

**MATERIALS RELATED TO THE AGENDA OF  
THE GENERAL MEETING OF BONDHOLDERS (GMB)  
OF ISSUE ISIN BG2100018071**

**OF**

**ELARG AGRICULTURAL LAND OPPORTUNITY FUND REIT, SOFIA**

scheduled for 31 August 2010

*Table of Contents:*

- I. under **Item One on the Agenda** - proposal for a decision;
- II. under **Item Two on the Agenda** - proposal for a decision;
- III. under **Item Three on the Agenda** - proposal for a decision;
- IV. under **Item Four** on the Agenda
- V. Decision of the Board of Directors of ELARG AGRICULTURAL LAND OPPORTUNITY FUND REIT dated 27 July 2010 on proposing amendments in the conditions of issue of unsecured bonds ISIN BG2100018071, issued in 2007;
- VI. Template of a written power of attorney for participation on the GMB;
- VII. Invitation from Commercial Bank “INVESTBANK” AD for convening of a General Meeting of Bondholders of bonds with ISIN code BG2100018071, announced in the Commercial Register on 10 August 2010

## I. Under Item 1 on the Agenda:

**Draft decision:** The General Meeting of Bondholders agrees to the restructuring of the liabilities under the Issue of corporate bonds with ISIN code BG2100018071, through renegotiating part of the conditions under the issue, as follows:

1. Extending the term of the issue by 36 months (as from 3 August 2010 until 3 August 2013);
2. The interest rate under the bond loan is changed to 8.75% on an annual basis;
3. The repayment schedule of the bond loan is amended as follows:
  - 3.1. Repayment of the principal:

The principal will be paid in full (100% of the face value) on the new maturity date – 3 August 2013.

- 3.2. Due dates of the interest payments within the extended term:

Date of interest payment	Number of days in the interest period	Number of days	Interest rate	Amount of the interest due (Euros)
03.02.2011	184	365	8.75%	441,096
03.08.2011	181	365	8.75%	433,904
03.02.2012	184	366	8.75%	439,891
03.08.2012	182	366	8.75%	435,109
03.02.2013	184	365	8.75%	441,096
03.08.2013	181	365	8.75%	433,904

4. Other conditions:

4.1. The issuer shall apply the income from sales of assets other than agricultural land (non-core assets) for the payment of the interest and the principal under the bond issue.

4.2. The issuer undertakes to maintain the following financial indicators until the full repayment of the issue:

4.2.1. *Minimum value of the Equity to Assets ratio:* Total equity / Total assets > 0.50 (fifty percent)

4.2.2. *Maximum value of the liabilities to assets ratio according to the balance sheet:* (Total liabilities – Total equity) / Total assets < 0.50 (fifty percent)

4.2.3. *Minimum value of the interest coverage ratio:* (Profit from normal activities + Interest expenditure) / Interest expenditure > 0.50 (fifty percent)

5. **Premature repayment:** The Company shall have the right to repay early the whole principal under the bonds or part thereof. The repayment can be made unilaterally and without the consent of the bondholders on any day after 3 August 2011 and after a 30-day notice is sent to the bondholders, including the amount of the face value the Company intends to repay. The price at which the early repayment shall be made is including a premium and shall be equal to 1.01 x face value of the bonds.

## **II. Under Item 2 on the Agenda:**

**Draft decision:** The General Meeting of Bondholders agrees to the payment of the principal and the interest under the bond loan through the Central Depository.

### **III. Under Item 3 on the Agenda:**

**Draft decision:** The General Meeting of Bondholders assigns to the Issuer Elarg Agricultural Land Opportunity Fund REIT and authorises it to undertake all decisions and actions necessary for carrying out the amendment in the conditions of the bond issue voted, including but not limited to make in person or through authorised individuals the corresponding entries in the “Central Depository” AD, BSE, and the Financial Supervision Commission.

**IV. Under Item 4 on the Agenda – “Any other business”:**

The bondholders shall have the opportunity to raise questions and make proposals, not included in the Agenda of the GMB.

V. Decision of the Board of Directors of ELARG AGRICULTURAL LAND OPPORTUNITY FUND REIT dated 27 July 2010 on proposing amendments in the conditions of issue of unsecured bonds ISIN BG2100018071, issued in 2007

**VI. Template of a written power of attorney for participation on the GMB**

**VII.** Invitation from the agent bank Commercial Bank “INVESTBANK” AD for convening of a General Meeting of Bondholders of bonds with ISIN code BG2100018071, announced in the Commercial Register on 10 August 2010

*Signature: illegible*

*Stamp of ELARG AGRICULTURAL LAND OPPORTUNITY FUND REIT*

---

Andrey Valerievich Kruglykhin

Executive Director

of *ELARG AGRICULTURAL LAND OPPORTUNITY FUND REIT*