
S T A T U T E

on

" I n t e r c a p i t a l P r o p e r t y D e v e l o p m e n t "

Joint stock company with special investment
purpose -
real estate securitization

SECTION I

GENERAL

STATUTE

1. INTERCAPITAL PROPERTY DEVELOPMENT, hereinafter referred to as "the Company", is a joint stock company with a special investment purpose within the meaning of Article 3, paragraph 1 of the Special Investment Purpose Companies Act (SPIF).
2. The company is public from the moment of its entry in the register of public companies and other issuers of securities under Art. 30, para. 1, item 3 of the Law on the Financial Supervision Commission.
3. The Company's firm is INTERCAPITAL PROPERTY DEVELOPMENT REIT.

4. The company was established and this statute, hereinafter referred to as the "Statute", was adopted at a constituent assembly held in Sofia in the presence of the founders who signed this Statute.

HEADQUARTERS AND ADDRESS OF MANAGEMENT

5. The registered office of the Company is Sofia.

6. (*Am. General Meeting of 24.03.2006, amended. GSM of 29.06. 2018 on*) The registered office of the Company is: c. Sofia, region of Sredets, ul. "Dobrudzha" № 6, fl. 4.

7. The firm of the Company, together with an indication of the registered office, the address of management, the court where the Company is registered and the number of the court registration and the bank account are indicated in the documents from the commercial correspondence of the Company.

ACTIVITY

8. The Company has the following outstanding activity: investment of funds raised through the offering of securities, in the purchase of real estate and limited real rights; development of own real estate through construction and improvements; sale of real estate; renting or operating of own real estate and any other activity related to the securitization of real estate and permitted by law.

TERM

9. The company is established for an indefinite period.

INVESTMENT OBJECTIVES

10. The investment goals of the company are:

- (a) ensuring a maximum return on the capital of its shareholders at an optimal risk-return ratio;
- (b) increase in the value of the company's shares;
- (c) providing current income to shareholders in the form of a cash dividend;
- (d) increasing the value of the real estate owned by the Company through their development, construction and / or improvement.

11. The investment activity of the company is limited by the requirements of the law, the provisions of this Articles of Association, the decisions of the General Meeting and the provisions of the Prospectuses for public offering of securities. The company's bodies have no other

restrictions in seeking an optimal ratio between the assets in which it invests and the risk of the investment at the best possible BGNels of return for investors.

INVESTMENT POLICY

12. The investment policy of the Company is the purchase of undeveloped real estate, regulated or unregulated, and / or construction of buildings in the real estate owned by the Company for the purpose of their sale.

13. The Company may invest in all types and types of real estate located on the territory of the Republic of Bulgaria, including, but not limited to, undeveloped and built-up plots, in or out of regulation; residential buildings; commercial, industrial and office buildings; hotels; agricultural lands and forests, etc., as well as in the acquisition of limited real rights over such properties.

14. The Company may not acquire real estate or limited real rights, which are subject to legal dispute at the time of investment.

15. The Company may periodically acquire new assets without restriction in the type, type, location and value of real estate in compliance with the requirements of this Statute and the provisions of Bulgarian legislation.

SECTION II

CAPITAL AND SHARES. EXTERNAL FINANCING

CAPITAL

16. *(Am., As decided by the Board of Directors to increase the capital of 10.03.2010 , reflected the increase in capital through an initial public offering of shares by resolution of the Board of 16 . 04 .2020 , the)* capital of the Company is 27 766 476 (twenty-seven million seven hundred sixty-six thousand four hundred seventy-six) Bulgarian BGNs.

17. *(Am., As decided by the Board of Directors to increase the capital of 10.03.2010 , reflected the increase in capital through an initial public offering of shares by resolution of the Board of 16.04.2020 on)* The capital is divided into 27 766 476 (twenty-seven million seven hundred sixty-six thousand four hundred seventy-six) number of dematerialized registered voting shares, each with a nominal value of BGN 1 (one).

18. Upon the establishment of the Company, the capital is subscribed and paid in full.

SHARES AND CLASSES OF SHARES

19. The Company may issue only dematerialized shares registered in accounts with the Central Depository. The book of the shareholders of the Company is kept by the Central Depository.

