

## **MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF GRADUS AD**

Today, November 15 2024, a meeting of the Board of Directors of Gradus AD, a joint-stock company incorporated and existing in accordance with the legislation of the Republic of Bulgaria, was held at the seat of the company in Stara Zagora. the Commercial Register of the Registry Agency with UIC 204882907, having its registered office and registered address in the Republic of Bulgaria, Stara Zagora 6000, zh.k. Industrial, Gradus Poultry Farm (hereinafter referred to as "the Company").

The meeting was attended by all the members of the Board of Directors:

- (i) Georgi Alexandrov Babev, citizen of the Republic of Bulgaria,
- (ii) Bistra Stoyanova Kotseva, citizen of the Republic of Bulgaria

All members of the Board of Directors have been invited to convene and hold this meeting in pursuance of Art. 31, para. 5 of the Articles of Association of the company at least 3 (three) days before the date of its holding. The quorum required for valid decision-making according to the Articles of Association of the Company is available.

The meeting was held at the following:

- I. Adoption of a resolution for convening of the Regular Annual General Meeting of Shareholders of Gradus AD, to be held on Dec 27, 2024, at 11:00 am, 8:00 UTC at: Stara Zagora 6009, Park-Hotel Stara Zagora , 50 Han Asparuh Street, Tervel Hall;
- II. Determining the agenda of the Regular General Meeting of Shareholders;
- III. IV. Miscellaneous

Under item 1 of the agenda, the Board of Directors of Gradus AD took the following decision:

The Board of Directors of Gradus AD convenes a Regular Annual General Meeting of Shareholders of Gradus AD to be held on Dec 27, 2024, at 11:00 am, 8:00 UTC, at: Stara Zagora 6009, Park - Stara Zagora Hotel, 50 Han Asparuh Street, Tervel Hall.

VOTED: FOR - 2 (Two) No: 0 (ZERO).

### **Under item 3 of the agenda, the Board of Directors of Gradus AD took the following:**

The Board of Directors of Gradus AD pursuant to Article 223 of the Commercial Act convenes a regular General Meeting of Shareholders of Gradus AD ("the Company"), to be held on Dec 27, 2024 at 11:00 am, 8:00 UTC in the town of Stara Zagora 6009, Park Hotel Stara Zagora, 50, Khan Asparuh Street, Tervel Hall, with the following agenda:

1. Approval of a registered auditor to: a) perform an independent financial audit and certify the company's 2024 annual financial statements and b) perform a mandatory assurance engagement on the sustainability of the company's 2024 annual sustainability report.

**Draft resolution:** a) The General Assembly elects a registered auditor to carry out an independent financial audit and certification of the annual financial statements of the Company, according to the recommendation of the Audit Committee, included in the materials on the agenda; b) The Board of Directors elects a registered auditor to provide assurance on the sustainability of the Company's annual sustainability report for 2024, as proposed by the Board of Directors.

**2.** Update of the Working Rules /Statute/ of the Audit Committee of "Gradus" AD;

**Draft resolution:** The General Meeting of Shareholders approves the Rules for the work /Statute/ of the Audit Committee of "Gradus" JSC in accordance with the provisions of the Law on the Independent Financial Audit and Expression of Assurance on Sustainability and according to the presented project, included in the materials on the agenda.

The Board of Directors of Gradus AD informs that the total number of shares of the Company at the date of the decision of the Board of Directors to convene the General Meeting is 243 608 710 and the voting rights at the General Meeting of the Company at the same date are 237 700 494.

Unique identification number: GR2024122701

ISIN: BG1100002184

Shareholders are entitled:

1. to participate in the General Meeting;
2. to request the inclusion of issues and to propose decisions on already included issues on the agenda of the General Meeting under the procedure of Article 223a of the Commercial Act; the deadline for exercising this right is 15 days before the date of the General Meeting or 12 Dec 2024;
3. to make substantive proposals for decisions on any matter included in the agenda and in compliance with the requirements of the law, whereby the limitations under Article 118, paragraph 3 of the Public Offering of Securities Act applies accordingly; the deadline for the exercise of this right is to end the debate on this matter before voting on the decision by the General Meeting;
4. to raise questions during the General Meeting, whether they relate to the agenda;
5. to authorize any natural or legal person to participate and vote in the General Meeting on their behalf.

As an integral part of this invitation are attached: a sample form for voting by proxy and voting rules at the General Meeting of Shareholders of Gradus AD through proxy and by correspondence including the manners of obtaining and withdrawing Powers of attorney;

Pursuant to Art. 115, para. 2, item 5 of POCA, the Board of Directors of Gradus AD inform the shareholders that detailed information on the rights of shareholders can be found on the Company's website at the following address: <https://www.gradus.bg/ustav-na-drujestvoto>.

According to Article 115b, paragraph 1 of the Public Offering of Securities Act, only the persons registered as shareholders on 13 Dec 2024 have the right to participate and vote at the General Meeting.

The present invitation, its annexes and the written materials on the agenda are available to the shareholders at the administrative building of the Company each working day from 10 am to 4 pm at 6000 Stara Zagora, Industrialen residential district, Gradus Poultry, and at the Company's website: <https://gradus.bg/investors-meeting>

The registration of the shareholders starts at 10.00 am at the place and on the day of holding the General Meeting.

In the absence of a quorum pursuant to Article 227 of the Commercial Act, the meeting will be held on 14 Jan 2025 at 10:00 am in the town of Stara Zagora at the same place and with the same agenda and draft decisions. In this case Article 115b, paragraph 1 of the Public Offering of Securities Act shall apply accordingly.

Each shareholder who has issued a power of attorney for participation in the General Meeting must notify the Company at least two working days before the date of the General Meeting.

All shareholders of Gradus AD are invited to take part in the General Meeting personally or through the persons authorized thereby.

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Bistra Kotseva  
Gradus AD

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Georgi Babev  
Gradus AD