

To:
Financial Supervision Commission
Investment Activity Supervision Department
16 Budapest Str.
Sofia

Cc:
Bulgarian Stock Exchange - Sofia AD
6 Tri Ushi Str.
Sofia

CC:
Central Depository AD
6 Tri Ushi Str., floor 4
Sofia

CC:
The Public via Xtri News

17 July 2020

Regarding: Notifications, submission of minutes of the regular annual General Meeting of Shareholders of First Investment Bank AD, held on 15 July 2020

Dear Sirs,

Pursuant to Article 117, Para 2 of the Public Offering of Securities Act (POSA) we hereby submit a copy of the minutes of the regular annual General Meeting of Shareholders of First Investment Bank AD held on 15 July 2020. At the GMS part of the shareholders exercised their voting rights through proxies.

We already notified you that the General Meeting of Shareholders was held and of its resolutions by our letter No. 36-2667/15.07.2020 in accordance with Article 100y, Para. 1 of POSA.

Please forward this notification to the “Investment Intermediaries and Security Markets” Department with the “Investment Activities Supervision Directorate”.

Enclosures:

1. Minutes of the regular annual General Meeting of Shareholders of First Investment Bank AD held on 15 July 2020; list of the shareholders who were present at the meeting

Regards,

(signed)
Nikola Bakalov
Chief Executive Officer

(signed)
Ralitsa Bogoeva
Executive Director

FIRST INVESTMENT BANK AD

MINUTES

of the

ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS

held on 15.07.2020 in the city of Sofia

The General Meeting of Shareholders was held on 15.07.2020 in the city of Sofia, at Sofia Hotel Balkan, Sredets Hall, 5 Sveta Nedelya Sq. The meeting was opened at 11:03 hours.

Before opening of the General Meeting, a registration of the attending shareholders was performed, and a list of the shareholders present prepared. The list of shareholders was signed by every shareholder attending in person, or by proxy.

The following members of the Management Board of First Investment Bank AD (the Bank, the Company) were present at the meeting:

Mr. Nikola Bakalov – Chair of the Management Board and Chief Executive Officer;
Mr. Svetozar Popov – member of the Management Board and Executive Director;
Ms. Ralitsa Bogoeva – member of the Management Board and Executive Director;
Mr. Yanko Karakolev – member of the Management Board Chief Financial Officer.

The following members of the Supervisory Board of First Investment Bank AD were also present at the meeting:

Mr. Evgeni Lukanov – Chair and member of the Supervisory Board;
Mr. Jordan Skortchev – member of the Supervisory Board.

The following persons were also present who are not shareholders:

Ms. Vassilka Stamatova – Director, Investor Relations
Ms. Milena Vassileva – vote counter
Ms. Stanislava Mitkova – vote counter
Ms. Sevdalina Stefanova – vote counter
Ms. Kamelia Koleva – vote counter
Ms. Polina Dolapchieva – vote counter

As well as:

Mr. Nedyalko Apostolov – Manager, BDO Bulgaria OOD
Ms. Tsvetana Stefanina – Manager, BDO Bulgaria OOD
Mr. Atanasios Petropoulos – representative of Mazars OOD
Ms Velislava Nevyanova, Director, Legal Department, Fibank
Mr. Ivaylo Alexandrov, Director, Corporate Communications Department, Fibank
Mr. Hristo Hristov, Corporate Communications Manager, Fibank
Mr. Georgi Trenchev, Chairman of the Audit Committee, Fibank

Mr. Nikola Bakalov welcomed the participants. He introduced himself to the attending shareholders, also introducing the other persons present at the podium: Executive Directors of the Bank, the Chief Financial Officer, and the Investment Relations Director. Then he proposed to verify the quorum by counting the shares of First Investment Bank AD represented at the meeting.

The verification showed that 94,924,246 (ninety-four million nine hundred twenty-four thousand two hundred forty-six) shares were represented, or 86.29% (eighty-six point twenty-nine percent) of the total of 110,000,000 (one hundred and ten million) shares of the company.

It was found that the quorum for holding the meeting required by law and by the Articles of Association was available and the meeting could take legally valid decisions. Mr. Bakalov informed the participants that part of the shareholders would exercise their voting rights by authorized representatives, and that verification of the proxies presented by them for this purpose had been carried out.

Total shares represented – 94,924,246 of the total of 110,000,000 shares of the company

Total shares representing 86.29% of the share capital of the company

Authorized representatives by the proxies presented- total 54 023 721 of the share capital of the company

After that Mr. Bakalov declared the meeting open and gave the floor to Mr. Svetozar Popov.