20. Shares of the Company may be subscribed only against cash contributions and after the payment of their full issue value, except in the cases of conversion into shares of bonds issued as convertible.

21. The company may not issue shares that give the right to more than one vote or additional liquidation share.

22. The company can issue different classes of shares. Shares of one class grant equal rights to shareholders.

23. The Company may issue the following classes of shares:

(a) Class A - ordinary registered voting shares;

(b) Class B - preference shares with a guaranteed or additional dividend and no voting rights;

24. The Company may issue other subclasses of shares, a variant of Class B, depending on the amount of the guaranteed / additional dividend or the granting of voting rights.

25. The amount of the guaranteed or additional dividend for the Class B shares is determined by the General Meeting with the decision to increase the capital of the Company with shares of the respective class.

26. The shares of the Company may be transferred freely, without restrictions or conditions, in compliance with the requirements of the Bulgarian legislation and the rules of the Central Depository for acquisition and disposal of dematerialized shares.

27. The transfer of shares is effective against the Company only if the transfer is registered with the Central Depository.

RIGHTS OF SHAREHOLDERS

28. Each Class A ordinary share entitles its holder, hereinafter referred to as the "Shareholder", to:

(a) by 1 (one) vote in the General Meeting of the Company;

(b) to subscribe a part of each new issue of shares of the Company corresponding to its share of the capital, with the exception of the issue for initial increase of the capital within the meaning of Art. 13 of the SPV Act;

(c) to receive a dividend from the profit of the Company, corresponding to the nominal value of the share in the capital;

(d) to receive a share of the Company's assets in liquidation, corresponding to the nominal value of the share in the capital;

(e) to obtain the financial statements and management reports of the Company, a copy of all confirmed by the Commission for Financial Supervision Prospectuses of the Company's public

offering of shares and corporate bonds as well as information on the essential elements of contracts with the servicing companies and bank-depositary.

29. Each preferred share with the right to a guaranteed class B dividend entitles its holder, hereinafter referred to as the "Shareholder", to:

- (a) to participate in the General Meeting without the right to vote, unless otherwise specified in the decision to issue the respective issue;
- (b) to receive a guaranteed or additional dividend from the Company's profit before the Class A shareholders in the amount specified in the decision to issue this issue of shares;
- (c) to subscribe a corresponding part of each new issue of shares of the same class upon increase of the capital of the Company;
- (d) to receive a share of the Company's assets in liquidation, corresponding to the nominal value of the share in the capital of the Company.
- (e) to receive the financial statements and the management reports of the Company, a copy of all Prospectuses of the Company for public offering of shares and corporate bonds confirmed by the Financial Supervision Commission as well as information on the essential elements of the agreements with the Servicing Companies and the Custodian Bank;
- (f) to acquire the right to 1 (one) vote for each share held by him, in cases when the guaranteed or additional dividend is not paid for one year and the late payment is not paid in the next financial year, together with the one due for the same year guarantees / additional dividend.

CAPITAL INCREASE

30. The capital of the Company may be increased only by issuing a public issue of new shares, including preferred ones, or by converting into shares bonds publicly traded and issued as convertible.

31. The company cannot increase its capital by converting part of the profit into shares or by increasing the nominal value of already issued shares.

32. Except in the cases under item 35 of these Articles of Association, the capital increase shall be carried out by decision of the General Meeting of Shareholders. The decision may authorize the Board of Directors to increase the capital up to a certain amount and for a certain period, which may not be longer than 5 (five) years.

33. *(Am. General Meeting of 29.06.2007, amended. General Meeting of 30.12.2009, amended. General Meeting of 06.30.2015, the amend. GSM of 19.06.2020)* This statute is authorizes the Board of the directors within 5 years, as of the date of the General Meeting of Shareholders, at its discretion and by determining all parameters of the respective issue to increase the capital of the Company until reaching a maximum amount of BGN 50,000,000 (fifty million) by issuing new shares, including preferred shares.

