

## INVITATION

### To the regular session of the General Assembly of the shareholders of Advance Terrafund REIT

Pursuant to Article 223, par. 1 of the Commerce Act, the Board of Directors calls a regular General Assembly of the shareholders of Advance Terrafund REIT which is to be held on 31 May 2011 at 12.00 p.m. at the seat of the company in the city of Sofia, address 1 Zlatovruh Str., with the following agenda and proposals for decisions:

**1. Report on the activities of the company for 2010; draft decision** – the GA adopts the report on the activities of the company for 2010.

**2. Acceptance of the Certified Accountant's Report on the certified annual financial statements for 2010; draft decision** – the GA adopts the Certified Accountant's Report on the annual financial statements for 2010.

**3. Approval of the certified financial statements for 2010 and making a decision for payment of dividends; draft decision** – the GA approves the certified financial statements for 2010 and adopts the proposal of the Board of Directors for 91.42% of the profit for financial year 2010 determined at BGN 4,468,690.52 following the procedure set out in article 10, paragraph 3 of the Law on the Special Investment Purpose Companies to be distributed as dividends in compliance with the requirements of article 247a of the Commerce Act, determining a gross dividend of BGN 0.048 per one share of the capital of the company.

**4. Appointing a Certified Accountant /registered auditor/ for certification of the annual financial statements for 2011; draft decision** – the GA appoints the proposed by the Board of Directors at the recommendation of the Audit Committee certified accountant – registered auditor Deloitte Audit OOD, part of the international audit and consultancy group Deloitte Touche Tohmatsu, to attest the annual financial report of the Company for 2011.

**5. Releasing from liability the members of the Board of Directors for their activities in 2010; draft decision** – the GA releases the members of the Board of Directors from liability for their activity in 2010.

**6. Accepting the report of the Audit Committee on its activities in 2010; draft decision** - GA accepts the report of the Audit Committee on its activities in 2010;

**7. Report of the Investor Relations Director on his/her activities; draft decision** – GA accepts the report of the Investor Relations Director;

#### 8. Miscellaneous

All shareholders of the company are invited to take part personally or through a proxy.

The written materials for the Assembly on the agenda are at the disposal of the shareholders in the city of Sofia, 1 Zlatovruh Str., each working day from 9:30 a.m. to 5:30 p.m. The invitation, together with the written materials on the items of the agenda, is published at the web page of Advance Terrafund REIT – [www.advanceterrafund.bg](http://www.advanceterrafund.bg) for the time from the announcement of the invitation in the Trade Register to the closure of the General Assembly.

Persons holding together or separately at least 5% of the capital of Advance Terrafund REIT may request the addition of issues and propose decision on already added issues in the agenda of the General Assembly following the procedure outlined in Article 223a of the Commerce Act. No later than 15 days prior to the opening of the General Assembly these shareholders submit the issues to be added to the agenda and the decision proposals to be announced in the Trade Register. With their announcement in the Trade Register the issues are considered added to the proposed agenda. No later than the following working day after the announcement the shareholders submit the list of issues, decision proposals and written materials to the seat and management address of the company and to the Financial Supervision Commission.

During the General Assembly the shareholders of the company have the right to raise questions to all items of the agenda and questions regarding the economic and financial state and commercial activities of the company, regardless of whether the latter are related to the agenda.

The registration of the shareholders will be made on the day of the General Assembly from 11:30 a.m. to 12:00 p.m.

For registration and participation in the General Assembly of the shareholders the natural persons – shareholders have to present an identification document. The legal persons – shareholders present the original of a current certificate for commercial registration and an identification document of the lawful representative.

Rules for voting by proxy: in case of representation of a shareholder in the General Assembly pursuant to the provisions of Article 38, par. 2 of the Articles of Association of the company, it is necessary to present an explicit notarized power of attorney for the specific assembly with the contents under Article 116, par. 1 of the Law on the Public Offering of Securities. In the cases when the legal person is not represented by its lawful representative the proxy presents an identification document, the original of a current certificate for commercial registration of the respective company – shareholder and an explicit notarized power of attorney for the specific Assembly with the contents under Article 116, par. 1 of the Law on the Public Offering of Securities.

In case of representation of a shareholder of the company by a legal person – proxy, apart from an identification document of the proxy company's representative, the proxy also presents an original of the current certificate for commercial registration of the respective proxy company and an explicit notarized power of attorney for the specific Assembly with the contents under Article 116, par. 1 of the Law on the Public Offering of Securities.

Pursuant to Article 116, par. 4 of the Law on the Public Offering of Securities re-authorization with the rights granted to the proxy in accordance with the power of attorney is null and void, as well as power of attorneys granted in violation of the provision of Article 116, par. 1 the Law on the Public Offering of Securities.

The certificate for commercial registration and the power of attorney for representation at the General Assembly of the shareholders issued in a foreign language should be accompanied by a legalized translation into the Bulgarian language in compliance with the requirements of the existing legislation. In case of discrepancies between the texts, the data in the Bulgarian translation shall be adopted as correct.

The Board of Directors of Advance Terrafund REIT – the city of Sofia submits a template for a written power of attorney in hard and soft copies together with the materials for the General Assembly. The template of the power of attorney will also be available at the web page of the company: [www.advanceterrafund.bg](http://www.advanceterrafund.bg).

Advance Terrafund REIT will receive and accept as valid notifications and power of attorneys electronically at the following e-mail: [atera@karoll.bg](mailto:atera@karoll.bg) with the electronic messages signed with a universal electronic signature (UES) by the principal and with enclosed electronic document (electronic copy) of the power of attorney which should also be signed with a universal electronic signature (UES) by the principal.

Voting through correspondence and electronic means is not acceptable pursuant to the existing Articles of Association of Advance Terrafund REIT.

The Board of Directors of Advance Terrafund REIT advises that the total number of shares and voting rights of the shareholders of the company as of the date of the decision of the Board of Directors to convene a General Assembly - 18.04.2011 - is 85,110,091 /eighty-five million, one hundred and ten thousand, ninety-one / ordinary registered dematerialized voting shares with par value of BGN 1 /one/ each. Pursuant to Article 115b, par. 1 of the Law on the Public Offering of Securities the voting right at the General Assembly can be exercised by the persons entered in the registered of Central Depository as shareholders of the company 14 days prior to the date of the General Assembly. The date under the previous sentence for the regular session of the General Assembly of the shareholders of Advance Terrafund REIT Sofia convened on 31.05.2011 is 17.05.2011. Only persons entered as shareholders of the company on this date are entitled to participate and vote at the General Assembly.

In case of lack of quorum on the date announced in this invitation for the convening of the General Assembly of the shareholders, pursuant to Article 227, par. 3 of the Commerce Act, the General Assembly shall be held on 16 June 2011 at 12:00 p.m. at the same place and under the same agenda.

The agenda of the new session cannot include items pursuant to 223a of the Commerce Act.

Yours faithfully,

Radoslav Manolov  
Executive Director  
Advance Terrafund REIT