

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOPHARMA AD – SOFIA, 23 FEBRUARY 2018

I. Constituting the General Meeting of Shareholders

Today, 23.02.2018, at 11.00 am, at the headquarters of the company in Sofia, at 5 Lachezar Stanchev Str., Sopharma Business Center, Building B, an Extraordinary General Meeting of the Shareholders of Sopharma AD, was held and attended by shareholders and their representatives according to the attached list of the present shareholders and their representatives and the number of shares held and represented.

The EGM was opened by the Executive Director of Sopharma AD Mr. Ognian Donev. He announced the result of the registration of the shareholders and their representatives, conducted on the basis of the list of shareholders, containing information about the shares, owned by them with voting rights at the Extraordinary General Meeting.

Following the due diligence, the General Meeting ESTABLISHED:

The registered capital of the company is 134 797 899 BGN, divided into 134 797 899 registered dematerialized shares with a nominal value of BGN 1.

According to the Book of shareholders as at 09.02.2018 - the date on which the persons registered in the shareholders' book have the right to vote at today's General Meeting, the Company has bought back 9 034 166 / nine million thirty-four thousand one hundred and sixty-six/ treasury shares, representing 6.7% of the capital of the company. 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. After taking into account this fact, voting rights in the General Meeting on 23.02.2018 have 125 763 733 / one hundred and twenty-five million seven hundred and sixty-three thousand seven hundred and thirty-three / number of shares.

54 shareholders were registered for participation at the Extraordinary General Meeting. 41 853 304 shares are represented personally and 44 351 550 shares - by proxy. The total number of the represented shares is 86 204 854, which is 63.95% 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 – Pelagia Viatcheva

For Secretary – Nikolay Georgiev

For Tellers: Lyubima Dasheva, Lilyana Goranova, Mariya Nedkova

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% от представения капитал	number	% of the represented capital
Total	86 204 854	100%	63.95%	86 204 854	100%	none		none	
- of them through a representative	44 351 550	51.45%	32.90%	44 351 550	51.45%				

The EGM elected the proposed persons for Chairperson, Secretary and Tellers of the Extraordinary General Meeting, which took place in Sofia on 23.02.2018.

FINDINGS OF THE CHAIRPERSON AND THE SECRETARY OF THE MEETING:

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

1. On the basis of art. 223, par. 5 of the CA the invitation was announced in the Commercial Register with registration from 16 January 2018, as well as 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.

2. According to a list of the present and represented shareholders, certified by the Chairperson and the Secretary, ***Personally represented are 41 853 304 shares and by proxy – 44 351 550 shares. The total number of represented shares with voting rights is 86 204 854, which represents 63.95% or more than ½ of the capital.***

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

3. 13 shareholders are represented by a power of attorney. The powers of attorney are meeting in form and content all the requirements of the POSA. Powers of attorney have been provided electronically and within the period determined in the Invitation to the EGM by eight shareholders, holding a total of 44 351 550 shares.

4. The following **members of the Board of Directors are present** at the EGM:
Ognian Ivanov Donev – Chairman of the Board of Directors and Executive Director
Vessela Liubenova Stoeva - Deputy-chairperson of the Board of Directors;
Ognian Kirilov Palaveev – Member of the Board of directors.

5. No shareholders have exercised their voting right by correspondence or electronically.

6. The General Meeting was attended by the following guests:

1. Yancho Todorov Vasilev

The chairman invited the shareholders to vote in favor of their consent or disagreement about the attendance of the recorded as guests persons.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	86 204 854	100%	none		none	
- of them through a representative	44 351 550	51.45%	32.90%	44 351 550	51.45%				

The majority of shareholders attending the General Meeting and the representatives of shareholders agreed to allow the guests to be present in the room of the General Meeting without voting rights.

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

- Taking a decision for transformation through merger of Unipharm AD into Sopharma AD.**

Draft decision: *GMS transforms Sopharma AD by merging Unipharm AD into it. As a result of the merger, the entire property of Unipharm AD will be transferred to Sopharma AD under the conditions of general succession.*

- Approval of the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 14.09.2017 and of Additional Agreement No1 of 08.11.2017 to it.**

Draft decision: *The GMS approves the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 14.09.2017, Additional Agreement No. 1 of 08.11.2017 to it (the "Contract for transformation through merger").*

- Approval of the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD.**

Draft decision: *The GMS approves the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD.*

- Approval of the Auditor's Report under Art. 262m of the CA on the transformation through merger of Unipharm AD into Sopharma AD.**

Draft decision: *The GMS approves the Auditor's Report under Art. 262m of the CA on the transformation through merger of Unipharm AD into Sopharma AD.*

- Approval of changes in the Company's Articles of Association.**

Draft decision: *The GMS approves changes in the Company's Articles of Association according to a proposal of the Board of Directors, included in the materials for the EGMS.*

