



# AGRIA GROUP HOLDING JSC

## INFORMATION REGARDING AGRIA GROUP HOLDING AD, VARNA, UNDER APPENDIX No. 11 TO ORDINANCE No. 2

1. Structure of the capital of the Company, including securities which were not admitted to trading on a regulated market in the Republic of Bulgaria or another member state, identifying various classes of shares, the rights and obligations related to each class of shares, and the part of the total capital that each single class constitutes.

The capital of Agria Group Holding AD as at 31 December 2019 is BGN 6,800,000 (six million and eight hundred thousand leva), distributed in 6,800,000 (six million and eight hundred thousand) ordinary, registered, dematerialized, voting shares with par value of BGN 1 (one) each. The subscribed capital of the Company has been fully paid in and has been entered into the Commercial Register of the Registry Agency.

The shares in the Company are ordinary, registered, dematerialized, freely transferable conferring the right to 1 (one) vote in the General Meeting of Shareholders, they confer the same rights to their holders and are of one class.

Every share confers the right to one vote in the General Meeting of Shareholders in the Company, right to dividend in the distribution of the profit and right to a liquidation share in the event of winding up the Company and liquidation of its property in proportion to its nominal value and the ratio of the share to the overall capital.

The shares of the Company are listed on the Main Market Standard Equities Segment of the Bulgarian Stock Exchange-Sofia AD. The stock exchange ticker symbol attached is A72.

2. Restrictions with respect to transfer of securities, such as restrictions on the holding of securities or a requirement for the approval of the Company or of another shareholder.

The transfer of shares in Agria Group Holding AD is carried out freely in accordance with the will of their holders without limitations or conditions and in keeping with the requirements for the terms and procedure for transactions in dematerialized securities provided for in the existing legislation. No approval by the Company or by another shareholder is required for the acquisition and holding of shares from the capital of Agria Group Holding AD.

3. Information concerning the direct and indirect holding of 5 per cent or more of the voting rights in the General Meeting of the company, including details about the shareholders, the extent of their shareholding and the way the shares are held.

As at 31 December 2019 the following shareholders hold shares in the capital of Agria Group Holding AD, representing 5 per cent or more of the votes in the General Meeting of Shareholders:

### Shareholding structure of Agria Group Holding AD as at 31 December 2019

Name of the shareholder	Number of shares/votes in the GM held	Percentage of capital
Emra EOOD, Varna	2 795 500	41.11% of the capital
Komers EOOD, Targovishte	1 764 143	25.94 % of the capital
Svetlomir Iliev Todorov	684 992	10.07% of the capital
Universal Pension Fund "Doverie", Sofia	341 582	5.02% of the capital
Other legal entities and natural persons	1 213 783	17.85% of the capital

4. Details about the shareholders enjoying special control rights and description of those rights.



The Company has no shareholders enjoying special control rights.

5. The control system with respect to exercise of voting rights in the cases when employees of the Company are also its shareholders and when they are not the ones directly exercising the control.

The Company has no control system with respect to exercise of voting rights in the cases when employees of the Company are also its shareholders and when they are not the ones directly exercising the control. Every employee who is also a shareholder votes freely according to his or her will and at his or her own discretion.

6. Restrictions on the voting rights such as restrictions on the voting rights of shareholders holding certain percentage or number of votes, deadline for the exercise of voting rights or systems where with the Company's cooperation the financial rights related to the shares are separated from the holding of the shares.

There are no restrictions on the voting rights of shareholders in the Company, regardless of the number of shares they hold, or restrictions related to a deadline for the exercise of voting rights or with systems where with the Company's cooperation the financial rights related to the shares are separated from the holding of the shares.

The General Meeting includes all shareholders holding shares in the Company. They take part in the General Meeting in person or via a proxy, authorized with a power of attorney which is explicit, certified by a notary public, and compliant with the requirements of POSA. The right to vote in the General Meeting is exercised by the persons entered into the Shareholders Book kept by Central Depository AD as shareholders of the Company 14 (fourteen) days before the date of the General Meeting.

