

INVITATION
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TCHIKAPHARMA
HIGH QUALITY MEDICINES INC. - 08.06.2017

The Board of Directors, pursuant to art. 223 of the Commercial Act and Article 115 of the POSA, convenes a regular session of the General Meeting of Shareholders of TCHAIKAPHARMA HIGH QUALITY MEDICINES INC., which will be held on **June the 8th**, 2017 from 11:00 AM in Sofia, location : District Izgrev, jk Dianabad, 1 G. M. Dimitrov Blvd. and in the absence of quorum on this date - on **July the 29th**, 2017 in the same place with the same start time and the following agenda:

- 1. Approval of the Annual Activity Report of the Board of Directors of the Company for 2016; Proposed resolution:** The GMS approves the Annual Activity Report of the Board of Directors of the Company for 2016.
- 2. Approval of the annual report of the Director of Investor Relations for 2016; Proposed resolution:** The GMS approves the presented Report of the Director of Investor Relations for 2016;
- 3. Approval of the Audit Report for the audit of the Annual Financial Statements of the Company for 2016; Proposed resolution:** the GM approves the Audit Report for the audit of the Annual Financial Statements of the Company for 2016;
- 4. Approval of the audited Annual Financial Statements of the Company for 2016; Proposed resolution:** The GMS approves the audited Annual Financial Statements of the Company for 2016;
- 5. Approval of the decision on profit distribution of the Company for 2016; Proposed resolution:** The GMS approves the proposal of the Board of Directors for distribution of the profit of the company for 2016 as follows: the net profit for 2016 amounted to BGN 8 585 166.63 (eight million, five hundred eighty five thousand, one hundred sixty six lev and sixty three stotinka). The total amount of distributable profit amounts to 8 585 166.63 (eight million, five hundred eighty five thousand, one hundred sixty six lev and sixty three stotinka). To allocate 10% for the statutory reserve, representing BGN 858 516.66 (eight hundred fifty eight thousand, five hundred sixteen lev and sixty six stotinka). The amount of BGN 26 649.97 (twenty six thousand, six hundred forty nine lev and ninety seven stotinka) to be referred as additional reserve of the Company. To increase the capital with the rest of the profit amounting to BGN 7 700 000 (seven million, seven hundred thousand lev);
- 6. Approval of the decision for amendment and supplement of Art. 13, para. 1 and para 2 of the Statutes of Thaikapharma High Quality Medicines Inc. in accordance with the decision under section 6 of the agenda and in these provisions of the Statutes to be reflected the new size of the capital in the amount of BGN 64 300 000 (sixty four million, three hundred thousand lev). Proposed resolution:** The GMS approves the proposal of the Board of Directors for amendment and supplement of Art. 13, para. 1 and para 2 of the Statutes of Thaikapharma High Quality Medicines Inc. and in these provisions of the Statutes to be reflected the new size of the capital in the amount of BGN 64 300 000 (sixty four million, three hundred thousand lev).
- 7. Approval of the decision to relieve from liability the Board of Directors for their activities in 2016; Proposed resolution:** The GMS relieves from liability the Members of the Board of Directors for their activities in 2016.
- 8. Election of Registered Auditor of the Company for 2016; Proposed resolution:** The GMS elects a registered auditor to audit and certify the Annual Financial Statement for 2016, as proposed by the Audit Committee in the Report included in the agenda materials;
- 9. Election of the Audit Committee of the Company for 2017, composition Margarita Tzokova Yordanova, PIN 4608246495 and Stoyanka Stoyanova Borikova, PIN 5405218513; Proposed resolution:** The GMS elects the Audit Committee of the Company for 2017, composition Margarita Tzokova Yordanova, PIN 4608246495 and Stoyanka Stoyanova Borikova, PIN 5405218513

- 10. Approval of the Report of the Board of Directors on the implementation of the remuneration policy for the Members of the Board of Directors of the Company for 2016; Proposed resolution:** The General Meeting approves the Report of the Board of Directors on the implementation of the remuneration policy for the Members of the Board of Directors of the Company for 2016;
- 11. Determination of the remuneration of the Members of the Board of Directors for 2016; Proposed decision:** Pursuant to Article 42, para. 1 of the *Statute of the Company* the GMS decided: the permanent monthly remuneration of the Members of the Board of Directors and permanent monthly remuneration to the Executive Director in 2016 remain unchanged.
- 12. Miscellaneous**

All shareholders are invited to participate in the General Meeting of the Company personally or by proxy.

