the shareholders in the special purpose vehicle, whose par value will be increased from BGN 1 (one) to BGN 3 (three) and whose number shall be reduced accordingly, thus keeping the total amount of the capital, shall be the date of the General Meeting of the shareholders. The General Meeting authorises the Board of Directors of the special purpose vehicle to determine all technical parameters of the procedure, to perform all necessary legal actions and actions of fact in connection with it, including to prepare and submit to the relevant state authorities and other institutions a list of the new allocation of the shares, as well as all other related and required documents for the registration of the amendment in the par value and the total number of the shares of the special purpose vehicle in the Companies Register, Central Depository AD, Financial Supervision Commission, Bulgarian Stock Exchange – Sofia AD.

Voting method: For, against, abstain, the attorney is entitled to decide whether and how to vote;

2. Amendment of the Articles of Association of the special purpose vehicle; draft decision: The General Meeting adopts the proposed amendment of the Articles of Association the special purpose vehicle;

Voting method: For, against, abstain, the attorney is entitled to decide whether and how to vote;

The attorney shall vote as stated above. In case of instructions to vote ‘against’, the attorney may consider whether and how to vote, in case of instructions to vote ‘abstain’ the attorney can make additional proposals on the items of the agenda, as the attorney deems appropriate. The authorisation includes/does not include issues that are included in the agenda under the conditions of art. 231, paragraph 1, of the

Commercial Act, and are not reported and published also in compliance with art 223 and art. 223a of the Commercial Act. In the cases under art. 231, paragraph 1, of the Commercial Act the attorney has/does not have the right to decide alone whether and how to vote. In the cases under art. 223a of the Commercial Act the attorney has/does not have the right to decide alone whether and how to vote, as well as to make/not to make proposals for decisions on issues additionally included in the agenda.

In compliance with art. 116, paragraph 4, of the Securities Public Offering Act, delegating the above rights shall be null and void.

AUTHORISER

MEMBERS OF THE BOARD OF DIRECTORS:

Todor Lyudmilov Breshkov

Chavdar Ivanov Donkov

Nikolay Hristov Skarlatov
