

INFORMATION

Pursuant to Ordinance 2 on the prospects for public offering of securities and disclosure of information by public companies and other issuers of securities

1. Structure of the Company's capital, including securities not admitted for trading on a regulated market in the Republic of Bulgaria or another member state, stating the different share classes, rights and obligations related to each of the classes, and the portion of the share capital comprising each class.

The capital of Speedy AD is BGN 5,377,619, allocated in 5,377,619 shares. All shares are of one class, registered, non-materialised, with a voting right and are registered for secondary trade of the Bulgarian Stock Exchange – Sofia AD.

2. Restrictions on the transfer of securities, and restrictions on holding securities or the need to receive approval by the Company or another stakeholder.

There are no restrictions on the transfer of Company's shares.

3. Information about direct or indirect holding of 5% or more in the voting rights in the General Meeting of Shareholders, including information about shareholders, the amount of interest and the manner in which shares are held.

The shareholders with more than 5% in voting rights are:

- ***Speedy Group AD***

Number of voting-right shares and their share in votes in the Company's General Meeting of Shareholders:

As at 31 December 2019: 3,500,367 shares, constituting 65,09% of voting-right shares.

Valeri Mektupchyan exercises control over Speedy Group AD and through the shares held thereby in Speedy Group AD exercises indirect control over Speedy AD.

- ***Geopost S.A., France***

- Number of voting-right shares and their share in votes in the Company's General Meeting of Shareholders:

- As at 31 December 2019: 1,333,979 shares, constituting 24.81% of voting-right shares.

LaPost S.A. exercises control over Geopost S.A. and thus indirectly holds 24.81% of Speedy AD.

4. Information about shareholders with special rights and description of these rights.

There are no shareholders with special control rights.

5. The control system in exercising the voting right in cases when officials of the Company are also its shareholders and when the control is not exercised directly by them.

There is no special system for exercising voting rights in the cases when Company employees are also shareholders thereof and when control is not exercised directly by them. Currently all employees who are shareholders exercise direct control over the voting right of the shares held thereby.

6. Limitations on the voting rights, such as limitations on 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 on the voting rights of shareholders.

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

No agreements are known to exist between the Company's shareholders which may result in limitations on the transfer of shares or the voting right.

8. Provisions about the appointment and dismissal of the members of the Company's management bodies and about making amendments and supplements to the articles of association.

Provisions regarding the appointment and dismissal of Board members.

A shareholder holding at least 15.5% of all shares shall be allowed to appoint 1 (one) non-remunerated Board Member. A shareholder holding at least 60% of all shares shall be allowed to propose for election, dismissal or replacement 4 (four) Board Members. If no shareholder holds 15.5%, respectively 60% of all shares, then the election of the respective number of Board members may be made with the mutual consent of several shareholders who together hold the above stated number of shares.

It shall not be permitted to elect as Board Members persons who at the time of election have been convicted with an effective sentence on crimes against property, against economy or against the financial, taxation or social security system committed in the Republic of Bulgaria, unless rehabilitated. The Company's Board Members shall also comply with the requirements of the Commercial Act.

After the expiry of their mandate, Board Members continue to perform their functions until a new Board is elected by the General Meeting.

Board members shall be appointed and dismissed by the General Meeting of Shareholders with an ordinary majority. The composition of Directors may be amended by the General Meeting at any

time.

At least one third of the Board members shall be independent persons. An independent Board member may not be:

1. a Company employee;
2. a shareholder holding directly or through related parties at least 25% of votes in the General Meeting or is a related party of the Company;
3. a person in permanent trade relations with the Company;
4. a member of a management or control body, procurator or employees of a business entity or another legal entity under items 2 and 3;
5. a related party to another member of the Company's management or control body;

Legal entities are represented at the Board of Directors by their legal representative or proxy by means of a notary-certified letter of attorney.

Legal entities shall be jointly and severally liable together with the other Board members for the obligations resulting from the actions of their representatives.

Provisions regarding the making of amendments and supplements to the Statutes.

The General Meeting of Shareholders approves, amends and supplements the Company's Statutes. The decisions on amendments and supplements to the Statutes shall be made with a majority of 85,5% of all voting-right shares in the registered capital.

9. Powers of Company's management bodies, including the right to take decisions for the issue and redemption of shares in Company.

The Board of Directors makes decision on the Company's activities as far as according to the effective legislation and the Company's Statutes the respective decisions are not of the exclusive competence of the General Meeting. These include:

1. Terminating or transfer of separate entities or significant parts thereof; acquisition or disposal of interest in other business entities in the country and abroad, as well as civil associations and other non-business legal entities;
2. Structural changes in the Company's operations;
3. Significant organizational changes;
4. Long-term partnership of significance to the Company or termination thereof;
5. Establishment of branches or representation of the Company in the country and abroad;
6. Establishing monetary funds and the rules of formation and spending thereof;
7. Acquisition and expropriation of real estate and rights in rem thereon;
8. Approval and proposal of the annual financial statements and balance sheets to the General Meeting of Shareholders;

9. The Board of Directors may approve the rules on remote voting;

10. The Board of Directors may increase the Company's capital to a total nominal amount of BGN 20,000,000 (twenty million) by using new shares pursuant to the conditions of POSA within 5 years from the date of such decision by the Company's General Meeting of Shareholders. In the decision to increase capital under the previous sentence the Board may also set all conditions of the issue and the necessary actions for the capital increase.

11. Concluding a contract, agreement, transaction or a series of related party transactions with a party holding 60% and more in the Company's capital, or a party related thereto, whose amount separately and cumulatively exceed EUR 50,000, with the exception of arm's length transactions within the DPD network.

The decisions under item 11 are taken with a full majority of the Board of Directors. The decisions on the remaining items are taken with an ordinary majority, unless otherwise required by the law.

The Board of Directors, unless explicitly authorized by the General meeting, may not perform transactions as a result of which:

1. the Company acquires, transfers, obtains or grants for use or as any form of collateral non-current assets or obligations arise for the Company to an entity or to related parties at the amount of:

a) one third of the lower value of assets according to the latest audited or latest prepared balance sheet of the Company;

b) 2% of the lower value of assets according to the latest audited or latest prepared balance sheet of the Company, when the transactions are with stakeholders;

2. the Company's receivables to one entity or to related parties exceed the amount in item 1a, and when the Company's debtors are stakeholders – 10% of the amount in item 1b.

The Board of Director's rights for purchase of treasury shares are in accordance with POSA and the respective statutory provisions.

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 information may cause serious damages to the Company; the exception of the previous sentence shall not apply in the cases when the company must disclose information by virtue of the law.

There are no 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.

11. Agreements between the Company and its management bodies or employees for payment of compensation upon quitting or dismissal without legal grounds or upon termination of employment for reasons related to a tender offer.

No such arrangements are known between the Company and its management bodies or employees for payment of compensation upon quitting or dismissal without legal grounds or upon termination of employment for reasons related to a tender offer.

