***ADMISSION DOCUMENT OF AN ISSUE OF SHARES***

***ON THE BEAM MARKET***

|  |  |
| --- | --- |
| *Name of the issuer* | *1* |
| *ISIN code of the issue* | *3* |
| *Type of shares* |  |
| *Advisor of the issue* | *2* |

*This document is prepared for the purpose of admitting an issue of financial instruments of (company name)      1, UIC      6 to trading on the BЕAM market (Bulgarian Enterprise Accelerator Market).*

*This document has been approved by Decision of      10 of      1 from      9 (date).*

*This document has been approved by Decision of      10 of      2 from      9 (date).*

*People involved in the compilation*

|  |  |
| --- | --- |
| *Name and surname* | *Position* |
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*The BEAM market is not a regulated market according to the Bulgarian legislation.*

*Listing of financial instruments on the BEAM market is not equivalent to listing of the same instruments on the regulated market organised by BSE.*

*The investors should be aware of the risks related to investing in financial instruments admitted to trading on the BEAM market before they make an investment decision and if necessary they should search for additional information or professional advice.*

*The Bulgarian Stock Exchange as an organiser of the BEAM market does not approve and bear responsibility for the content of this document for the purpose of listing (admission to trading) as to the facts and circumstances set forth, the reliability, accuracy and completeness of the information provided therein as well as the conformity of this information with the applicable regulations.*

*The Rules for thе BEAM Market can be found on the website of the BSE:* [*https://www.bse-sofia.bg/en/beam-market-rules*](https://www.bse-sofia.bg/en/beam-market-rules)

*Notifications regarding the issue, subject of this admission document, can be found on the website of the BSE:* [*https://www.bse-sofia.bg/en/beam-news*](https://www.bse-sofia.bg/en/beam-news)

*For contacts with BEAM market: beam@bse-sofia.bg*

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# *I. INTRODUCTION*

***Under Art. 19 of the Rules for admission to trading at the BEAM Market***

1. ***Information about the issuer***

|  |  |
| --- | --- |
| *Name of the issuer* |  |
| *UIC or an equivalent code from the Commercial register applicable for the seat of the issuer* |  |
| *LEI of the issuer* |  |
| *Correspondence address* |  |
| *Phone number* |  |
| *E-mail* |  |
| *Website* |  |
| *Website where the admission document is published* |  |
| *Website where information will be made public to investors* |  |
| *Contact person with the issuer* |  |
| *Phone number* |  |
| *Correspondence address /city, post code, street/* |  |
| *E-mail* |  |

1. ***Information about the advisor***

|  |  |
| --- | --- |
| *Name of the Advisor* |  |
| *UIC of the Advisor* |  |
| *Correspondence address /city, postcode, street/* |  |
| *Phone number* |  |
| *E-mail* |  |

1. ***Information about the issue***

|  |  |
| --- | --- |
| *ISIN code of the issue* |  |
| *Currency of the issue (BGN/EUR)* |  |
| *Number of financial instruments in the issue* |  |
| *Type of the instrument* |  |
| *Nominal value* |  |
| *Other information at the discretion of the issuer* |  |

# *II. RISK FACTORS*

***Under Art. 20 of the Rules for admission to trading at the BEAM Market***

1. *Information regarding the risk factors related to the financial instrument (market risk, liquidity risk, risk related to corporate events, risk associated with delisting from the BEAM Market)*

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1. *Information regarding the risk pertaining to the macroeconomic environment, political risk, regulatory risk.*

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1. *Information regarding the risk factors pertaining to the issuer (credit risk, operational risk, currency risk).*

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1. *Description of the mechanisms, measures and procedures for the identification and prevention of conflicts of interest that may arise between the interests of the issuer, the persons managing the issuer, and all persons that are directly or indirectly related to them, via control mechanisms, on the one hand, and the interests of investors and the issuer's clients, on the other hand.*

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|  |

# *III. DECLARATION BY THE ISSUER*

***Under Art. 21 of the Rules for admission to trading at the BEAM Market***

*In the capacity of representative of      1 (companyname), UIC:      6 I      4 and     4 hereby declare the following:*

