



Translation from Bulgarian

MINUTES

OF REGULAR ANNUAL SESSION OF THE GENERAL MEETING OF SHAREHOLDERS OF ADVANCE TERRAFUND REIT HELD AT 11:00 H. ON 07.07.2009 AT 1 ZLATOVRAH STREET, SOFIA

Today, on 07.07.2009, at 11:10 h., Mr. Borislav Vitanov – President of the Board of Directors of ADVANCE TERRAFUND REIT opened the second regular annual session of the General Meeting of Shareholders of the Company and announced the number of presented shares at 11.05 h. as per the list of the shareholders recorded for participation in the General Meeting of Shareholders to the present shareholders or their representatives. Mr. Vitanov ascertained the following as to the regularity and legitimacy of the convocation of the session of the General Meeting of Shareholders and the present quorum for session holding:

- 1) This new (second) session of the General Meeting of Shareholders has been duly convoked in compliance with the requirements of the Law on Commerce, the Law on Public Offering of Securities and the Bylaws of the Company and a number of 26 391 955 voting shares out of the total number of 85 110 091 voting shares, representing 31.01% of the share capital of ADVANCE TERRAFUND REIT, is presented at 11.05 h. on 07.07.2009 at the session holding place. In compliance with Article 227, Paragraph 3 of the Law on Commerce and the Bylaws of the Company, this second session of the General Meeting of Shareholders is legitimate in terms of the present quorum and the General Meeting of Shareholders may proceed and make valid decisions on the agenda items.
- 2) The session of the General Meeting of Shareholders is attended by three proxies representing seven shareholders of the Company.
- 3) The session of the General Meeting of Shareholders is attended by three members of the Board of Directors of the Company – Mr. Borislav Vitanov, Mr. Radoslav Manolov and Mr. Nencho Penev.

Mr. Borislav Vitanov made the following proposals on the proceedings of the second session of the General Meeting of Shareholders:

- Election of Mr. Borislav Vitanov as Chairperson of the session;
- Election of Mr. Ventseslav Petrov as Secretary of the session;
- Election of Mr. Atanas Dimitrov and Lawyer Nencho Penev as Tellers.

As there were no other proposals on the session proceedings, Mr. Borislav Vitanov made a proposal on unblock voting on the presented nominations:

- 1) **PROPOSAL:** *Approval of the proposal on unblock voting.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the proposal on unblock voting on the presented nominations.

2) **PROPOSAL:** *Approval of the presented nominations for Chairperson, Secretary and Tellers of the session.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the presented nominations for Chairperson, Secretary and Tellers of the session.

3) **PROPOSAL:** *The Chairperson of the session of the General Meeting of Shareholders made a proposal on admission of Mrs. Zornitsa Yorgova Viktorova and Mr. Nikolay Angelov Martinov to attendance to the session.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the admission of Mrs. Zornitsa Yorgova Viktorova and Mr. Nikolay Angelov Martinov to attendance to the session.

The Chairperson of the session of the General Meeting of Shareholders gave effect to the discussion and voting on the announced and approved agenda items as follows:

Under Item 1:

The Activity Report of the Company for 2008 was presented to all shareholders. The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 1, i. e. approval of the Activity Report of the Company for 2008, to the General Meeting of Shareholders.

PROPOSAL: *The General Meeting of Shareholders approves the Activity Report of the Company for 2008.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the Activity Report of the Company for 2008.

Under Item 2:

The Registered Auditor's Report on the certified Annual Financial Statements of the Company for 2008 was presented to all shareholders. None of the shareholders had questions as to the Registered Auditor's Report.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 2, i. e. approval of the Registered Auditor's Report on the certified Annual Financial Statements for 2008, to the General Meeting of Shareholders.

***PROPOSAL:** The General Meeting of Shareholders approves the Registered Auditor's Report on the certified Annual Financial Statements for 2008.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the Registered Auditor's Report on the certified Annual Financial Statements for 2008.

