

**Inside information pursuant to Appendix No 9  
to Art. 28, para 2 and Art. 41, para 2, p. 2 of ORDINANCE No. 2 as of 17.09.2003 on the  
prospectuses to be published when securities are offered to the public or admitted to trading  
on a regulated market and on disclosure of information by the public companies and the other  
issuers of securities**

for the period 01.10.2014 – 31.12.2014

**“Intercapital Property Development” ADSIC**

**1. For the issuer**

**1.1. Change of the persons, exercising control over the company**

Since the establishment of the company up to present there haven't been persons exercising control over it.

**1.2. Change in the members of the management and the control bodies of the company and reasons for the change; changes in the way of representation; appointment or discharge of procurator.**

In the forth quarter of 2014 no such circumstance has occurred.

**1.3. Amendments and/or supplements to the company's By-laws.**

During the forth quarter of the year 2014 there hasn't been such a circumstance.

**1.4. Decision for transformation of the company and implementation of the transformation; structural changes in the company.**

No decisions for transformation of the company and implementation of transformations have been taken; there have not been any structural changes in the company.

**1.5. Initiation of a liquidation procedure and all main stages, related to such procedure.**

No liquidation procedure has been initiated for the company.

**1.6. Initiation of a bankruptcy procedure for the company or its subsidiary and all substantial stages, connected with the procedure.**

No bankruptcy procedure has been initiated for the company or its subsidiary.

**1.7. Acquisition, granting for use or disposition of assets of big value according Art. 114 para 1 item 1 of LPOS.**

Such a circumstance has not occurred.

**1.8. Decision for conclusion, termination and rescission of a contract for a joint enterprise.**

There has not been taken any decision for conclusion, termination and rescission of a contract for a joint enterprise.

**1.9. Decision of the Financial Supervision Commission for delisting the company of the registry for the public companies and the other issuers of securities under art. 30, para 1, point 3 of the Law on the Financial Supervision Commission**

There has not been such a decision of the commission for delisting the company of the registry for the public companies and the other issuers of securities under art. 30, para 1, point 3 of the Law on the Financial Supervision Commission.

**1.10. Change of the auditors of the company and reasons for the change.**

At its meeting held on 27.06.2014, the annual General Meeting of Shareholders a decision was adopted to elect "Grant Thornton", UIC 831716285 as a registered auditor to verify and certify the annual financial statements of the Company for 2014. Dafin Asenov Sredkov, a registered auditor with diploma № 518, was elected to verify and certify the consolidated financial statements of the Company for 2014.

**1.11. Announcement of the profit of the company.**

As of the end of the forth quarter of the year 2014 the net financial result of the Company on consolidated basis is a loss in the amount of BGN 1 169 thousand.

**1.12. Material losses and the reasons thereof.**

During the forth quarter of the year 2014 the Company has not realized material losses due to extraordinary or unforeseeable circumstances.

**1.13. Unforeseeable or unforeseen circumstance of extraordinary nature, as a result of which the company or its subsidiary has suffered damages, amounting to three or more percent of the company's equity.**

During the forth quarter of the year 2014 there have not been any circumstances of extraordinary nature that have caused such damages for the Company.

**1.14. Public disclosure of a modified auditor's report.**

Such a circumstance has not occurred.

**1.15. Decision of the general meeting about the dividend's type and amount, as well as on the conditions and the order for its payment.**

There has not been such a decision during the forth quarter of the year 2014.

**1.16. Occurrence of liability, which is essential for the company or for its subsidiary, including each non fulfillment or increase of the liability.**

During the forth quarter of the year 2014 there hasn't been such a circumstance.

**1.17. Arising of receivable, which is essential for the company, with indication of its due date.**

On 11.08.2014 in the Commercial Registry of the Registry Agency a new subsidiary, AHELOY IMO EAD, UIC 203175277, with headquarters and management address: Sofia, 7A Aksakov str., fl. 4 has been registered. AHELOY IMO EAD is incorporated with share capital in the amount of BGN 1 303 400 fully paid through contribution in kind from INTERCAPITAL PROPERTY DEVELOPMENT ADSIC. On 18.08.2014 INTERCAPITAL PROPERTY DEVELOPMENT ADSIC, in its capacity of sole owner of the capital of AHELOY IMO EAD, UIC 203175277, concluded a contract for sale of materialized shares, pursuant to which ICPD sold 1 303 400 materialized shares, each with a voting right, representing 100% of the capital of AHELOY IMO EAD for a total value of BGN 4 096 212.79. The parties have agreed to extend the period in which the due amount from the sale shall be paid to the Company till 31.12.2015.