*The information contained in this admission document is reliable and accurate and it contains all the necessary data for the assessment of the financial instruments.*

*The admission document provides a reliable description of the risk factors related to the issuer and the financial instruments.*

*Declarant,*

*4*

*5*

*4*

*5*

IV. *DECLARATION BY THE ADVISOR*

***Under Art. 21 of the Rules for admission to trading at the BEAM Market***

*In the capacity of representative of      1 (companyname), UIC:      6 I      4 and     4 hereby declare the following:*

*I am/We are familiar with the admission document.*

*The admission document was drawn up in accordance with the requirements envisaged in the Rules of the BEAM Market and in the applicable law.*

*As far as I am/we are aware and based on the documents and information received from the issuer, the information contained in the admission document is understandable, correct, clear and not misleading.*

*The admission document contains a detailed description of the risk factors related to the issuer's activities.*

*The issuer meets all requirements for admission to trading on the BEAM Market.*

*Declarant,*

*4*

*5*

*4*

*5*

# *V. INFORMATION ABOUT THE FINANCIAL INSTRUMENTS*

***Under Art. 22 of the Rules for admission to trading at the BEAM Market***

1. *Information about the financial instruments*

|  |  |
| --- | --- |
| *Type/class of the shares:* | For example: Ordinary; Privileged |
| *Rights related to the shares:* |  |
| *Number of shares:* |  |
| *Single nominal value:* |  |
| *Currency of the issue:* | For example: EUR; BGN |
| *Period of existence:* | For example: Limited existence; Unlimited existence |
| *Transfer Restrictions:* | For the shares subject to this document, there is no restrictions on their transfer. |

1. *In the event of an increase of capital, the number of shares from the increase of capital that will be offered to investors*

|  |
| --- |
|  |

1. *Description of the expected number of shares held by minority shareholders and the term for which they will be reached*

|  |  |
| --- | --- |
| *Number of shares proposed for subscription:* |  |
| *Percentage of the capital:* |  |
| *Deadline in which it is planned to be achieved:* |  |
| *Terms of the offering:* |  |

1. *Applicable legislation regarding the instruments*

|  |
| --- |
|  |

1. *Information regarding:*

|  |  |
| --- | --- |
| *The authority empowered to adopt a decision for issuance of financial instruments* |  |
| *Date and content of the issuance decision* |  |
| *Procedure and terms for the holding of a General Meeting of Shareholders* |  |

1. *Information regarding the procedure for the distribution of dividends*

|  |
| --- |
|  |

*At the issuer's discretion: additional information on decisions for dividend distribution for activity during the last completed financial years:*

|  |  |
| --- | --- |
| *Date of the decision of the General meeting of shareholders* | *9* |
| *Financial year for which the dividend is distributed* |  |
| *Total amount of the distributed dividend* |  |
| *Gross dividend per share* |  |
| *Payment starting date* | *9* |

|  |  |
| --- | --- |
| *Date of the decision of the General meeting of shareholders* | *9* |
| *Financial year for which the dividend is distributed* |  |
| *Total amount of the distributed dividend* |  |
| *Gross dividend per share* |  |
| *Payment starting date* | *9* |

|  |  |
| --- | --- |
| *Date of the decision of the General meeting of shareholders* | *9* |
| *Financial year for which the dividend is distributed* |  |
| *Total amount of the distributed dividend* |  |
| *Gross dividend per share* |  |
| *Payment starting date* | *9* |

|  |  |
| --- | --- |
| *Date of the decision of the General meeting of shareholders* | *9* |
| *Financial year for which the dividend is distributed* |  |
| *Total amount of the distributed dividend* |  |
| *Gross dividend per share* |  |
| *Payment starting date* | *9* |

1. *Rights related to the financial instruments and the procedures for their exercise, at least the following:*

|  |  |
| --- | --- |
| *а) pre-emption purchase rights in the event of offers for the subscription of securities of the same class;* |  |
| *b) right to a share of the issuer's profits;* |  |
| *c) right to a residual share in the event of liquidation;* | For example: Right to a guaranteed liquidation share or Right to an additional liquidation share |
| *d) redemption terms and conditions;* |  |
| *e) conversion terms and conditions* |  |
| *description of any other existing privileges, if any* | For example: Right to a guaranteed dividend; Right to additional dividend; Right to vote; Others |