6. Taking a decision for acquisition of own shares.

Draft decision: *The General Meeting of Shareholders, on the grounds of Art.187b of the Commercial Law and Art.111, para 5 of POSA, approves a resolution for the acquisition of own shares from the capital of the Company under the following conditions: up to 10% of the total number of shares issued by the company, but not more than 3% in each calendar year; term of the acquisition - no longer than 5 (five) years; minimum price for acquisition - not less than the nominal value per share of the company's capital; maximum price for acquisition - BGN 5.50 per share; The General Meeting empowers the Board of Directors of the company to determine all other parameters of the acquisition and to carry out the necessary factual and legal actions for the implementation of the decision of the General Meeting of Shareholders.*

7. 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.**

In the period and per the regulations of art. 223a of the CA no additional items have been included for consideration by the General Meeting and no additional draft decisions on the announced agenda items have been made, therefore and in connection with the provision of art. 118, par. 4 of POSA there will be voting only on draft decisions contained in the invitation to today's Extraordinary General Meeting of Shareholders of Sopharma AD.

The shareholders registered for participation in the Extraordinary General Meeting on 23.02.2018 are entitled, subject to the requirements of the law, to make substantive proposals for decisions on any issue included on the agenda until the debate on this issue is terminated and before the vote of a decision on it by the General Meeting.

During the General Meeting, the shareholders of the company have the right to ask questions on all items of the agenda, as well as questions about the economic and financial situation and the commercial activity of the company, whether these are related to the agenda.

The published agenda includes issues in respect of which there are special requirements of the majority law for making decisions on them by the General Meeting as follows:

Pursuant to Art.262p, para 3 of the Commerce Act, the Resolution on the transformation of a public limited company shall be taken by the General Meeting of Shareholders by a majority of 3/4 of the represented voting shares - this shall be the decision under item 1 of the agenda.

Pursuant to Art. 19, para 1 of the Articles of Association of the Company, the Decision for amendments to the Articles of Association is taken by the General Meeting of Shareholders by a majority of 2/3 of the voting shares represented - this refers to the decision under item five of the agenda.

The materials related to the items of the announced agenda of the General Meeting are at the disposal of the shareholders from the time of the announcement of the invitation in the Commercial Register to the Registry Agency and are also available in the hall where the General Meeting is held. In electronic form, the materials for the General Meeting are also available on the company's official website, including at the time of the Extraordinary General Meeting of Shareholders.

II. DEBATES AND DECISIONS ON THE AGENDA ITEMS

On item 1 of the agenda:

Taking a decision for transformation through merger of Unipharm AD into Sopharma AD.

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

Draft decision: *GMS transforms Sopharma AD by merging Unipharm AD into it. As a result of the merger, the entire property of Unipharm AD will be transferred to Sopharma AD under the conditions of general succession.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and submitted to the vote the proposal of the Board of Directors, reminding that on the grounds of art. 622p, para 3 of the Commerce Act, the resolution for the transformation of a public limited company is taken by the General Meeting of Shareholders by a majority of 3/4 of the shares represented with voting rights.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	84 203 069	97.68%	none		2 001 785	2.32%
- of them through a representative	44 351 550	51.45%	32.90%	42 349 765	49.13%			2 001 785	2.32%

Under these results the GM took the following decision: *GMS transforms Sopharma AD by merging Unipharm AD into it. As a result of the merger, the entire property of Unipharm AD will be transferred to Sopharma AD under the conditions of general succession.*

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 2 of the agenda:

Approval of the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 14.09.2017 and of Additional Agreement No1 of 08.11.2017 to it.

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

Draft decision: *The GMS approves the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 14.09.2017, Additional Agreement No. 1 of 08.11.2017 to it (the "Contract for transformation through merger").*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and voted the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the shares represented by the company's capital.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	84 203 069	97.68%	none		2 001 785	2.32%
- of them through a representative	44 351 550	51.45%	32.90%	42 349 765	49.13%			2 001 785	2.32%

Under these results the GM took the following decision: The GMS approves the Contract for transformation through merger of Unipharm AD into Sopharma AD, concluded on 14.09.2017, Additional Agreement No. 1 of 08.11.2017 to it (the "Contract for transformation through merger").

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 3 of the agenda:

Approval of the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD.

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

Draft decision: *The GMS approves the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and voted the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the shares represented by the company's capital.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	84 203 069	97.68%	none		2 001 785	2.32%
- of them through a representative	44 351 550	51.45%	32.90%	42 349 765	49.13%			2 001 785	2.32%

Under these results the EGM took the following decision: The GMS approves the Report of the Board of Directors of Sopharma AD to the shareholders of the company regarding the transformation through merger of Unipharm AD into Sopharma AD.

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 4 of the agenda:

Approval of the Auditor's Report under Art. 262m of the CA on the transformation through merger of Unipharm AD into Sopharma AD.