**1.18. Liquidity problems and measures for financial support.**

In the second quarter of 2014 the Company has written-off part of its liabilities in the amount of BGN 200 thousand to the creditor Grand Borovets EOOD.

With regard to a corporate bond issue of the Company issued in August 2007, on 3rd January 2013, with entry № 20130103135306 in the electronic file of the Company in the Commercial Register an invitation was announced for convocation of General Meeting of the bondholders of the corporate bond issue. Based on Art. 214, para 1 of the Commercial Act, the General Meeting of bondholders was convened by the representative of the bondholders Commercial Bank "INVESTBANK" AD and should be held on 16<sup>th</sup> January 2013 at 11:00 h on address: Sofia, 27 Vasil Levski Blvd., hotel Downtown, the conference hall.

The proposed agenda was as follows:

**Item One**

Giving consent on rescheduled repayment of the liabilities under the bond issue having ISIN code BG2100019079 through a partial re-negotiation of the terms, as follows:

1. Extension of the term of the issue by 60 months (as from 14 August 2013 until 14 August 2018);
2. The principal repayment schedule is amended as follows:
  - 2.1. Principal (amortisation) payments:

| 2013   |              | 2014   |              | 2015   |              | 2016   |              | 2017   |              | 2018   |              |
|--------|--------------|--------|--------------|--------|--------------|--------|--------------|--------|--------------|--------|--------------|
| Date   | Amount (EUR) | Date   | Amount (EUR) | Date   | Amount (EUR) | Date   | Amount (EUR) | Date   | Amount (EUR) | Date   | Amount (EUR) |
| 14.02. | 62 500       | 14.02. | 62 500       | 14.02. | 125 000      | 14.02. | 187 500      | 14.02. | 250 000      | 14.02. | 250 000      |
| 14.05. | 62 500       | 14.05. | 62 500       | 14.05. | 125 000      | 14.05. | 187 500      | 14.05. | 250 000      | 14.05. | 250 000      |
| 14.08. | 62 500       | 14.08. | 62 500       | 14.08. | 125 000      | 14.08. | 187 500      | 14.08. | 250 000      | 14.08. | 250 000      |
| 14.11. | 62 500       | 14.11. | 62 500       | 14.11. | 125 000      | 14.11. | 187 500      | 14.11. | 250 000      |        |              |

- 2.2. Interest (coupon) payments within the extended term:

- The interest rate following 14 Feb 2013 until the maturity date shall be decreased to 7.25% per annum, payable at 3-month period on the dates as per the Table enclosed in the invitation;
  - The interest payments due following 14 February 2013 until the maturity date shall be calculated by gradual decrease of the interest rate by 0.25%. The exact amount of the interest payments as well as the terms for applying the new gradual decrease of the interest rate are specified in the invitation and in the table enclosed;
- 2.3. The Issuer shall be still entitled to make a total or partial early repayment of the outstanding principal of the debenture loan. That repayment might be effected only on a date of an interest payment. The minimum amount that might be early repaid must equal at least one amortisation payment due for the respective period;
3. All due principal and interest payments under the bond issue shall be effected in Bulgarian leva as per the official rate of exchange of the BNB as of the date of performance of the GMB /EUR 1 = BGN 1.95583/. In case that BNB's central exchange rate is changed, all payments shall be effected in Euro;
4. The Issuer shall be obligated to open a special current account at UniCredit Bulbank AD to service the payments under the debenture loan;
5. Security of the issue: Except for the insurance provided by Insurance Company Euro Ins and the second-tier mortgage, the Issuer shall be obligated to provide new additional collaterals such as: to sign a supplement to the insurance policy provided by Euro Ins and to create a first-tier mortgage on an own real property as described in the invitation;
6. Other terms and ratios:
- 6.1 Ratio between Equity and Secured Debt: The Company undertakes to maintain a ratio between equity and secured debt, calculated by dividing the balance sheet equity capital of the Company to the sum of all collateralized obligations, not lower than 0.10 (zero point ten) until the full payment of the bonds of this issue.
- 6.2. Maximum ratio of Liabilities to Assets according to their book value: The Company undertakes to maintain a maximum ratio of the book value of its Liabilities to the book value of its Assets at the amount of not more than 0.95 (zero point ninety five) until the full payment of the bonds of this issue