1. *Policies of the issuer regarding the future distribution of profit and dividend payments, containing at least the following:*

|  |  |
| --- | --- |
| *а) the date on which the right to a dividend arises (Record Date);* | For example: The right to receive a dividend have the persons registered as shareholders in the Central Depository on the 14th day after the day of the General Meeting |
| *b) the period within which the right to a dividend can be exercised;* |  |
| *c) information clarifying in whose favour will the dividend be assigned after the elapse of the period for its exercise.* |  |

1. *Other information, at the issuer’s discretion*

|  |
| --- |
| Here you can fill in other information related to the issued financial instruments, which you consider necessary to be provided to the attention of investors. |

# *VI. INFORMATION ABOUT THE ISSUER*

***Under Art. 23 of the Rules for admission to trading at the BEAM Market***

|  |  |
| --- | --- |
| 1. *Name of the company* |  |
| *Country of origin* |  |
| *Seat* |  |
| *Registered office* |  |
| *UIC or an equivalent number from the commercial register applicable for the seat of the issuer* |  |
| 1. *Date of establishment of the issuer* | 9 |
| *Period for which it is established (unless it is for indefinite term)* |  |
| 1. *Contact information about the issuer* |  |
| *Phone number* |  |
| *Fax* |  |
| *E-mail* |  |
| *Website* |  |
| 1. *Size of the capital* |  |

1. *Information regarding any upcoming changes to the capital, including of the existence of an ongoing capital increase procedure at the time of the drawing up of the admission document*

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1. *Information regarding a capital increase by a decision of the management bodies up to the amount specified in the Articles of Association*

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|  |

1. *Information regarding the shareholders holding at least 5% of the company's capital*

|  |
| --- |
| *For shareholders legal entities: UIC, Name, number of shares*    *For individual shareholders: Name, Surname, number of shares* |

1. *In the event that the issuer is part of a group - name of the parent company, list of the subsidiaries, including identification data under Art. 23, item 1 of the Rules, as well as information regarding their participations in the capital, unless they are indicated under Art. 23, item 7 of the Rules*

|  |  |
| --- | --- |
| *Company name* |  |
| *Registered seat* |  |
| *Seat of management* |  |
| *UIC or an equivalent number from the commercial register applicable for the seat of the issuer* |  |
| *Relation with the issuer* | Parent company or Subsidiary |
| *Participation in the capital* |  |
| *The issuer holds (in the Company’s capital):* | Number of shares       / parts |
| *The company owns (in the Issuer’s capital):* | Number of shares       / parts |

1. *A description of the main activities, by segments*

|  |  |  |
| --- | --- | --- |
| *Activity* | *Approximate % of revenue* | *Approximate % of costs* |
|  |  |  |
|  |  |  |
|  |  |  |

1. *Description of the main local and foreign investment projects of the issuer, including capital costs, for the period covered by the financial statements included in the admission document*

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1. *For an initial public offering on the BEAM Market, a description of the planned objectives for which attainment the funds raised will be used*

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|  |

1. *Information about the issuer's sources of funding (short term and long term), as well as about the financial needs of the issuer and the structure of the funding used to meet these needs*

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1. *Information from the issuer whether their working capital is sufficient for their normal operation within 12 (twelve) months after the date of the admission document, or if their working capital is insufficient, how are they planning to raise the necessary additional working capital*

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|  |

1. *Concise financial information about the issuer, presented for each year from the period covered by the admission document, including key financial indicators representing the current financial position of the issuer*

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1. *Information of any current and planned substantial tangible assets, as well as of the existence of any burdens on them*

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1. *Information about significant changes in the economic, property and financial position of the issuer and its group after the compilation of the financial data under Art. 24 of the Rules*

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1. *The trading venues where the issues of financial instruments of the issuer have been admitted in the past three years*

|  |
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1. *Number of employees for the past three years as of the time when the admission document was drawn up, as well as information on the organizational structure of the issuer, including organization chart and description of the human resources intended for its business activity*

|  |
| --- |
| *Number of employees* |

|  |
| --- |
| *Organizational structure and organization chart* |

|  |
| --- |
| *Description of the human resources intended for its business activity* |