7. Agreements between the shareholders which are known to the Company and which can lead to restrictions regarding transfer of shares or the right to vote.

The Company is not aware of agreements between shareholders which can lead to restrictions regarding transfer of shares or the right to vote.

8. Provisions concerning appointment and dismissal of members of the management bodies of the Company and concerning amending and supplementing the Articles of Association.

Agria Group Holding AD is a joint stock company with a single-tier management system, in which the management, representative and supervisory functions are performed by the Board of Directors. The members of the Board of Directors are appointed and dismissed by the General Meeting of Shareholders, in accordance with the law and the Articles of Association of the Company.

The Articles of Association of Agria Group Holding AD are amended by the General Meeting of Shareholders in accordance with the law and the Article of Association of the Company.

9. The powers of the management bodies of the Company, including the authority to decide on issuing and repurchasing of shares of the Company.

The Board of Directors resolves all issues which do not fall within the exclusive competence of the General Meeting in observance of the Articles of Association, the existing legislation and the decisions of the General Meeting. In accordance with the Articles of Association, the Board of Directors:

1. Adopts rules for its work;
2. Determines the structure and staff positions of the Company;
3. Determines the procedure for appointment and release of staff;
4. Adopts rules for the organization and activities of the individual structures of the Company;
5. Takes decisions to acquire, close down, transfer enterprises or significant parts of them;
6. Takes decisions about material changes in the activities of the Company;
7. Takes decisions about material organizational changes;



8. Takes decisions about long-term cooperation of material importance to the Company and about the termination of such cooperation;
9. Takes decisions to open or close branches;
10. Takes decisions related to the management of the shareholdings of the Company in its subsidiaries and determines the management policy which the Company will pursue in the General Meetings and management bodies of its subsidiaries;
11. Takes decisions about all fundamental commercial and financial issues related to the Company outside those which fall within the competence of the General Meeting;
12. Draws up the annual financial statements and annual report about the activities of the Company and submits them to the General Meeting to be adopted after they have been inspected by the chosen certified public accountants;
13. Takes decisions to increase the capital of the Company until it reaches a total nominal amount of BGN 50,000,000 (fifty million) in the course of five years as of the entry of these Articles of Association into the Commercial Register;
14. Takes a decision for the Company to issue bonds up to a total nominal amount of BGN 50,000,000 (fifty million) in the course of five years as of the entry of the Articles of Association into the Commercial Register;
15. Takes decisions about preliminary approval of transactions of the Company with the participation of interested parties within the meaning of the POSA outside those under Article 114 (1) of the POSA.
16. Adopts resolutions on the redemption of the Company's own shares under the terms of the Commerce Act and POSA and in compliance with the provisions of Article 15 of the Articles of Association.

The Board of Directors has the authority to adopt resolutions on the increase of the capital of the Company and the issue of bonds.

The Board of Directors has the authority to adopt resolution on the redemption of the Company's shares. The Board of Directors' redemption resolution shall specify the maximum amount of shares, subject to redemption, the terms and procedure under which the Board of Directors shall carry out the redemption within a specified period of no longer than 5 (five) years, the minimum and maximum amount of the purchase price, and the investment intermediary to the redemption.

The Board of Directors reports its activities to the General Meeting.

10. Substantial contracts entered into by the Company which give rise to action, undergo changes or are terminated due to a change in control of the Company when having a mandatory tender offering, and the consequences of those, except in the cases when disclosure of such information may cause serious damage to the Company; the exception provided for in the preceding sentence does not apply when the company is obligated to disclose the information by virtue of the law.

The Company has not entered into material contracts which give rise to action, undergo changes or are terminated due to a change in control of the Company when having a mandatory tender offering.

11. Agreements between the Company and its management bodies or employees for severance payment in case of resignation or unlawful dismissal or in case of termination of labour contracts for reasons related to tender offering.

There are no agreements between the Company and its management bodies or employees for severance payment in case of resignation or unlawful dismissal or in case of termination of labour contracts for reasons related to tender offering.

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For Agria Group Holding AD  
Emil Raykov – BoD Chairman and Executive Director