33a *(new GSM 30.12.2009 on, amend. General Meeting of 06.30.2015, the amend. GSM of 19.06.2020)* This statute is authorizes the Board of Directors within 5 years from the date of the General Meeting of Shareholders, at its discretion and by determining all parameters of the

respective issue to issue issues of warrants and / or convertible bonds, on the basis of which the capital of the Company may reach a maximum amount of BGN 50,000,000 (fifty million). When issuing convertible bonds, the Board of Directors is authorized to determine the parameters of conversion of bonds into shares even after the term under the previous sentence, if the issue is issued within this term.

34. *(Amended by GSM 30.12.2009)* For each decision to increase the capital, respectively for the issuance of warrants or convertible bonds, the Board of Directors shall submit to the next regular general meeting of shareholders a report justifying the type, class and volume of the issued securities.

INITIAL INCREASE IN CAPITAL

35. Within six months of incorporation of the Company, the capital of the company is increasing under the conditions of public offering of shares of the same class as recorded in the Constituent Assembly of not less than 30% (thirty percent) of the registered capital (mandatory initial increase of capital).

36. The mandatory initial capital increase is made on the basis of a prospectus approved by the Financial Supervision Commission. Together with the prospectus, the Board of Directors is obliged to submit an application for the issuance of a license for carrying out activity as a company with a special investment purpose for securitization of real estate within the term under item 35 to submit an application for issuance of a license for carrying out activity as a company with a special investment purpose for securitization of real estate.

REDUCTION OF CAPITAL

37. The capital of the company cannot be reduced by cancelling shares.

38. The capital of the Company may be reduced only by a decision of the General Meeting of Shareholders, taken by a majority of 2/3 of the represented capital and in compliance with the restrictions of the current Bulgarian legislation.

39. The company may not repurchase shares under Art. 111, para. 5 of LPOS.

SECTION III INVESTMENT ACTIVITY

ACQUISITION OF ASSETS

40. The acquisition, management and disposal of the Company's assets is carried out by the Board of Directors in compliance with the restrictions of this Articles of Association and the provisions of the applicable law.

41. This Articles of Association authorizes the Board of Directors, in compliance with the conditions of item 43 and within the subject of activity of the Company and its investment policy , at its discretion, to carry out, without prior approval of the General Meeting, acquisition transactions, transfer for consideration , granting for management of real estate and real rights, which exceed:

- (a) one third of the lower value of the assets according to the last audited or last prepared with the company's balance sheet, or
- (b) 2 (two) per cent of the lower value of the assets according to the last audited or last prepared balance sheet of the company, when interested parties participate in the transactions.

42. Prior to the acquisition and / or sale of real estate, the Board of Directors assigns the servicing company, which provides investment advice and consultations, to assess the feasibility of the investment and the possibilities for achieving the investment objectives of the Company. In the cases of a negative opinion of the servicing company regarding the expediency of the investment, the authorization under item 41 shall not be applied.

43. Notwithstanding the authorization under item 41 and the provision of item 42, the Board of Directors may not, without the prior approval of the General Meeting, acquire real estate or other real rights at prices significantly higher than the assessment made or sell real estate and real rights to prices significantly lower than the estimates made.

44. In carrying out the transactions under item 40, the Board of Directors is limited only by the requirements of this Articles of Association and the prospectuses for public offering of securities of the Company, as well as by the provisions of the current legislation.

45. Prior to the acquisition and / or sale of real estate, the Board of Directors shall assign their evaluation to one or more experts with qualification and experience in this field, who meet the requirements under item 46 of these Articles of Association.

46. Real estate appraisal cannot be assigned to persons who:

- (a) directly or indirectly hold shares in the Company;
- (b) are members of the board of directors of the Company;
- (c) are persons related to a member of the Board of Directors or to a person who directly or indirectly owns more than 5 percent of the shares of the Company;
- (d) are sellers / buyers of real estate, members of a management or control body, a partner or shareholder in the seller / buyer , as well as a person related to the seller / buyer , a member of its management or control body, its partner or shareholder;
- (e) may be influenced by another form of dependence or conflict of interest.

47. The Board of Directors adopts rules and criteria for selection of expert evaluators.

48. Owned by the Company real estate are valued at the end of each o quarter and in the end of each quarter and financial year or in case of change by more than 5 percent in the index of real estate prices.