Mr. Svetozar Popov, in fulfillment of the requirements of the law and the Articles of Association of the Bank, made a procedural proposal for election of bodies of the meeting: a chairman of the meeting, a secretary and vote counters, proposing Mr. Nikola Bakalov, Chief Executive Officer of First Investment Bank AD, to be elected as chairman of the meeting, Ms. Vassilka Stamatova – Director, Investor Relations as secretary, and Ms. Milena Vassileva, Ms. Stanislava Mitkova, Ms. Kamelia Koleva, Ms. Sevdalina Stefanova and Ms. Polina Dolapchieva – as vote counters. The proposal for the election of bodies of the meeting was put to the vote.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 94,924,246

No votes – none

Abstained – none

As a result of the vote, the General Meeting of Shareholders adopted by unanimity of the represented voting shares the following procedural decision: the General Meeting of Shareholders elects Mr. Nikola Bakalov as chairman of the General Meeting of Shareholders, Ms. Vassilka Stamatova as secretary, and Ms. Milena Vassileva, Ms. Stanislava Mitkova, Ms. Kamelia Koleva, Ms. Sevdalina Stefanova and Ms. Polina Dolapchieva – as vote counters.

Mr. Bakalov announced to the attending shareholders that the notice of the meeting and the Agenda proposed by the Management Board, namely:

1. Management Report of First Investment Bank AD for 2019;
2. Report of the registered auditors on the joint audit of the annual financial statements of the Bank for 2019;
3. Approval of the Annual Financial Statements of the Bank for 2019 (consolidated and non-consolidated);
4. Decision for the distribution of the profit of First Investment Bank AD for 2019;
5. Adoption of a resolution not to pay dividends, and not to make any other deductions from the 2020 profit;
6. Relief from responsibility of the members of the Supervisory Board and Management Board of First Investment Bank AD for their activities in 2019;
7. Report of the Investor Relations Director of Fibank for 2019;
8. Report of the Internal Audit Director of Fibank for 2019;
9. Report of the Audit Committee of Fibank for 2019;
10. Appointment of registered auditors for 2020;
11. Re-election of a current member of the Supervisory Board of the Bank for a new term;
12. Re-election of a member of the Audit Committee of the Bank and determination of her term of office;
13. Adoption of resolution determining the amount of managerial bonds to be furnished by members of the Supervisory and Management Board of the Bank;

have been duly disclosed according to the procedure provided by law and by the Articles of Association of the Bank and noted that due to the fact that not all shareholders are present, the proposed Agenda cannot be amended or supplemented, and such a decision cannot be put to the vote.

Before proceeding to consider the items of the Agenda, Mr. Bakalov reminded the attending shareholders that they were entitled to ask questions, except for such ones where the law did not allow for disclosure of data representing bank secrecy or inside information, and asked shareholders to kindly comply with that circumstance when asking questions.

ON ITEM ONE OF THE AGENDA:

Management Report of First Investment Bank AD for 2019

Mr. Nikola Bakalov noted that the activity reports of the Bank for the past 2019 on consolidated and unconsolidated basis had been made available to all shareholders; the reports were part of the written materials for the meeting, and all attendees have had the opportunity to review them in advance. Then Mr. Bakalov gave the floor to Mr. Yanko Karakolev who, in a brief presentation prepared by the Management Board, presented to the attending shareholders the activities of the Bank during the past 2019.

Following the presentation, Mr. Bakalov gave the floor to the shareholders for questions. No questions were raised on the item under consideration, and the chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS approves the consolidated and non-consolidated Management Report of the Bank for 2019.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N :

The GMS approves the consolidated and non-consolidated Management Report of the Bank for 2019.

ON ITEM TWO OF THE AGENDA:

Report of the registered auditors for the performed joint audit of the annual financial statements of the Bank for 2019

The chairman of the meeting proposed to proceed to consideration of item two on the Agenda: the proposal of the Management Board that the General Meeting approves the Report of the registered auditors on the joint audit of the annual financial statements of the Bank for 2019.

Mr. Bakalov gave the floor to shareholders to ask questions. The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS approves the Report of the registered auditors on the joint audit of the annual financial statements of the Bank for 2019.

Results of the vote:

Total shares represented – 94,924,246
Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company
Total number of valid votes cast – 94,924,246
Yes votes – 94,924,246
No votes – none
Abstained – none

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N:

The GMS approves the Report of the registered auditors on the joint audit of the annual financial statements of the Bank for 2019.