1. *Information on received permits, licenses and approvals, if applicable to the activity of the issuer*

|  |
| --- |
|  |

1. *Professional CVs of the persons holding managerial and control positions in the issuer, including the following additional data*

|  |  |
| --- | --- |
| *Full name* |  |
| *Professional experience* |  |
| *Role in the issuer* |  |
| *Mandate's expiration date* | 9 |
| *Information about activities outside the company if they are related to the activity of the issuer* |  |
| *Information for all companies where the person has been a member of a management or supervisory body within the last 3 (three) years* | Name, UIC, Organization |
| *Information for all companies with significant participation in the issuer, where the person has been a shareholder within the last 3 (three) years* | Name, UIC |
| *Information for all companies with significant participation in the issuer, where the person is currently a member of a management or supervisory body or shareholder* | Name, UIC |
| *Information regarding companies declared bankrupt or in the process of liquidation, if there are any unsatisfied creditors left, in the past 2 (two) years, in which the person was a member of a management or control body* | Name, UIC |
| *Information whether the person is conducting any competitive activity to that of the issuer* |  |

1. *Information regarding the presence of an existing or potential conflict of interest pertaining to the activity of a member of a management or control body and the activity of the issuer*

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|  |

1. *Information regarding the amount of the remunerations paid (including potentially due and deferred ones) and of the non-monetary compensations that the issuer or their subsidiaries must pay to the persons under Art. 23, item 20 of the Rules for all types of services rendered to the issuer or its subsidiaries by such persons*

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1. *Information regarding any launched bankruptcy or liquidation proceedings with respect to the issuer*

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1. *Information regarding any court, arbitration, administrative and enforcement proceedings launched by or against the issuer, if they can have a significant impact on their activities or financial position*

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1. *Information regarding any extraordinary circumstances or events that would affect the profit/loss for the period covered by the financial statements contained in the admission document*

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1. *Information regarding the Advisor on the issue*

|  |  |
| --- | --- |
| *Name of the Advisor* |  |
| *Name of the Advisor in Latin* |  |
| *UIC of the Advisor* |  |
| *Correspondence address /city, post code, street/* |  |
| *Contact person* |  |
| *Phone number* |  |
| *Website where information about the issuer will be announced* |  |
| *Date of the contract with the issuer* | 9 |
| *Contract Term* | 9 |

1. *Information regarding the registered auditors of the issuer*

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# *VII. FINANCIAL STATEMENTS*

***Under Art. 24 of the Rules for admission to trading at the BEAM Market***

1. *Financial statements of the issuer for the previous financial year, audited by certified auditors, respectively consolidated audited annual statement of the group, if one is prepared, including the report of the registered auditor regarding the audited statements.*
2. *In the event that more than 8 months have elapsed since the end of the financial year, semi-annual reports for the current year.*
3. *Forecast balance sheet, profit and loss statement, and cash flow statement for the financial year following the year of the last financial statement audited by a certified auditor, containing the factors serving as the basis for the forecast variables and assumptions.*

***The financial statements are attached to this document as follows:***

|  |  |
| --- | --- |
| *Description of the financial statement* | *Number in the "Appendices" section* |
|  |  |
|  |  |
|  |  |
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# *VIII. LIST OF THE PUBLICLY ACCESSIBLE DOCUMENTS USED FOR THE PREPARATION OF THE ADMISSION DOCUMENT*

***Under Art. 25 of the Rules for admission to trading at the BEAM Market***

***Declaration by the issuer***

*In the capacity of representative of      1 (companyname), UIC:      6 I      4 and     4 hereby declare the following:*

*For the time during which the instruments will be admitted to trading on the BEAM Market, the following documents will be accessible to the public:*

*a) the issuer's Articles of Association;*

*b) all documents, financial information regarding past periods, assessments, expert's statements and other documents serving as the basis for the admission document;*

*c) the financial information, on an individual or consolidated basis, for each of the two financial years preceding the year during which the admission document was drawn up.*

*The place where the publicly accessible documents can be found, in hard-copy or electronic format is      11*