1. The written materials for the meeting are available to shareholders at the headquarters and registered office of the Company in the city of Sofia, District Izgrev, jk Dianabad, 1 G. M. Dimitrov Blvd. in the record keeping department every day from 8:30 to 17:00. The invitation, along with written materials on the agenda of the meeting are published on the website of TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. - <http://tchaikapharma.com/> from the time of the invitation in the Commercial register until the end of the General Meeting.
2. Pursuant to Article 118, para 2, item 4 of POSA, persons holding together or separately at least 5 percent of the capital of the public company TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. may request the inclusion of questions and propose decisions on the already included questions in the agenda of the General Meeting under article 223a of the Commercial Act. Not later than 15 days prior to the General Meeting these shareholders present for announcement in the Commercial register a list of issues to be included in the agenda and the respective relevant draft resolutions, and proposals for decisions already included in the agenda. With the announcement in the Commercial register, the issues are considered included in the proposed agenda of the General Meeting, proposals for decisions on already included in the agenda questions, respectively. No later than the next business day after the announcement, shareholders should present the list of questions, draft resolutions and written materials at the registered office of the Company and to The Financial Supervision Commission.
3. During the General Meeting, the Company shareholders have the right to raise questions on all agenda items, as well as issues concerning economic and financial situation and business of the company, whether these are related to the agenda or not.
4. The Registration of shareholders is on the scheduled for the General Meeting day from 9:30 to 11:00.
5. For registration and participation in the GMS the individuals - shareholders should present an identity document. Legal entities - shareholders should present the original or certified copy of a current certificate for commercial/legal registration and identity document of the legal representative.

Rules for Proxy Voting:

In case of representation of a shareholder at the General Meeting, a written power of attorney for the particular General Meeting with minimal content in accordance with Art. 116, para. 1 of POSA should be presented.

In the case of representation of a legal entity - shareholder by proxy, the individual - proxy holder should present identity document, original or certified copy of a current certificate for commercial/legal registration of the legal entity - shareholder and written power of attorney for the particular General Meeting with content in accordance with Art. 116, para. 1 of POSA, signed by the legal representative of the legal person - shareholder, entered in the certificate of current status.

In case of representation of shareholders by proxy – a legal entity - the person representing the proxy, besides the identity document, should present also the original or certified copy of a current certificate for commercial/legal registration of the legal entity - proxy, written power of attorney for the particular General Meeting with a content in accordance with Art. 116, para. 1 of POSA issued by the shareholder and if the shareholder is a legal entity, the person representing the proxy should present also the original or certified copy of a current certificate for commercial/legal registration of the shareholder

Pursuant to Art. 116, para. 4 of POSA, reauthorisation with the rights granted to the representative, according to the power of attorney and power of attorney granted in violation and/or non-compliance with the provisions of art. 116, para. 1 of POSA is considered null and void.

The Certificate of commercial/legal registration and power of attorney for representation in the General Meeting issued in a foreign language must be accompanied by a translation into Bulgarian by a sworn translator. In case of discrepancy between the texts, the Bulgarian translation will be considered valid.

The Board of Directors of TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. provides a sample of the written proxy in paper and electronic form, together with the materials for the General Meeting. The form of proxy is available on the website of the company <http://tchaikapharma.com/>.

For technical support of the registration procedure for participation in the General Meeting of Shareholders, copies of issued powers of attorney should be submitted to the company on paper or in electronic form no later than the end of the business day preceding the date of holding the General Meeting and namely 17.00 on June the 7th, 2017.

TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. will receive and accept as valid the notifications and powers of attorney electronically on the following e-mail: <http://tchaikapharma.com/> and the as electronic messages should be signed with the universal electronic signature (UES) of the authorizer and attached an electronic document (electronic image) of the power of attorney also signed with the universal electronic signature (UES) of the authorizer

6. Address for correspondence by mail or courier: Sofia, District Izgrev, jk Dianabad, 1 G. M. Dimitrov Blvd., TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. - to the attention of the Director of Investor Relations.

Address for correspondence by e-mail: <http://tchaikapharma.com/>

The Board of Directors of TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. informs that the total number of voting shares at the General Meeting of Shareholders at the date of the decision of the Board of Directors to convene the General Meeting is 56 600 000 (fifty six million, six hundred thousand) dematerialized, registered voting shares.

Pursuant to Art. 115“b”, para. 1 of POSA the voting right in the General Meeting shall be exercised by the persons registered with the Central Depository as shareholders 14 days before the General Meeting, the date valid for this General Meeting of Shareholders of TCHAIKAPHARMA HIGH QUALITY MEDICINES INC. is May the 25th, 2017 and only persons registered as shareholders on that date shall be entitled to attend and vote at the General Meeting. To determine the shareholders entitled to vote in the General Meeting, scheduled for June the 8th, 2017, the Company will obtain from the Central Depository AD the stock register, updated to May the 25th, 2017.

Pursuant to Art. 227, para. 3 CA, in the absence of a quorum on the declared in this Invitation date for the General Meeting of Shareholders, the same will be held on June the 29th, 2017 from 11:00 AM at the same place with the same agenda. In this case items on the agenda under 223a of the Commerce Act could not be included.

Executive Director:
Biser Rosenov Georgiev