ON ITEM THREE OF THE AGENDA:

Approval of the Annual Financial Statements of the Bank for 2019 (consolidated and non-consolidated)

The chairman of the meeting Mr. Nikola Bakalov noted that the consolidated and non-consolidated financial statements of the Bank were part of the written materials for the meeting and, in the statutory period prior to the date of the meeting, were made available to the shareholders. The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Nikola Bakalov proposed to vote on the draft resolution: The GMS approves the Annual Financial Statement of the Bank for 2019 – consolidated and non-consolidated.

Results of the vote:

Total shares represented – 94,924,246
Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company
Total number of valid votes cast – 94,924,246
Yes votes – 94,924,246
No votes – none
Abstained – none

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N:

The GMS approves the Annual Financial Statement of the Bank for 2019 – consolidated and non-consolidated.

ON ITEM FOUR OF THE AGENDA:

Decision on the profit distribution of First Investment Bank AD for 2019

The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS resolves that the entire profit of the Bank for 2019 shall be retained as other general reserves.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94 924 246

Yes votes – 94,924,246

No votes – none

Abstained – none

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N :

The GMS resolves that the entire profit of the Bank for 2019 shall be retained as other general reserves.

ON ITEM FIVE OF THE AGENDA:

Adoption of resolution not to pay dividends and not to make any other deductions from the 2020 profit

The shareholders attending the meeting did not raise any questions on this item of the Agenda. Therefore the chairman of the meeting Mr. Bakalov proposed to the shareholders to vote on the draft resolution: The GMS resolves that no dividends shall be paid to the shareholders and no other deductions from the profit of the Bank for the year 2020 shall be made with a view to including the 2020 profit in the CET 1 capital of the Bank.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,559,972

No votes – 150,000

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N :

The GMS resolves that no dividends shall be paid to the shareholders and no other deductions from the profit of the Bank for the year 2020 shall be made with a view to including the 2020 profit in the CET 1 capital of the Bank.

ON ITEM SIX OF THE AGENDA:

Relief from responsibility of the members of the Management and Supervisory Board of First Investment Bank AD for their activities in 2019

The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMC relieves the members of the Management Board and the members of the Supervisory Board of First Investment Bank AD from responsibility for their activities in 2019.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94 924 246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMC relieves from responsibility the members of the Supervisory Board of Fibank AD Evgeni Krastev Lukanov, Maya Lyubenova Georgieva, Jordan Velichkov Skortchev, Georgi Dimitrov Mutafchiev, Radka Veselinova Mineva and Jyrki Ilmari Koskelo, as well as all members of the Management Board of Fibank AD in 2019: Nedelcho Vasilev Nedelchev, Svetozar Alexandrov Popov, Chavdar Georgiev Zlatev, Jivko Ivanov Todorov, Nadia Vasileva Koshinska and Sevdalina Ivanova Vasileva, member of the Management Board until 08.11.2019, for their activities in 2019.

ON ITEM SEVEN OF THE AGENDA:

Report of the Bank's Investor Relations Director for 2019

The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS approves the Report of the Investor Relations Director of Fibank for 2019.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMS approves the Report of the Investor Relations Director of Fibank for 2019.

ON ITEM EIGHT OF THE AGENDA:

Report of the Internal Audit Director for 2019

Mr. Bakalov indicated that the report was included as part of the materials for the meeting that each shareholder had the opportunity to review. As no questions were raised, the chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS approves the Report of the Internal Audit Director for 2019.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMS approves the Report of the Internal Audit Director for 2019.

ON ITEM NINE OF THE AGENDA:

Report of the Audit Committee for its activities in 2019

After announcing this item of the Agenda, Mr. Bakalov invited the attending shareholders to address their questions, if any. The shareholders attending the meeting did not raise any questions on this item of the Agenda.

The chairman of the meeting Mr. Bakalov proposed to vote on the draft resolution: The GMS approves the Report of the Audit Committee for its activities in 2019.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMS approves the Report of the Audit Committee for its activities in 2019.

ON ITEM TEN OF THE AGENDA:

Appointment of registered auditors for 2020

The chairman of the meeting Mr. Bakalov informed the attending shareholders that the proposal for appointment of auditors has been agreed with the Bulgarian National Bank in accordance with the requirements of the Law on Credit Institutions. The preliminary approval of the Bulgarian National Bank for the selection of the proposed two audit firms was included as part of the materials for the meeting. Then Mr. Bakalov proposed to the shareholders to vote on the draft resolution: The GMS, after prior consultation with the Bulgarian National Bank under Art. 76 para. 4 and in conjunction with Art. 76, para 6 of the Law on Credit Institutions, appoints BDO Bulgaria OOD, UIC 831255576 and Mazars OOD, UIC 204638408 as auditing companies to perform an independent financial audit of the financial statements (individual and consolidated) of First Investment Bank AD under the terms of Art. 76, para. 1 of the Law on Credit Institutions for 2020, and to certify the annual financial statements (individual and consolidated) of the Bank for 2020.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94 924 246