*Declarant,*

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*5*

***Other public documents:***

|  |  |
| --- | --- |
| *Description of the document* | *Number in the "Appendices" section* |
|  |  |
|  |  |
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# *IX. APPENDICES*

***Under Art. 26 of the Rules for admission to trading at the BEAM Market***

|  |  |
| --- | --- |
| ***Description of the document*** | ***Number in the "Appendices" section*** |
| *A certificate of good standing from the respective commercial register, no later than 30 (thirty) days from the submission of the application for admission to trading on the BEAM Market* |  |
| *Articles of Association of the issuer, as well as information regarding any adopted decision for changes to the Articles of Association, which has not yet been entered in the respective register* |  |
| *Definitions and abbreviations of the terms used in the admission document* |  |

***Definitions and abbreviations of the terms used in the admission document***

|  |  |
| --- | --- |
| *Terms* | *Definition* |
| *Regulation (EU) 2017/1129* | *Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing of Directive 2003/71/EC* |
|  |  |
|  |  |
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***Description and numbering of all applications***

|  |  |  |
| --- | --- | --- |
| *Description of the document* | *Number in the "Appendices" section* | *Current to Date /dd.mm.yyyy/* |
|  |  | *9* |
|  |  | *9* |
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|  |  | *9* |

*The undersigned, representing      1, respectively      2 as Advisor on the issue, declare that this document for admission to trading of shares on the BEAM market has been prepared in accordance with the requirements set out in the Rules of BEAM market and Applicable law.*

*For      1*

*4      4*

*5      5*

*For      2*

*4      4*

*5      5*

# I. INFORMATION REGARDING THE PUBLIC OFFERING

**Under Art. 14, para. 1, item 4 of the Rules for admission to trading at the BEAM market**

**Detailed information regarding the public offering**

|  |  |
| --- | --- |
| This offering represents | Initial public offering on the BEAM market |
| Number of shares proposed for subscription |  |
| Currency of the public offering | The offering is carried out in BGN/EUR |
| ISIN code of the temporary issue |  |
| Assigned mnemonic of the temporary issue |  |
| Number of subscribed and paid instruments for which the offer will be considered successful | For example 1 share |
| Every person can subscribe for at least | For example 1 share |
| Possibility to extend the terms of the public offering | For example: not planned |
| Possibility to terminate or postpone the public offering | The offering may be postponed for up to thirty working days or terminated only after a Decision has been published on the websites of the BEAM Market, the issuer, the advisor and the selected investment intermediary.  The decision should be published at least two days before the announced date of perfomance of an IPO auction on the Stock Exchange. |

**а. Data regarding the minimum offering price**

**Price range of the public offering (IPO Matching Range)**

|  |  |
| --- | --- |
| Minimum price |  |
| Maximum price |  |
| Total amount that the issuer would receive in case all offered securities are subscribed at a minimum price | The amount shall not exceed the maximum amount of the offer provided for in the Public Offering of Securities Act and Regulation (EU) 2017/1129 in case of public offering without a prospectus |
| Total amount that the issuer would receive in case all offered securities are subscribed at a maximum price | The amount shall not exceed the maximum amount of the offer provided for in the Public Offering of Securities Act and Regulation (EU) 2017/1129 in case of a public offer without a prospectus |
| Price of order execution | The price of transactions is announced through the website of BEAM Market and the trading system Xetra T7, on which the auction takes place.  The price of executed transactions is the same for all participants in the auction. |