LIMITS

49. The company cannot secure other people's debts or provide loans.
50. The company may not invest more than 10 % (ten percent) of its capital in service companies.
51. (The company may not invest in equity participation in companies other than those specified in item 50.
52. The company may not participate in the capital market by investing in assets other than those specified in items 57 and 58 of these Articles of Association.

FINANCING

53. The company finances its investment activity through:
 - (a) own funds raised through a public offering of shares of the Company;
 - (b) issuance of bonds registered for trading on a regulated securities market ;
 - (c) bank loans intended for the acquisition and commissioning of acquired assets;
 - (d) bank loans with a maturity of not more than 12 months for the payment of interest. These loans may not at any time exceed 20 % (twenty percent) of the book value of the Company's assets.
54. (*Amended by the GMS on December 30, 2009*) The funds attracted by the order of letters (b), (c) and (d) of the previous item may not at any time exceed 10 (ten) times the capital of the Company.
55. The Company issues bonds by decision of the General Meeting of Shareholders or of the Board of Directors, acting under the terms of item 56 or after proper authorization by the General Meeting.
56. (*Amend. GMS 30.12.2009 , amended. General Meeting of 06.30.2015, the amend. GMS 19.06.2020*) This statute is authorize the Board of Directors for a period of 5 years from the date of the General meeting of shareholders to issue corporate bonds worth up to 50 000 000 (fifty million) BGN subject to the restriction of item. 54.The Board of Directors is free to assess the type of bonds, the security of the bond loans, the amount of interest payments and the method of repayment of the principal, taking into account the needs of the company and market conditions to attract external financing .

INVESTING FREE FUNDS

57. Company may invest its funds in securities issued or guaranteed by the Bulgarian state and bank deposits.
58. Company it may invest up to ten (10) percent of its assets in mortgage bonds.
59. The Company may invest its free funds in other assets, allowed under the current legislation.

MANAGEMENT EXPENSES

60. The management expenses of the Company are determined annually by the General Meeting of Shareholders and their maximum amount at no time may exceed 30% (thirty percent) of the value of the assets on the balance sheet of the Company.

61. The management expenses associated with the remuneration of the servicing company which provides investment counselling, may not exceed 20% (twenty percent) of the value of the assets on the balance sheet of the company at the end of each financial year.

62. The management expenses of the Company, other than those specified in item 61, may not exceed 10% (ten percent) of the value of the assets on the balance sheet of the Company at the end of each financial year.

63. The remuneration of the members of the Board of Directors consists of:

- (a) a fixed monthly salary determined by the General Assembly for the entire term of the Board at its election, which may not exceed 10 minimum monthly salaries.
- (b) royalties not exceeding 0.1% of the Company's profit before the distribution of dividends for each member of the Board, but not more than 0.5% in total for the entire Board.

SECTION IV

SERVICE COMPANIES. DEPOSITORY BANK

DEPOSITORY BANK

64. The cash and securities of the Company are kept in a depository bank.

65. The Custodian Bank shall be determined by a unanimous decision of the Board of Directors.

66. The depository bank may not be a bank against which liquidation or insolvency proceedings have been instituted and it is unable to perform its duties as a depository precisely.

67. The Custodian Bank may not be a creditor or guarantor of the Company, except for its receivables under the depository services contract.

68. The Custodian Bank may not be the same person or a related party to a servicing company, to the members of the Board of Directors of the Company or to another person who performs the management or control functions in the Company, to the investment intermediary through which they are concluded and executed, investment transactions, as well as with persons who control the Company.

69. Custodian make all payments on behalf of the Company subject to the conditions provided for in this U joints and prospectus for public offering of securities.

70. The depository bank :

- (a) provides all payments related to transactions with the Company's assets, compliance with applicable law, the Statute and the Prospectus of the Company and translated here them within the statutory time limits;
- (B) Provide the collection and use of proceeds of the Company in accordance with the law and its statute;
- (c) disposes of the assets entrusted to it to the Company only by order of the authorized persons, unless they contradict the law, the Articles of Association of the Company or the contract for depository services;
- (D) regularly report to the company of entrusted assets and performed operations.

