

**INVITATION
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF YURI GAGARIN PLC**

The Board of Directors of *Yuri Gagarin Plc*, Plovdiv, identification number 825203984 in the Commercial Register, pursuant to article 223, Para 1 of the Commerce Act, convenes a REGULAR ANNUAL GENERAL MEETING OF SHAREHOLDERS, on 28 May 2012 at 11:00 am, at its registered office in Plovdiv, 1 Rogoshko shosse, Meeting Hall of the Administration building, 2nd floor, with the following Agenda and proposed resolutions:

1. Board of Directors' Report on the activities of Yuri Gagarin Plc for 2012.

Draft resolution: The General Meeting of Shareholders approves the Board of Directors' Report on the activities of Yuri Gagarin Plc for 2012.

2. Report of the registered auditor on the audit of the Annual Financial Statements of Yuri Gagarin Plc for 2012.

Draft resolution: The General Meeting of Shareholders approves the Report of the registered auditor on the audit of the Annual Financial Statements of Yuri Gagarin Plc for 2012.

3. Report of the Audit Committee for its activities in 2012.

Draft resolution: The General Meeting of Shareholders approves the Report of the Audit Committee for its activities in 2012.

4. Approval of the audited Annual Financial Statements of Yuri Gagarin Plc for 2012.

Draft resolution: The General Meeting of Shareholders approves the audited Annual Financial Statements of Yuri Gagarin Plc for 2012.

5. Adoption of resolution for the distribution of profit of Yuri Gagarin Plc for 2012.

Draft resolution: The General Meeting of Shareholders resolves that the profit of Yuri Gagarin Plc for 2012 to the amount of of BGN 884 360,98 be retained as undistributed profit from prior years.

6. Report of the Investor Relations Director for 2012.

Draft resolution: The General Meeting of Shareholders approves the Report of the Investors Relations Director for 2012.

7. Discharge the members of the Board of Directors from liability for their office during 2012.

Draft resolution: The General Meeting of Shareholders discharges the members of the Board of Directors - Petko Ivanov Hitrov, Preslava Kalinova Karadzhova and Ivan Krumov Sharlandzhiev from liability for their office during 2012.

8. Appointment of Audit Committee of Yuri Gagarin PLC.

Draft resolution: The General Meeting of Shareholders appoints Dunka Stoyanova Stoimenova and Nikolina Andreeva Stoyanova as members of the Audit Committee of Yuri Gagarin Plc for one year term of office.

9. Appointment of registered auditor to audit the Annual Financial Statements of Yuri Gagarin PLC for 2013.

Draft resolution: The General Meeting of Shareholders appoints the recommended by the Audit Committee specialized audit company Bulgarian Financial Audit Company Ltd, Sofia, registration No 0026, to audit the Annual Financial Statements of the company for 2013.

10. Adoption of Remuneration Policy for the members of the Board of Directors of Yuri Gagarin Plc

Draft resolution: The General meeting of shareholders adopts a Remuneration Policy for the the members of the Board of Directors of Yuri Gagarin Plc.

Pursuant to art.115, para.2 of the Public Offering of Securities Act (POSA), we notify the shareholders for the following:

The capital of the company amounts to BGN 1 003 904 and is distributed into 1 003 904 dematerialized shares by name with nominal value of BGN 1 (one) each. Each share gives its owner right to single vote at the General Meeting of Shareholders (GM), to dividend and to liquidation share, proportional to the nominal value of the share. The total number of shares and voting rights in the GM, on the date of the Board of Directors' resolution for convening of the GM, i.e. 19.04.2013, is 1 003 904 /one million three thousand nine hundred and four/.

The right to vote shall be exercised by persons who have been entered as shareholders in the Central Depository's registers 14 days prior to the date of the General Meeting. Only the persons entered as shareholders of the company on 14 May 2013 shall have the right to participate and vote at the GM.

Persons holding jointly or separately at least 5 per cent of the company's capital may ask for inclusion of other issues and propose resolutions on issues already included in the General Meeting's Agenda, under the procedure of article 223a of the Commerce Act. The final date for the shareholders to submit for publishing in the Commercial Register the issues that will be included in the Agenda and the proposals for resolutions is not later than 15 days prior the opening of the General Meeting. More detailed information about these rights is published on the company's web site www.gagarin.eu, in the *Investor Relations* section.

Every shareholder or proxy may propose resolutions on issues, included in the Agenda of the GM and the deadline for exercising that right is till the end of the debates on that item, prior to the voting of the resolution by the GM, on the date of the GM, namely 28 May 2012.

During the GM, every shareholder has the right to raise questions to the members of the Board of Directors on the economic and financial position of the company and its commercial activity, regardless of whether they are related to the Agenda, except for circumstances, that are considered inside information.

All shareholders of the company are invited to participate in the General Meeting of the shareholders, personally or through authorized by them persons.