#### Item two

Adoption of a decision, the GMB to assign and respectively authorise Intercapital Property Development ADSIC to undertake all necessary decisions and actions in pursuance with the voted amendments to the terms and conditions of the bond issue having ISIN code BG2100019079.

Due to lack of a quorum, the General Meeting of the Bondholders of Intercapital Property Development ADSIC has failed to take place on January 16, 2013. Thereby, the GMB was held on January 31, 2013 under the same agenda. However the Company's bondholders did not approve the proposals written in the invitation.

In the meantime on 25th January 2013, with entry № 20130125162118 in the electronic file of the Company in the Commercial Register an invitation was announced for convocation of General Meeting of bondholders of corporate bond issue with ISIN code BG2100019079, issued by ICPD. Based on Art. 214, para 1 of the Commercial Act, the General Meeting of bondholders was convened by the representative of the bondholders Commercial Bank "INVESTBANK" AD and would be held on 6th February 2013 at 11:00 h on address: Sofia, 27 Vasil Levski Blvd., hotel Downtown, the conference hall.

The agenda of the meeting, convened for 06.02.2013 was essentially analogous to the agenda of the meeting that was convened for 16.01.2013, the main difference being some technical corrections made in the draft of the supplement to the insurance policy provided by Euro Ins AD (which is part of the written materials for the meeting) which aimed to provide better protection of the bondholders' rights.

The General meeting of the bondholders of "Intercapital Property Development" ADSIC held on 06.02.2013 approved the proposal and respectively all the suggested terms for renegotiation of the Company's bond loan.

In compliance with the decisions of the General Meeting of the Company's bondholders, held on 06.02.2013, on 14.02.2014 "Intercapital Property Development" ADSIC paid out the owed interest in the amount of EUR 59 390 and its principal the amount of EUR 62 500 on its corporate bond issue.

Due to the fact that ICPD has complied with this condition regarding the payment due on 14.02.2014, the interest rate that shall be applied on the remainder of the bond issue for the next quarter starting on 15.02.2014 amounts to 7.00% annually.

On 02.07.2014 the Company has paid interest in the amount of EUR 54 406 and amortization in the amount of EUR 62 500 to its bondholders due since 14.05.2014.

On 08.09.2014 the Company has paid interest in the amount of EUR 55 137 and amortization in the amount of EUR 62 500 to its bondholders due since 14.08.2014.

On 10.12.2014 the Company has paid interest in the amount of EUR 54 034 and amortization in the amount of EUR 62 500 to its bondholders due since 14.11.2014.

Due to the fact that ICPD did not comply with this condition regarding the payment due on 14.11.2014, the interest rate that shall be applied on the remainder of the bond issue for the next quarter starting on 15.11.2014 remains unchanged and amounts to 7.00% annually.

#### **1.19. Increase or reduction of the share capital**

There have not been such circumstances during the forth quarter of 2014.

#### **1.20. Confirmation of negotiations for acquisition of the company.**

There hasn't been such a circumstance during the forth quarter of 2014.

#### **1.21. Conclusion or fulfillment of significant contracts, which are not related to the company's usual activity.**

On 11.08.2014 in the Commercial Registry of the Registry Agency a new subsidiary, AHELOY IMO EAD, UIC 203175277, with headquarters and management address: Sofia, 7A Aksakov str., fl. 4 has been registered. AHELOY IMO EAD is incorporated with share capital in the amount of BGN 1 303 400 fully paid through contribution in kind from INTERCAPITAL PROPERTY DEVELOPMENT ADSIC. On 18.08.2014 INTERCAPITAL PROPERTY DEVELOPMENT ADSIC, in its capacity of sole owner of the capital of AHELOY IMO EAD, UIC 203175277, concluded a contract for sale of materialized shares, pursuant to which ICPD sold 1 303 400 materialized shares, each with a voting right, representing 100% of the capital of AHELOY IMO EAD for a total value of BGN 4 096 212.79.