Yes votes – 94,924,246

No votes – none

Abstained – none

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMS appoints BDO Bulgaria OOD, UIC 831255576 and Mazars OOD, UIC 204638408 as auditing companies to perform an independent financial audit of the financial statements (individual and consolidated) of First Investment Bank AD under the terms of Art. 76, para. 1 of the Law on Credit Institutions for 2020, and to certify the annual financial statements (individual and consolidated) of the Bank for 2020.

ON ITEM ELEVEN OF THE AGENDA:

Re-election of a current member of the Supervisory Board of the Bank for a new term

The chairman of the meeting Mr. Bakalov presented to the attending shareholders the proposal that, due to the expiration on 27.07.2020 of the term of office of Jyrki Ilmari Koskelo as current member of the Supervisory Board of the Bank, the General Meeting of Shareholders re-elects Jyrki Ilmari Koskelo as an independent member of the Supervisory Board of First Investment Bank AD for a new term of 5 (five) years starting 27.07.2020.

Mr. Bakalov indicated that Mr. Koskelo had provided to the Bank proof of clean criminal record and that there were no other obstacles to his re-election under the law or the Bank's Articles of Association. He also noted that since the proposal was for re-election of a current member, without change of the position, no prior coordination with the BNB was required under Ordinance No. 20 of the BNB.

The proposal was then put to the vote.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N:

The GMS re-elects Jyrki Ilmari Koskelo as an independent member of the Supervisory Board of First Investment Bank AD for a new term of 5 (five) years starting 27.07.2020.

ON ITEM TWELVE OF THE AGENDA:

Re-election of a member of the Audit Committee of the Bank and determination of her term of office

The chairman of the meeting Mr. Bakalov presented to the attending shareholders the proposal that, due to the expiration of the term of office of Ms. Rositsa Yordanova Asova as an independent member of the Audit Committee, the General Meeting of Shareholders re-elects Ms. Asova as an independent member of the Audit Committee for a new term of 3 (three) years.

Mr. Bakalov indicated that Ms. Asova has declared to the Bank that there was no change in circumstances and that she continued to meet the requirements for independence in connection with her re-election as a member of the Audit Committee.

The proposal was then put to the vote.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94,924,246

Yes votes – 93,709,972

No votes – none

Abstained – 1,214,274

Based on the voting results, the General Meeting of Shareholders adopted the following

R E S O L U T I O N:

The GMS re-elects Ms. Asova as an independent member of the Audit Committee for a new term of 3 (three) years.

ON ITEM THIRTEEN OF THE AGENDA:

Adoption of resolution determining the amount of managerial bonds to be furnished by members of the Supervisory and Management Boards of the Bank

The chairman of the meeting Mr. Bakalov presented the proposal to the attending shareholders, specifying that it was made under Art. 116c, para 3 of POSA, which concerns public companies. He also indicated that the proposed amount of managerial bonds to be furnished by members of the Supervisory and Management Board of the Bank in the amount of the three-month gross compensation of the respective member, as well as the timeframe, were in accordance with the above provision.

The proposal was then put to the vote.

Results of the vote:

Total shares represented – 94,924,246

Total shares represented for which valid votes were cast – 94,924,246, representing 86.29% of the share capital of the company

Total number of valid votes cast – 94 924 246

Yes votes – 94,924,246

No votes – none

Abstained – none

Based on the voting results, the General Meeting of Shareholders adopted the following

RESOLUTION:

The GMS determines the amount of managerial bonds to be furnished by members of the Supervisory and Management Board of First Investment Bank AD in the amount of the three-month gross compensation of the respective member of the Supervisory Board or the Management Board, in accordance with Article 116c, paragraph 3 of the POSA. The guarantee shall be in BGN and shall be furnished within the term specified in Article 116c, paragraph 2 of the POSA.

Upon exhaustion of all items on the Agenda and voting on each one of them, the chairman announced the ordinary Annual General Meeting of Shareholders of First Investment Bank AD adjourned.

Chairman of the meeting:

(signed)

Nikola Bakalov

Secretary:

(signed)

Vassilka Stamatova

Vote counters:

(signed)

Milena Vassileva

(signed)

Stanislava Mitkova

(signed)

Kamelia Koleva

(signed)

Sevdalina Stefanova

(signed)

Polina Dolapchieva