

**TERMS AND CONDITIONS
FOR RECEIVING ELECTRONICALLY POWERS OF ATTORNEY FOR
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
BULGARTABAC-HOLDING AD TO BE HELD ON 31 MARCH 2016**

1. The shareholders of Bulgartabac Holding AD are entitled to authorize any individual or legal entity to participate and vote in the General Meeting on their behalf. A member of the Board of Directors may represent a shareholder, provided the shareholder had explicitly stated how to vote on each item on the agenda.
2. The Board of Directors shall approve a sample form of power of attorney for each General Meeting of Shareholders and shall enclose it as an integral part of the materials for the respective General Meeting.
3. The sample form of the power of attorney is also available to the shareholders on the company website: www.bulgartabac.bg, in section "For Investors", subsection "GMS 2016".
4. The proxies of shareholders-legal entities shall prove their identity by: (a) an express power of attorney in writing, certified by a Notary Public and issued for this particular GMS, signed by hand by the legal representative of the shareholder and compliant with the requirements of Art. 116, para. 1 of POSA (a sample of the written power of attorney is enclosed to the materials for GMS and is made available in paper and published on the website of Bulgartabac-Holding AD: www.bulgartabac.bg, For Investors section, GMS 2016 subsection); (b) a current status certificate (certificate of good standing), and respectively an up-to-date certificate for registration with the Trade Register or another similar document for shareholders-foreign legal entities, and c) an identity document of the authorized person.
5. The proxies of shareholders – individuals shall prove their identity by: a) presenting their identity document and b) an express power of attorney in writing, certified by a Notary Public and issued for this particular GMS, signed by hand by the legal representative of the shareholder and compliant with the requirements of Art. 116, para. 1 POSA (a sample of the written power of attorney is enclosed to the materials for GMS and is made available in paper and published on the website of Bulgartabac-Holding AD: www.bulgartabac.bg, For Investors section, GMS 2016 subsection).
6. The certificate of business registration and the power of attorney for representation at GMS issued originally in foreign languages shall be translated into Bulgarian language and legalised in accordance with the effective law.
7. The written power of attorney must specify at least: the particulars of the shareholder and the proxy, the number of shares for which the power of attorney stands; the agenda of the items proposed for discussion; the draft resolutions on each item on the agenda; the voting on any of the items on the agenda; date and signature.
8. Requirements for identification of shareholders and their proxies are:
 - 8.1. for individual shareholders - the name of the person /given name, surname and family name/, and Personal Id. Number(s) or appropriate identification data for a foreigner;
 - 8.2. for shareholders - legal entities – the name of the legal entity with Uniform Identification Code of registration with the Trade Register at the Registry Agency, registered office and address of management. If the legal entity is a foreign resident, the respective business name, state, address of management, particulars from the relevant register.

9. Pursuant to Art. 116, para. 4 of POSA the reauthorization with the rights granted to the proxy under the given Power of attorney and a Power of attorney granted in violation of Art. 116, para. 1 of POSA shall be null and void.
10. Pursuant to Art. 115d, para. 5 of POSA and Art. 16, para. 4 of the Articles of Association of the company, Bulgartabac-Holding AD provides an opportunity for shareholders to send electronically powers of attorney. In this case, the company must be informed by receiving on the following e-mail: E.Stoyanova@bulgartabac.com a notification letter signed by universal electronic signature (within the meaning of the Electronic Document and Electronic Signature Act) of the shareholder-principal (for individuals) or the legal representative of the shareholder-principal (for legal entities).
11. To the electronic notification for granting a power of attorney, the principal shall enclose the following scanned documents: a notarized express power of attorney in compliance with the requirements specified by the company and a certified copy of certificate of current business or legal registration of shareholders - legal entities. In the event that the above documents are in a foreign language, they shall be translated into Bulgarian and legalized. All electronic documents should be signed by universal electronic signature of the shareholder-principal (for individuals) or the legal representative of the shareholder-principal (for legal entities).
12. Any withdrawal of a power of attorney made electronically shall be made in the same manner and according to the same procedure as the one for granting such a power of attorney.
13. All powers of attorney together with the accompanying documents must be submitted to the address of management of the company or received on the above e-mail: E.Stoyanova@bulgartabac.com not later than 12.00 a.m. on the business day preceding the date of the General Meeting.

Emiliya Stoyanova
Director of
Corporate Relationships and
Investors Relations Directorate
of Bulgartabac-Holding AD