SERVICE COMPANIES

71. The Company cannot independently carry out the operation, maintenance and development of real estate, including carrying out repair works, keeping the accounts and any other activity, incompatible with the status of a special investment purpose.

72. The Board of Directors with a decision assigns the implementation of the activities under item 71 above to Service Companies, which have the necessary organization and resources.

CONTRACT WITH SERVICE COMPANIES

73. Contracts with management company must contain items :

- (a) the subject of the contract;
- (b) Rights minute and obligations so the parties;
- (c) period and the contract, order and amendment, rescission and termination;
- (d) liability for damages caused to the Company by the non-performance or poor performance of the contractual obligations by the Service Company;
- (e) rules for indemnification of court-recognized claims by third parties against the Company for damages caused by the activity of the Servicing Companies;
- (f) rules for compensation for administrative penalties imposed on the Company as a result of the activity of the Servicing Companies;
- (g) penalties for non-performance of contractual obligations or early termination / cancellation of contracts;
- (h) other circumstances required by applicable law .

74. The servicing companies have the right to remuneration for the activities performed by them, the right to receive the necessary information from the Company for the implementation of the activities assigned to them, as well as the right to receive the necessary assistance.

75. The servicing companies are obliged to fulfil their contractual obligations with the care of a good trader, preferring the interest of the Company to their own interest .

REMUNERATION OF SERVICE COMPANIES

76. The remuneration of the servicing companies is determined according to the type, specifics and volume of the provided services. It can be defined as an absolute amount, an amount per unit of services provided, in proportion to the revenues or the value of the assets of the Company.

77. The remuneration of the service company that provides investment advice and consultations is determined as a percentage of the positive difference between the initial and final net asset value.

78. If necessary, the Board of Directors may enter into contracts with other service companies that are not explicitly described in these Articles of Association and their remuneration is determined in accordance with the rules of item 76 above and the established commercial practice.

79. A service company can provide more than one type of services at the same time. In this case, his remuneration can be defined as the sum of the remunerations determined by the relevant rules.

SERVICE COMPANY THAT PROVIDES INVESTMENT ADVICE AND CONSULTATIONS

80. In carrying out its activities, the Board of Directors is assisted and consulted by a service company that provides investment advice and consultations.

81. Servicing company under p. 80 prepares and proposes to the Board Investment strategy of the Company, offers and analyse the objects of investment consulting management of the assets and liabilities of the Company and the mechanisms for its funding.

82. The servicing company under item 80 is elected by the General Meeting of the Company. The first servicing company is elected at the constituent assembly of the Company.

83. The contract with the servicing company under item 79 may be terminated unilaterally, not through his fault only by a decision of the General Meeting of Shareholders, taken by a majority of $\frac{3}{4}$ of the issued voting shares. This decision gives 6 (six) months notice for termination of the contract.

84. The contract with the servicing company under item 80 may be terminated at any time by the Board of Directors in the following cases:

- (a) in case of intentional breach of its contractual obligations, for reasons for which the servicing company under item 80 is responsible ;
- (b) there is a conflict of interest between the Company and servicing company, which cannot be resolved within the terms and procedures s provided and the contract with the management company under p. 80;

SECTION V
BODIES OF THE COMPANY. MANAGEMENT

85. The bodies of the company are the General Meeting of Shareholders and Board of Directors.

GENERAL ASSEMBLY. POWERS

86. The General Meeting consists of all persons registered in the Central Depository as shareholders of the Company 14 days before the date on which the General Meeting will be held.

87. Holders of non-voting shares also have the right to participate in the meetings of the General Meeting of Shareholders.

88. Shareholders participate in person or through a representative. Proxies do not have the right to re-authorize third parties with their rights.

89. *(Amended by the GMS of 18.06.2009)* The power of attorney for participation in the General Meeting of Shareholders must be in writing, explicitly, signed by hand by the principal - shareholder and must meet the requirements of the POSA and its implementing acts.