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

Draft decision: *The GMS approves the Auditor's Report under Art. 262m of the CA on the transformation through merger of Unipharm AD into Sopharma AD.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and voted the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the shares represented by the company's capital.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	84 203 069	97.68%	none		2 001 785	2.32%
- of them through a representative	44 351 550	51.45%	32.90%	42 349 765	49.13%			2 001 785	2.32%

Under these results the GM took the following decision: The GMS approves the Auditor's Report under Art. 262m of the CA on the transformation through merger of Unipharm AD into Sopharma AD.

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 5 of the agenda:

Approval of changes in the Company's Articles of Association.

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

Draft decision: *The GMS approves changes in the Company's Articles of Association according to a proposal of the Board of Directors, included in the materials for the EGMS, as follows: In Art. 30 of the Articles of association a new fifth paragraph is created with the following text:*

/5/ /New, resolution of the GM dated 23.02.2018/ The Company may pay an interim dividend on the basis of a 6-month financial statement under the terms of Article 115c of the Public Offering of Securities Act and with the corresponding application of Article 247a of the Commerce Act and the provisions of the Articles of Association. The right to distribute a dividend on the basis of a 6-month financial statement is extinguished upon deletion of the Company from the register of public companies held with the Financial Supervision Commission.

The previous paragraphs 5 and 6 become para. 6 and 7 and are amended as follows:

/6/ Previous para 5, /Amended by resolution of the GM dated 23.02.2018/, The right to receive a dividend shall be entitled to the persons entered in the registers of the Central Depository as such with a right to dividend on the 14th day after the date of the General Meeting at which the annual and 6-month financial statements have been adopted and the decision for the distribution of the profit was taken.

/7/ Previous para 6, /Amended by resolution of the GM dated 23.02.2018/, The Company is obliged to pay out the voted dividend to the shareholders within 60 days of the holding of the General Meeting. The payment of the dividend is made with the assistance of the Central Depository by a financial institution defined by the Company.

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and voted the proposal of the Board of Directors by reminding that on the grounds of Art. 19, para 1 of the Articles of Association of the Company, the Decision for amendments to the Articles of Association is taken by the General Meeting of Shareholders by a majority of 2/3 the voting shares submitted.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	86 204 854	100%	none		none	
- of them through a representative	44 351 550	51.45%	32.90%	44 351 550	51.45%				

Under these results the GM took the following decision: The GMS approves changes in the Company's Articles of Association according to a proposal of the Board of Directors, included in the materials for the EGMS.

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 6 of the agenda:

Taking a decision for acquisition of own shares.

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

Draft decision: The General Meeting of Shareholders, on the grounds of Art.187b of the Commercial Law and Art.111, para 5 of POSA, approves a resolution for the acquisition of own shares from the capital of the Company under the following conditions: up to 10% of the total number of shares issued by the company, but not more than 3% in each calendar year; term of the acquisition - no longer than 5 (five) years; minimum price for acquisition - not less than the nominal value per share of the company's capital; maximum price for acquisition - BGN 5.50 per share; The General Meeting empowers the Board of Directors of the company to determine all other parameters of the acquisition and to carry out the necessary factual and legal actions for the implementation of the decision of the General Meeting of Shareholders.

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 3 of the Public Offering of Securities Act.

The Chairman announced the end of the deliberations and voted the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the shares represented by the company's capital.

Voting results:

	Real Votes			VOTED "FOR":		VOTED "AGAINST":		VOTED "ABSTAINED":	
	number	% of the represented capital	% of the registered capital	number	% of the represented capital	number	% of the represented capital	number	% of the represented capital
Total	86 204 854	100%	63.95%	84 203 069	97.68%	none		2 001 785	2.32%
- of them through a representative	44 351 550	51.45%	32.90%	42 349 765	49.13%			2 001 785	2.32%

Under these results the EGM took the following decision: The General Meeting of Shareholders, on the grounds of Art.187b of the Commercial Law and Art.111, para 5 of POSA, approves a resolution for the acquisition of own shares from the capital of the Company under the following conditions: up to 10% of the total number of shares issued by the company, but not more than 3% in each calendar year; term of the acquisition - no longer than 5 (five) years; minimum price for acquisition - not less than the nominal value per share of the company's capital; maximum price for acquisition - BGN 5.50 per share; The General Meeting empowers the Board of Directors of the company to determine all other parameters of the acquisition and to carry out the necessary factual and legal actions for the implementation of the decision of the General Meeting of Shareholders.

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 7 of the agenda:

Miscellaneous.

The shareholders asked questions related to the Company, including such related to the ongoing transformation, which were exhaustively answered by the present members of the Board of Directors.

The agenda of the Extraordinary 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 23 February 2018, Sofia.

CHAIRPERSON OF THE EGM

.....
Pelagia Viatcheva

SECRETARY OF THE EGM

.....
Nikolay Georgiev

TELLERS:

- | | |
|-----------------|------------------|
| 1. | 2. |
| Lyubima Dasheva | Lilyana Goranova |
| 3. | |
| Maria Nedkova | |

Sofia
23 February 2018