

***WRITTEN MATERIALS UNDER THE  
AGENDA FOR THE REGULAR  
ATTENDANCE SESSION OF THE  
GENERAL ASSEMBLY OF  
SHAREHOLDERS  
OF  
MONBAT PLC, SOFIA***

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**Sofia**

<b>AGENDA</b>	<b>DRAFT RESOLUTION</b>
<p><b>1.</b> Approving the Annual Report of the Management Board on the company's activities for the year 2011</p>	<p>The Management Board of MONBAT Plc, Sofia, having discussed on its session the Annual Report of the Management Board on the company's activities for the year 2011 suggests to the General Assembly of the Shareholders to take the following decision under p.1 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the Annual Report of the Management Board on the company's activities for the year 2011.</p>
<p><b>2.</b> Approving the Annual Consolidated Report of the Management Board on the company's activities for the year 2011;</p>	<p>The Management Board of MONBAT Plc, Sofia, having discussed on its session the Annual Consolidated Report of the Management Board on the company's activities for the year 2011; suggests to the General Assembly of the Shareholders to take the following decision under p.2 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the Annual Consolidated Report of the Management Board on the company's activities for the year 2011.</p>
<p><b>3.</b> Approving the Audited Annual Financial Report of the company for the year 2011 and the Report of the certified auditor;</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under p.3 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the Audited Annual Financial Report of the company for the year 2011 and the Report of the certified auditor.</p>
<p><b>4.</b> Approving the Audited Consolidated Annual Financial Report of the company for the year 2011 and the Report of the certified auditor.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under p.4 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the Audited Consolidated Annual Financial Report of the company for the year 2011 and the Report of the certified auditor</p>
<p><b>5.</b> Adopting a decision for distribution of the company's profit generated in 2011.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision</p>

	<p>under item 5 of the agenda</p> <p><b>Draft Resolution:</b> The General Assembly of Shareholders adopts a decision for distribution of the company's profit generated in 2011 in accordance with the proposals made by shareholders at the GAS.</p>
<p><b>6.</b> Adopting a decision to release from responsibility the members of the Management Board and the Supervisory Board for their activities during 2011.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 6 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders releases from responsibility the members of the Management Board and the Supervisory Board for their activities during 2011.</p>
<p><b>7.</b> Approving the Annual Report on the activities of the Investor Relations Director of MONBAT Plc for the year 2011.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 7 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the presented Report on the activities of the Investor Relations Director of MONBAT Plc for the year 2011.</p>
<p><b>8.</b> Approving the Report on the activities of the audit committee for the year 2011.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 8 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves the presented Report on the activities of the audit committee of MONBAT Plc for the year 2011.</p>
<p><b>9.</b> Adopting a decision for electing an audit committee of the company.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 9 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders elects and audit committee with the following members: Milen Marinov – Chairperson of the audit committee; Krasimir Ivanov – member of the audit committee.</p>
<p><b>10.</b> Setting up the mandate of the audit committee and the amount of the remuneration of its members.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 10 of the agenda:</p>

	<p>Draft Resolution: The General Assembly of Shareholders sets up one-year mandate of the audit committee and the amount of the remuneration of its members, as follows: for a participation in each session of the audit committee its members shall receive a remuneration to the amount of BGN 100.</p>
<p>11. Election of a certified auditor for the year 2012.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item11 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders approves a decision for election of a certified auditor for the year 2012 in accordance with the suggestion of the audit committee.</p>
<p>12. Setting additional remuneration to the members of the Management Board and the Supervisory Board for 2011.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item12 of the agenda:</p> <p>Draft Resolution: The General Assembly of Shareholders authorizes the newly elected Board of Directors of the Company, following its establishment, to set additional remuneration for 2011 to the members of the Management and the Supervisory Boards of Monbat Plc in the total amount of up to BGN 250 000 (two hundred and fifty thousand) levs for each of the Boards, as well as to distribute the additional remunerations among the members of the Boards within the range of the voted amount.</p>
<p>13. Adopting a decision for changing the management system of the company.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item13 of the agenda:</p> <p><b>Draft Resolution:</b> The General Assembly of Shareholders adopts a decision for a change in the management system of the company, namely turning form a two-tier to one-tier management system. The company will be managed by a Board of Directors consisting of 9 members</p>
<p>14. Adopting a decision for election of members of the Board of Directors and setting their mandate.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item14 of the agenda:</p>

	<p><b>Draft Resolution:</b> The General Assembly of Shareholders adopts a decision for election of members of the Board of Directors, namely Atanas Bobokov, Ivan Karageorgiev, Petar Petrov, Plamen Bobokov, Stoyan Stalev, Alexander Chaushev, Nikolay Trenchev, Kamen Zahariev and Florian Huth and sets a 5-year mandate.</p>
<p>15. Adopting a decision for setting the remuneration of the members of the Board of Directors.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 15 of the agenda:  <b>Draft Resolution: The General Assembly sets a net monthly remuneration to the members of the Board of Directors in the amount of BGN 2 000.</b></p>
<p>16. Adopting new Articles of Association of the company.</p>	<p>The Management Board of MONBAT Plc, Sofia suggests to the General Assembly of the Shareholders to take the following decision under item 16 of the agenda:  <b>Draft Resolution:</b> The General Assembly adopts new Articles of Association of the company.</p>

Chairman of the Management Board:  
Atanas Bobokov