89a. *(new GMS from 18.06.2009)* The authorization can also be done by electronic means. The Board of Directors adopts the terms and conditions for obtaining powers of attorney by electronic means, which are published on the company's website, and determines the method (s) for obtaining powers of attorney by electronic means.

89b. *(new GMS of 18.06.2009 , Amend. of AGM 19 . 06 .2020 on)* Shareholders may exercise their right aloud by correspondence if the vote is received in the company no later than the day preceding the date of the general meeting . The shares of the persons who voted by correspondence shall be taken into account when determining the quorum, and the voting shall be noted in the minutes of the general meeting. The Board of Directors shall determine the terms and conditions for voting by correspondence.

90. Members of the Board of Directors shall attend the General Assembly without voting rights unless they are shareholders with participations rights.

91. General Assembly:

- (a) amend and supplement the Articles of Association of the Company;
- (b) increases and decreases the capital of the Company;
- (c) transforms and terminates the Company;
- (d) elect and dismiss the members of the Board of Directors and determine their remuneration and the amount of management guarantees in compliance with the rules set forth in these Articles of Association;
- (e) appoint and dismiss certified public accountants;

- (f) approves the annual financial statements of the Company after certification by the appointed expert accountant;
- (g) decide on the issuance of bonds and other debt securities ;
- (h) appoint the liquidators upon termination of the company;
- (i) release the members of the Board of Directors from liability;
- (j) elects and dismisses the servicing company under item 80 of these Articles of Association.
- (k) (*new GMS of 18.06.2009*) elects and dismisses the chairman and the members of the Audit Committee of the company .
- (l) (*previous item "k"*) decides all other issues placed within its competence by law or the Articles of Association.

92. (*Amended by the GMS of 30.04.2010*) The decisions under item 91 letters (a), (b) and (c) shall be taken by a majority of 3/4 of the voting shares presented at the General Meeting.

93. (*Amended by the GMS of 30.04.2010*) The decisions under item 91, letter (d) for election of members of the Board of Directors shall be taken by a simple majority, and the decision for dismissal of members before the expiration of their term - by 3 / 4 of the voting shares presented at the General Meeting, except in the cases of culpable non-fulfilment of their obligations under these Articles of Association or of their voluntary resignation.

CONVENING AND CONDUCTING THE GENERAL MEETING

94. The General Meeting is held at least once a year.

95. The General Meeting is convened by the Board of Directors, as well as at the request of Shareholders holding more than 5% (five percent) of the capital.

96. The General Meeting is held at the registered office of the company.

97. (*Amended by the GMS of 18.06.2009*) The convening of the General Meeting is carried out by invitation, announced in the Commercial Register not later than 30 days before the opening of the General Meeting. The invitation must contain the data required by the Commercial Act and the Public Offering of Securities Act.

98. The written materials related to the agenda of the General Meeting must be made available to the shareholders at the registered office of the Company no later than the date of publication of the invitation. Upon request, they are presented to each shareholder free of charge.

99. (*Amended by the GMS of 30.04.2010*) This Statute does not introduce a requirement for a quorum when holding a general meeting, except in cases where the agenda of the general meeting provides for a decision under item 91 letters (a), (b) and / or (c), where a condition for adoption of a valid decision on the listed items is that at least half plus one of all voting shares issued by the Company be present or represented at the meeting.

99a (*new GMS of 30.04.2010*) In the absence of the quorum required under item 99 of the Articles of Association for holding a general meeting, a new meeting may be scheduled not earlier

than 14 days and it is legal regardless of the presented at it capital. The date of the new meeting may also be indicated in the invitation to the first meeting.

100. When determining the quorum, only the shares of the Company with voting rights are taken into account.

101. For each meeting a list of attending shareholders is made or their representatives and the number of shares held or represented. Shareholders and representatives certify their presence with a signature and identify themselves. The list is certified by the Chairman and the Secretary of the General Assembly.

102. The General Meeting may not adopt resolutions concerning issues that have not been published in the invitation, except when all shareholders are present or presented at the meeting and no one objects to the issues raised being discussed, or if they are duly proposed by shareholders - less than 5% (five percent) of the capital of the Company .