Under Item 3:

The certified Annual Financial Statements of the Company for 2008 were presented to all shareholders. The 2008 profit of the Company is subject to no distribution in compliance with the requirements of Article 10, Paragraph 3 of the Law on Special Investment Purpose Vehicles.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 3, i. e. approval of the certified Annual Financial Statements for 2008, to the General Meeting of Shareholders.

***PROPOSAL:** The General Meeting of Shareholders approves the certified Annual Financial Statements for 2008 and decides on no profit distribution (dividend payment) as the 2008 net financial result of the Company is subject to no distribution.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the certified Annual Financial Statements of the Company for 2008 and DECIDES on no profit distribution (dividend payment).

Under Item 4:

The Chairperson of the session presented the Proposal of the Board of Directors on appointment of Deloitte Audit OOD as Auditor of the Annual Financial Statements of the

Company for 2009. Deloitte Audit OOD – Bulgaria is a member of Deloitte Touche Tohmatsu International Auditing and Consultancy Group. No other proposals on Agenda Item 4 were made.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 4, i. e. approval of the appointment of Deloitte Audit OOD as Auditor of the Annual Financial Statements of the Company for 2009, to the General Meeting of Shareholders.

***PROPOSAL:** The General Meeting of Shareholders appoints Deloitte Audit OOD, the registered auditor proposed by the Board of Directors, as Auditor of the Annual Financial Statements of the Company for 2009.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPOINTS Deloitte Audit OOD, the registered auditor proposed by the Board of Directors, as Auditor of the Annual Financial Statements of the Company for 2009.

Under Item 5:

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 5, i. e. exemption of the members of the Board of Directors from liability for their activities in 2008, to the General Meeting of Shareholders.

***PROPOSAL:** The General Meeting of Shareholders exempts the members of the Board of Directors of the Company from liability for their activities in 2008.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It EXEMPTS the members of the Board of Directors of the Company from liability for their activities in 2008.

Under Item 6:

The Activity Report of the Audit Committee for 2008 was presented to all shareholders. None of the shareholders had questions as to the Activity Report of the Audit Committee.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 6, i. e. approval of the Activity Report of the Audit Committee for 2008, to the General Meeting of Shareholders.

***PROPOSAL:** The General Meeting of Shareholders approves the Activity Report of the Audit Committee for 2008.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the Activity Report of the Audit Committee for 2008.

Under Item 7:

The Chairperson of the session made a proposal on voting on performance of the functions of the Audit Committee by the Board of Directors of the Company until the next regular annual session of the General Meeting of Shareholders to the General Meeting of Shareholders. This proposal was made in compliance with Article 40g, Paragraph 1 of the Law on Independent Financial Audit as the Board of Directors of the Company and the present shareholders were not able to nominate a person having proper qualification and experience and meeting the requirements of the Law on Independent Financial Audit.

PROPOSAL: The General Meeting of Shareholders approves performance of the functions of the Audit Committee by the Board of Directors of the Company until the next regular annual session of the General Meeting of Shareholders.

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 089 393 shares (98.85% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: 302 562

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES performance of the functions of the Audit Committee by the Board of Directors of the Company until the next regular annual session of the General Meeting of Shareholders.

Under Item 8:

Proposals on a decision on Agenda Item 8 on change in the address of management and amendments to the Bylaws of the Company by the Board of Directors were presented to all shareholders.

A proposal on amendment to the Bylaws of the Company, cancelling the requirement for certification of the power of attorney of a shareholder for representation in the General Meeting of Shareholders by notary public was made by the representative of the shareholder UBB PREMIUM SHARES Contractual Fund. Voting on this proposal was not proposed to the General Meeting of Shareholders as it was not made within the time limit under Article 223a of the Law on Commerce in the opinion of the Management.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 8, i. e. approval of the proposals on change in the address of management and amendments to the Bylaws of the Company by the Board of Directors, to the General Meeting of Shareholders.