**b. start and end of the public offering**

|  |  |
| --- | --- |
| Management Committee of BEAM Market has admitted the financial instruments within the terms of the initial public offering by its Decision: | № and date of the decision |
| Date of announcement of the public offering on the issuer's website | For example: The planned date for the announcement of the public offering is dd.mm.yyyy |
| Date of announcement of the public offering on the website of BEAM Market | For example: The planned date for the announcement of the public offering is dd.mm.yyyy |
| Date of announcement of the public offering on the website of the Advisor | For example: The planned date for the announcement of the public offering is dd.mm.yyyy |
| Date of announcement of the public offering on the website of the selected investment intermediary | For example: The planned date for the announcement of the public offering is dd.mm.yyyy |
| Date of announcement of the public offering on the website of specialized media | For example: The planned date for the announcement of the public offering is dd.mm.yyyy |
| Start date of the offering | The start of the public offering is the latest date of publication of the announcement of the offering on the BEAM market website and on the page of the issuer and the selected investment intermediary. |
| Period of the offering | The public offering will continue until finishing the offered quantity of shares, but not more than one trading session, during which the IPO auction is held. |
| Schedule of the offering:  Date of announcement;  Period of the offering in days;  Date of the IPO auction on the Stock Exchange BEAM;  End date of the offering | Date of announcement  Period of the offering in days;  Date of the IPO auction on the BEAM;  End date of the offering; |
| End date of the offering | The end of the public offering is the first working day following the expiration of two working days from the date of the IPO auction. |
| Date of announcement of the results of the offering |  |

**c. information regarding a member of the Exchange who is authorised to place the order in the trading system**

|  |  |
| --- | --- |
| Name of the Exchange member |  |
| Identification of the Exchange member in the system: |  |
| Submission of buy orders | Acquisition of shares can be complete after submission of standardised order through an authorized investment intermediary, a member of the Stock Exchange and Beam Market participant |

**d. name of the bank where an accumulation account will be opened**

|  |  |
| --- | --- |
| Name of the bank where the accumulation account is opened |  |
| Regulation of returning of the collected funds in case the offer is not successful | Within five working days after accomplishment, the issuer shall notify the bank whereat the accumulation account has been opened about the subscription results and shall publish an invitation to the persons who have subscribed to securities, specifying the conditions, the term and the order for return of the collected amounts. The invitation shall be published on the websites of the issuer, of the selected investment intermediary and of the advisor. |

**e. information regarding the applicable auction:**

|  |  |
| --- | --- |
| Applicable auction: | Xetra T7 IPO Auction for Bulgarian Stock Exchange |
| **Auction phases** | **Description** |
| 1. Pre-trade phase | During the Pre-trade phase, through the trading platform it is allowed to enter "buy" orders from all market participants, as well as to modify or delete existing orders. |
| 1. Call phase | BSE enters (Matching Range) for execution on behalf of the lead manager.  During the Call phase through the trading platform it is allowed to enter "buy" orders from all market participants, as well as to modify or delete existing orders. |
| 1. IPO Freeze phase | The entry, modification or deletion of orders is deactivated so that the lead manager can assess the market situation.  The lead manager takes decision on the price and volume of execution. Based on its decision, a "sell" price is entered during the Freeze phase, and the "sell" price should be within the pre-set Matching Range.  The "sell" order is entered by the Bulgarian Stock Exchange on behalf of the lead manager. |
| 1. Price determination Phase | With the submission of the sell order, the Bulgarian Stock Exchange manually initiates the price determination phase, and the orders are executed at the auction price within the price range. The execution of the "buy" orders is conducted from the highest "buy" price to the determined by the lead manager "sell" price (the lowest price at which orders will be executed) and is in the maximum volume for this price range. If only market orders are entered during the auction, the auction price is equal to the reference price determined by the issuer with the application for admission, regardless of whether the quantities “sell” and “buy” are the same or there is a surplus from one of the sides. |
| **Types of orders:** | **Description** |
| 1. Limit orders | A purchase order of a certain number of shares at a specified limit price. By submitting a limit order, each investor agrees to receive shares at the bid price specified in the IPO auction, in case this price is lower or equal to the price submitted by him. Limit orders can be executed wholly or partially. |
| 1. Market orders | Orders for the purchase of a certain number of shares without price. By submitting a Market order, each investor agrees to receive shares at the bid price specified in the IPO auction. Market orders can be executed wholly or partially. |

**Under Art. 14, para. 1, item 5 of the Rules for admission to trading at the BEAM market**

**Other information at the issuer’s discretion.**

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Examples of additional information, provided by the issuer, advisor or selected investment intermediary, if considered necessary.

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| Method of calculating the price of the shares |  |
| Intention of persons directly involved in the management of the issuer in the offering |  |
| Costs related to the offering |  |
| Media and places where the offering will be announced |  |
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