103. At the General Meeting, the shareholders may ask questions regarding the financial condition and commercial activity of the Company, regardless of whether the issues are related to the announced agenda. The members of the Board of Directors are obliged to answer these questions truthfully, exhaustively and on the merits, except for circumstances that constitute a trade secret.

104. Minutes shall be kept for the meetings of the General Assembly, in which the data under Art. 232, para. 1 of the CA and which is signed by the chairman and secretary of the meeting and by the tellers.

105. The minutes of the General Meeting, together with a list of the present shareholders and the documents and materials related to the convening and holding of the General Meeting shall be kept for a period of 5 years and shall be provided to the shareholders freely upon request.

BOARD OF DIRECTORS

106. The company is managed and represented by a Board of Directors, which consists of 3 (three) to 7 (seven) persons.

107. (*Amend. GMS of 19.06.2020*) One third of the members of the Board of Directors are independent entities under the Public Offering of Securities.

108. The members of the Board of Directors or natural persons who represent legal entities - members of the Board must:

- (a) have a university degree;
- (b) have appropriate professional qualifications and experience;
- (c) have not been convicted of an intentional crime of a general nature;
- (d) have not been declared bankrupt as a sole trader or as a general partner in a company and are not in bankruptcy proceedings

- (e) have not been members of the management or supervisory body of a company or cooperative terminated due to insolvency during the last two years preceding the date of the declaration of insolvency, if there are unsatisfied creditors;
- (f) are not spouses or relatives up to and including the third degree, directly or collaterally, among themselves or with another member of the management or supervisory body of a service company;
- (g) are not a partner or shareholder, a member of the management or supervisory body of the depository bank, as well as persons related to it;
- (h) are not deprived of the right to hold a position of material responsibility

109. The Board of Directors is elected by the General Meeting for a term of 5 years. This rule does not apply to the first Board of Directors, setup and early by the Constituent Assembly for a term of three years.

110. The Board of Directors discusses and resolves all issues, except those that are within the exclusive competence of the General Meeting.

111. The Board of Directors has the power to conclude transactions within the scope of activities of the Company for the acquisition consideration for the transfer, lease or provision of property management worth in excess of one third of its total assets in the last audited or prepared balance sheet in compliance with the requirements of item 42 and item 43 of this Statute.

112. Decisions of the Board of Directors are taken by a simple majority, except in the cases of acquisition and sale of real estate, selection and change of the Servicing Company and the Depository Bank, and decisions on the type of shares and bonds and the amount of the issue. These decisions are taken by a two-thirds majority of all members.

113. The Board of Directors reports on its activities to the General Meeting of Shareholders.

114. The Board of Directors meets regularly at least once every three months.

115. The Board of Directors may also take decisions in absentia, provided that all members agree in writing to the decision.

116. Meetings of the Board of Directors are legal, if all members have been duly invited and no less than half the members of the Board of Directors. Minutes shall be kept for the meetings, which shall be kept for a period of 5 (five) years from the holding of the respective meeting.

117. Meetings of the Board of Directors shall be convened by written or electronic invitations sent in an acknowledgment of receipt. Invitations should be sent at least three days before the date of the meeting.

118. The Board of Directors elects a chairman from among its members.

119. The Board of Directors assigns the representation of the Company before third parties to one or two of its members - Executive Directors. The award may be withdrawn at any time.

120. In the cases of more than one executive directors, they represent the Company separately, except in the cases of:

- (a) acquisition / sale of an asset exceeding 5 (five) percent of the net asset value of the Company at the time of the transaction;

(b) the conclusion of a contract (s) with the Custodian Bank or a Service Company.

121. The names of the Executive Directors shall be entered in the Commercial Register and shall be promulgated.

122. Each member of the Board of Directors may request the President to convene a meeting of the Board.

123. The Board of Directors adopts internal rules for its activities.

124. The members of the Board of Directors are obliged to:

(a) to manage the business and assets of the company with the care of a good trader, preferring the interests of shareholders to their own interests;

(b) to deposit as a guarantee in favour of the Company an amount not less than their quarterly gross remuneration as members of the Board or shares in the company with a nominal value of such amount ;

(c) to perform their duties in the interests of the Company and to keep the secrets of the Company and after they cease to be members of the Board;

(d) to insure each immovable property immediately after its acquisition.

