

INVITATION

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

Pursuant to Article 223, para. 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 9 June 2015 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 2014; draft decision – the GA adopts the report on the activities of the company for 2014.

2. Acceptance of the Certified Accountant's Report on the certified annual financial statements for 2014; draft decision– GA adopts the Certified Accountant's Report on the annual financial statements for 2014.

3. Approval of the certified financial statements for 2014 and making a decision for payment of dividends; draft decision – GA approves the certified financial statements for 2014 and adopts the proposal of the Board of Directors for 99.97% of the profit for financial year 2014 determined following the procedure set out in Article 10, paragraph 3 of the Law on the Special Investment Purpose Companies and in compliance with the requirements of article 247a of the Commerce Act at BGN 25 541 276.31 to be distributed as dividends and sets a gross dividend of BGN 0.30 per share of the capital of the Company.

4. Appointing a Certified Accountant /registered auditor/ for certification of the annual financial statements for 2015; draft decision – GA appoints the proposed by the Board of Directors at the recommendation of the Audit Committee certified accountant – registered auditor Deloitte Audit OOD, to attest the annual financial report of the Company for 2015.

5. Releasing from liability the members of the Board of Directors for their activities in 2014; draft decision – GA releases the members of the Board of Directors from liability for their activity in 2014.

6. Accepting the report of the Audit Committee on its activities in 2014; draft decision
- GA accepts the report of the Audit Committee on its activities in 2014;

7. Report of the Investor Relations Director on his activities in 2014; draft decision – GA accepts the report of the Investor Relations Director;

8. Ratification of a proposal for policy on the remuneration of the members of the management body of the Company, adopted by the Board of Directors, drafted pursuant to the requirements of Regulation No 48 on remuneration requirements. draft decision - GA ratifies the Policy on remunerations of the members of the management body of the Company, adopted by the Board of Directors, drafted pursuant to the requirements of Regulation No 48 on remuneration requirements with the following meaning:

Art.10, para 1 and para 2 to be amended as follows:

"Art. 10. /1/ The Management Contract, respectively the Management Participation Contracts with the members of the Board of Directors shall contain a clause allowing the Company to require the return of variable remuneration paid, determined on the basis of the principles of Section V. Returnable shall be any and all amounts given based on data that later proved false. The decision for the return shall be adopted by the General Assembly of Shareholders of the Company.

/2/ In the event of early termination of a Management Contract, respectively Management Participation Contracts with a member of the Board of Directors, the total amount of compensation due to that person in relation to the early termination, as well as any and all payments in relation to the notice term shall not exceed the amount of annual fixed remunerations paid to the person for a period of two years."

9. Miscellaneous

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

The written materials for the Assembly will be 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 of the Assembly are published at the web page of Advance Terrafund REIT – 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 jointly 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. Not 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. Not 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 a current certificate for commercial registration and an identification document of the legal representative.

Rules for voting through proxy: in case of representation of a shareholder in the General Assembly pursuant to the provisions of Article 38, para. 2 of the Statutes of the company, it is necessary to present an explicit notarized power of attorney for the specific assembly with the contents under Article 116, para. 1 of the Law on the Public Offering of Securities. In the cases when the legal person is not represented by its legal representative the proxy presents an identification document, 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, para. 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, also a 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, para. 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, para. 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 Bulgarian language in compliance with the requirements of the applicable laws. In case of discrepancies between the texts, the data in the Bulgarian translation shall prevail.

The Board of Directors of Advance Terrafund REIT – Sofia submits a template for a written power of attorney in hard and digital 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.

Advance Terrafund REIT will receive and accept as valid notifications and power of attorneys

electronically at the following e-mail: 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 Statutes 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 – 27 April 2015 - is 85,110,091 /eighty-five million one hundred and ten thousand and ninety-one / ordinary registered dematerialized voting shares with par value of BGN 1 /one/ each. Pursuant to Article 115b, para. 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 registers of the 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 9 June 2015 is 26 May 2015. 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, para. 3 of the Commerce Act, the General Assembly shall be held on 24 June 2015 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