PROPOSAL: *The General Meeting of Shareholders approves the proposals on change in the address of management and amendments to the Bylaws of the Company by the Board of Directors.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the following amendments to the Bylaws of the Company:

1. Changing the text of Article 6, Paragraph 1 as follows:

Article 6. /1/ The COMPANY shall have its seat in Sofia and its address of management at 1 Zlatovrah Street, Lozenets Region, Metropolitan Municipality.

2. Changing the text of Article 34, Paragraph 2 as follows:

/2/ The convocation shall be made by an invitation submitted to the Commercial Register and announced as provided for in Article 100, Paragraphs 1 and 3 of the Law on Public Offering of Securities. An invitation shall have contents as required by the effective legislation.

3. Changing the text of Article 34, Paragraph 3 as follows:

/3/ The period as of the invitation announcement until the opening of the session of the General Meeting shall be at least 30 days.

4. REPEAL of Article 34, Paragraph 4, reading as follows:

/4/ Within the period under the preceding paragraph, the invitation shall be published in one national daily as well. It shall be sent to the Deputy Chairperson heading the Investment Supervision Division of the Financial Supervision Commission, the Central Depository and the regulated market in which the shares of the COMPANY are traded within and in compliance with the statutory time limits and procedure.

5. Changing the text of Article 36, Paragraph 1 as follows:

Right to information

Article 36. /1/ The invitation under Article 115, Paragraph 2 of the Law on Public Offering of Securities, accompanied by the materials under Article 224 of the Law on Commerce relating to the session of the General Meeting of Shareholders, shall be sent to the Commission within the time limit under Article 115, Paragraph 4 of the Law on Public Offering of Securities and published at the website of the Company during the period as of its announcement under Article 115, Paragraph 4 of the Law on Public Offering of Securities till closure of the session of the General Meeting.

6. Changing the text of Article 55, Paragraph 1 as follows:

Rules on determination of the remunerations of the members of the Board of Directors

Article 55. /1/ The current amounts of the annual remunerations of all members of the Board of Directors may not exceed 0.20% (twenty per cent) of the registered capital of the Company as at 31.12 (thirty-first day of December) of the year preceding the year of holding of the session at which the General Meeting of Shareholders determines the remunerations of the

members of the Board of Directors.

Under Item 9:

The Activity Report of the Investor Relations Director for 2008 was presented to all shareholders. None of the shareholders had questions as to the Activity Report of the Investor Relations Director for 2008.

The Chairperson of the session made a proposal on voting on the draft decision on Agenda Item 9, i. e. approval of the Activity Report of the Investor Relations Director for 2008, to the General Meeting of Shareholders.

PROPOSAL: *The General Meeting of Shareholders approves the Activity Report of the Investor Relations Director for 2008.*

VOTING RESULTS:

AFFIRMATIVE VOTES: 26 391 955 shares (100% of the presented capital)

NEGATIVE VOTES: None

ABSTAINING VOTES: None

DECISION OF THE GENERAL MEETING OF SHAREHOLDERS: It APPROVES the Activity Report of the Investor Relations Director for 2008.

Under Item 10:

The shareholders were given time to ask the Board of Directors of the Company questions. All raised questions were answered thoroughly and in detail by Mr. Radoslav Manolov – Executive Director and Mr. Borislav Vitanov – President of the Board of Directors in compliance with the statutory requirements.

Following discussion of and deciding on all agenda items, the Chairperson of the session closed the session at 12:00 h.

CHAIRPERSON: Signature
/Mr. Borislav Vitanov/

SECRETARY: Signature
/Mr. Ventseslav Petrov/

TELLERS:

Signature
/Mr. Atanas Dimitrov/

Signature
/Lawyer Nencho Penev/

I, the undersigned Hristo Paulinov Chorbadzhiyski, attest the truth of the translation carried out by me from Bulgarian language to English language, of the enclosed document. The translation consists of 7 pages.

Translator:
Hristo Paulinov Chorbadzhiyski