125. The members of the Board of Directors shall be jointly and severally liable for the damages they have caused to the Company. The General Assembly may release the members of the Board from liability if it is established that there is no fault for the damages.

INVESTOR RELATIONS DIRECTOR

126. The Board of Directors appoints an Investor Relations Director on an employment contract, who cannot be a member of the Board or a procurator of the Company and must have the necessary qualification and experience.

127. The Investor Relations Director has the obligations under Art. 116d of the Public Offering of Securities Act.

SECTION VI PROFIT DISTRIBUTION

YEAR COMPLETION

128. By the end of February each year, the Board of Directors prepares an annual financial report and an activity report for the past calendar year and presents them to the certified public accountant elected by the General Meeting.

129. The annual financial statements are audited by certified public accountants appointed by the General Meeting. They are appointed at the annual General Meeting in the calendar year for which they will audit the accounts of the Company. If a calendar year has elapsed without the appointment of chartered accountants, the Board of Directors or any shareholder may request the court to appoint a chartered accountant for the preceding year.

PROFIT DISTRIBUTION

130. After receiving the report of the graduates they chartered accountant and at the Board of Directors, the Board shall convene the General Assembly and propose the distribution of not less than 90 percent of the profit for the financial year converted and under Article 10 of SPICA.

131. The right to participate in the distribution of the profit and to receive a dividend have the persons registered in the Central Depository as shareholders in the Company 14 days after the date of the General Meeting, at which the annual accounting report was adopted and a decision on profit distribution was made.

132. The annual dividend is paid within 12 months from the end of the respective financial year.

133. The company forms a "Reserve" fund.

134. The sources of the Reserve Fund are:

- (a) funds received in excess of the par value of the shares at the time of issue;
- (c) other sources provided by a decision of the General Meeting or the Board of Directors ;

135. The funds of the Reserve Fund can be used for:

- (a) covering the annual loss;
- (b) covering losses from the previous year;
- (c) other objectives determined by a decision of the General Assembly.

136. The company may also establish other funds by decision of the General Meeting. The decision to establish the fund determines the sources for raising funds and the manner and objectives for their spending.

FINAL PROVISIONS

137. For all cases not explicitly regulated in this Articles of Association, the provisions of the Special Investment Purposes Companies Act, the Public Offering of Securities Act and its implementing acts and the Commercial Act, as well as all other relevant laws shall apply accordingly.

138. In case of discrepancy between the texts of this Statute and provisions of the current legislation, the latter shall apply without invalidating the entire Statute and without the need for its amendment, unless explicitly provided in a normative act.

These Articles of Association were adopted at the Constituent Meeting of INTERCAPITAL PROPERTY DEVELOPMENT REIT , held on February 18, 2005 , as amended by the General Meeting of Shareholders of INTERCAPITAL PROPERTY DEVELOPMENT REIT, held on March 24, 2006, as amended by the General Meeting of the shareholders of INTERCAPITAL PROPERTY DEVELOPMENT REIT, held on June 29, 2007, as amended by the General Meeting of Shareholders of INTERCAPITAL PROPERTY DEVELOPMENT REIT, held on June 18, 2009 , as amended by the General Meeting of Shareholders of PROPERTY

DEVELOPMENT REIT held on 30 December 2009 , the amended by the General meeting of shareholders of" INTERCAPITAL PROPERTY DEVELOPMENT " REIT held on April 30, 2010 , as amended pursuant to the Decision of the Board of Directors to increase the capital of 10.03.2010 , amended by the General Meeting of Shareholders of INTERCAPITAL PROPERTY DEVELOPMENT REIT, held on June 30, 2015 , amended by the General Meeting of Shareholders of INTERCAPITAL PROPERTY DEVELOPMENT " REIT, held on 29.06. 2018 , as amended by the General Meeting of Shareholders of "Intercapital Property Development" REIT held on 19.06.2020, the amended due to reflected the increase in capital through an initial public offering of shares by resolution of the Board of Directors from 16/04/2020.

EXECUTIVE DIRECTOR: _____