Pursuant to article 115g of POSA, the shareholders have the right to authorize any natural person or legal entity to participate and vote in the GM on their behalf. A member of the Board of Directors of the company may represent a shareholder, if the shareholder has expressly indicated in the proxy, the manner of voting for each of the items in the Agenda. The proxy shall have the same rights to speak and to ask questions at the General meeting as the shareholder whom he/she represents. The proxy must exercise the right to vote in conformity with the instructions of the shareholder, contained in the power of attorney. A proxy may represent more than one shareholder at the GM of the public company. In such case the proxy may vote in a different way under the shares held by the separate shareholders which the proxy represents. The authorization may be effected also by using electronic means.

The registration of shareholders or authorized representatives starts at 9:00 to 10:45 on the date of the GM, in the Meeting Hall of the Administration building, 2nd floor, at the following address: Plovdiv, 1 Rogoshko shosse.

In order to register and attend the General Meeting, shareholders who are natural persons shall identify themselves with personal ID cards. Shareholders that are legal entities and are represented by their legal representatives, identify themselves with personal ID cards and present a Certificate of good standing, respectively a current Certificate for entering the legal entity in the Commercial Register, issued not earlier than 3 months prior to the date of the GM.

The persons authorized to represent shareholders at the GM, should present a power of attorney in writing, which must be given for the particular General Meeting, and which must be explicit, notarized and stating as minimum the data on the shareholder and the proxy, the number of the shares to which the power of attorney relates, the agenda of the items proposed

to be discussed, the proposals for decisions on each of the items on the agenda, the way of voting on each of the items or should indicate that the proxy has the right to decide if and in what way to vote, date and signature, in compliance with the provisions of art.116, para.1 and para.2 of POSA and art.14, para.2 of the Articles of Association of the company.

The proxies of shareholders - legal entities identify themselves with a written, explicit, notary certified power of attorney, issued by the legal representative of the shareholder for the particular General meeting and meeting the legal requirements; certificate of valid trade registration of the shareholder - legal entity, and an identity document of the proxy.

The proxies of shareholders - natural persons identify themselves by producing a written, explicit, notary certified power of attorney issued for that particular General meeting of shareholders of the Company and meeting the legal requirements.

Pursuant to article 115d, para.5 of the POSA the authorization may be done also by using electronic means. In that case, the power of attorney should be signed autographically by the authorizing person, scanned and also signed as electronic document with a universal electronic signature by the authorizing person in accordance with the current legislation. The Power of attorney along with an explicit notification from the authorizing person, for the authorization submitted electronically has to be sent to the following e-mail address: investor@gagarin.eu. The electronic notification for the authorization should be also accompanied by a scanned certified copy of certificate of valid trade registration of the legal entity shareholders.

Withdrawal of the authorization carried out through electronic means should be made in the same order as the authorization itself.

Pursuant to article 115, para.6, 115d, para.5 and 116, para.3 of POSA, the terms and procedures for receiving powers of attorney through electronic means as well as a sample power of attorney for voting through a proxy, are published on the web site of the company www.gagarin.eu - section - investor relations – general meeting of shareholders, and a sample of a power of attorney shall be enclosed in the materials of the General Meeting.

Rules of voting through correspondence or electronic means have not been adopted by the company.

Anyone who represents a shareholder or shareholders at this General Meeting should notify the company for that, at the latest 2 working days prior the day of the General Meeting. All proxies must be submitted to the registered address of the Company or received by email investor@gagarin.eu, not later than 12:00am on the working day preceding the date of the General meeting. Re-authorization with the rights granted to the proxy under the given powers of attorney, as well as a power of attorney given in contravention of the established regulations shall be void.

Where the certificate for registration in a relevant trade register, as well as the power of attorney were drafted in a language other than Bulgarian, they must be accompanied by a translation in Bulgarian and legalised in accordance with the requirements of current Bulgarian legislation.

The written materials related to the Agenda of the General meeting will be made available to shareholders each working day from 9:00 a.m. to 16:00 p.m. at the address of management of the company – Plovdiv, 1 Rogoshko shosse, as from the day, the invitation for the GM has been announced in the Commercial Register.

When requested, the materials shall be presented to the shareholders against identity document, and the proxies of shareholders shall also submit a power of attorney in writing which will be added to the materials of the Meeting.

Pursuant to article 115, paragraph 5 of the Public Offering of Securities Act, the invitation for convocation of the GM, together with the written materials, are published on the web site of the company - www.gagarin.eu in the *Investor Relations* section, GM, for the period from the posting of the invitation in the Commercial Register to the adjourning of the general meeting.

In the absence of quorum, pursuant to art.115, para.12 of the POSE, the General Meeting of the Shareholders shall be held on **14 June 2013, at 11:00**, at the same place and under the same Agenda, irrespective of the capital represented at it. On the Agenda of the new meeting may not be included items under Art.223a of the Commerce Act.

**Respectfully yours,
Ivan Sharlandzhiev
Executive Director**