On 11.08.2014 in the Commercial Registry of the Registry Agency a new subsidiary, AHELOY IMO 2014 EAD, UIC 203174990, with headquarters and management address: Sofia, 7A Aksakov str., fl. 4 has been registered. AHELOY IMO 2014 EAD is incorporated with share capital in the amount of BGN 331 550 fully paid through contribution in kind from INTERCAPITAL PROPERTY DEVELOPMENT ADSIC. On 18.08.2014 INTERCAPITAL PROPERTY

DEVELOPMENT ADSIC, in its capacity of sole owner of the capital of AHELOY IMO 2014 EAD, UIC 203174990, concluded a contract for sale of materialized shares, pursuant to which ICPD sold 331 550 materialized shares, each with a voting right, representing 100% of the capital of AHELOY IMO 2014 EAD for a total value of BGN 335 000.00.

**1.22. Position of the management body in connection with the tender offer made.**

During the forth quarter of 2014 no tender offer has been made to the Company's shareholders, respectively there has not been any position of the Board of Directors of the company related to that.

**1.23. Termination or substantial reduction of the relations with clients, who form at least 10 percent of the revenues of the company for the last three years.**

During the forth quarter of 2014 there has not been any termination or substantial reduction of the relations with clients, who form at least 10 percent of the revenues of the company for the last three years.

**1.24. Introduction of new products and developments on the market**

No new products and developments have been introduced on the market during the forth quarter of 2014.

**1.25. Big orders (amounting to over 10 percent of the average revenues of the company for the last three years).**

During the forth quarter of 2014 there have not been orders amounting to over 10 percent of the average revenues of the company.

**1.26. Development and/or change in the amount of the orders and the use of the production capacity.**

There hasn't been such a circumstance.

**1.27. Termination of the sales of a given product, forming significant part of the revenues of the company.**

There hasn't been such a circumstance.

**1.28. Purchase of patent**

There hasn't been such a circumstance.

**1.29. Obtaining, suspension of the use, withdrawal of authorization to pursue business (license).**

There has not been obtaining, suspension of the use, withdrawal of authorization to pursue business (license) during the forth quarter of 2014.

**1.30. Initiation or termination of legal or arbitration proceedings, relating to**

**liabilities or receivables of the company or its subsidiary, with price of the claim at least 10 percent of the company's equity.**

There hasn't been such a circumstance.

**1.31. Other circumstances, which the company considers could be of importance for the investors at taking a decision to acquire, to sell or continue to own publicly offered securities.**

At a meeting of the Board of Directors held on 15.05.2014, it was decided to incorporate a subsidiary company with a sole shareholder INTERCAPITAL PROPERTY DEVELOPMENT ADSIC under the following conditions:

**Company name:** AHELOY IMO EAD

**Headquarters and management address:** Sofia, 7A Aksakov str., fl. 4

**Principal business activity:** maintenance and management of real estate, renting out real estate, consulting and brokering activities and any other activity that is not prohibited by law.

**Equity:** BGN 1 303 400 (one million three hundred and three thousand four hundred), divided into 1 303 400 (one million three hundred and three thousand four hundred) shares each with a nominal value of BGN 1 (one). The capital shall be recorded and paid through contribution in kind from INTERCAPITAL PROPERTY DEVELOPMENT ADSIC and shall represent ownership of following property described in detail in the conclusion of the appraisal of non-cash contribution of experts appointed by the Registry Agency with Appointment Act № 20140417143012 / 22.04.2014 as follows:

- 1) Café C 18 (C eighteen) with ID 00833.5.409.19.3 (zero zero three eight three point five point four zero nine point one nine point three);
- 2) Shop C 17 (C seventeen) with ID 00833.5.409.19.4 (zero zero three eight three point five point four zero nine point one nine point four);
- 3) Shop C 16 (C sixteen) with ID 00833.5.409.19.5 (zero zero three eight three point five point four zero nine point one nine point five);
- 4) Shop for souvenirs C 15 (C fifteen) with ID 00833.5.409.19.6 (zero zero three eight three point five point four zero nine point one nine point six);
- 5) OFFICE C 14 (C fourteen) with ID 00833.5.409.19.7 (zero zero three eight three point five point four zero nine point one nine point seven);
- 6) Café C 20 (C twenty) (in table area formation, and a cadastral tax assessment – café) with ID 00833.5.409.20.10 (zero zero three eight three point five point four zero nine point two zero point one zero );
- 7) Shop for industrial products 19 (C nineteen) with ID 00833.5.409.20.11 (zero zero three eight three point five point four zero nine point two zero point one one);

Under the conclusion of the Appraisal of non-cash contribution the total monetary value of the property is BGN 1 303 400 (one million three hundred and three thousand four hundred). For its contribution in kind, ICPD would acquire 1 303 400 (one million three hundred and three thousand four hundred) shares of the Company.

### **Board of Directors:**

- 1) **MARINA CAPE TOURS EOOD**, registered in the Commercial Register to the Registry Agency, UIC 175331773;
- 2) **MARINA CAPE MANAGEMENT EOOD**, registered in the Commercial Register to the Registry Agency, UIC 175158218;
- 3) **Veselin Todorov Terziev** with PIN 6410170442.

The newly incorporated company AHELOY IMO EAD would manage properties in vacation complex Marina Cape and would serve as a servicing company of INTERCAPITAL PROPERTY DEVELOPMENT ADSIC.

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On 11.08.2014 in the Commercial Registry of the Registry Agency a new subsidiary, AHELOY IMO 2014 EAD, UIC 203174990, with headquarters and management address: Sofia, 7A Aksakov str., fl. 4 has been registered. AHELOY IMO 2014 EAD is incorporated with share capital in the amount of BGN 331 550 fully paid through contribution in kind from INTERCAPITAL PROPERTY DEVELOPMENT ADSIC. On 18.08.2014 INTERCAPITAL PROPERTY DEVELOPMENT ADSIC, in its capacity of sole owner of the capital of AHELOY IMO 2014 EAD, UIC 203174990, concluded a contract for sale of materialized shares, pursuant to which ICPD sold 331 550 materialized shares, each with a voting right, representing 100% of the capital of AHELOY IMO 2014 EAD for a total value of BGN 335 000.00.

On 29.01.2015 with file number 20150129120434 in the Commercial Register was published the invitation for General meeting of bondholders of corporate bonds with ISIN code BG2100019079, issued by Intercapital Property Development ADSIC. The General Meeting was held on 11th February 2015 at 14:00 h. on the following address: Sofia, 14 "Shipka" street, hotel Cristal Palace, conference hall "Shipka". The agenda was the following:

**„Item one:** Consent to rescheduling and restructuring of the obligations of the issue of corporate bonds with ISIN code BG2100019079, through renegotiation of part of the terms of the issue as follows:

1. Increase the maturity of the issue with 24 months (from 14<sup>th</sup> August 2018 till 14<sup>th</sup> August 2020);
2. The schedule for amortization and interest payments are amended as follows:
  - 2.1. The principal is payable in the following installments:

- 2.2. Interest payments in the extended period:

Interest payments are due under the following conditions:

**a)** The agreed interest rate on the bond issue is reduced to 6% annually, as of 14.02.2015

**b)** The possibility is reserved of applying on the interest rate of the bond loan a reduction step of 0.25% (zero point twenty five percent), provided that there is a prompt payment of interest

and principal payments, until an interest of 5% annually is reached. The principal and interest payments are paid on time in the event that the total amount payable for the previous three-month period is wired to the bank account of Central Depository AD, servicing the payments of the bond issue, not later than two working days before the relevant maturity.

c) Interest on the bond loan is payable every three months on the dates listed in the table below:

| Date of interest payments | Number of days in interest period | Number of days | Interest rate | Amount of interest due (EUR) |
|---------------------------|-----------------------------------|----------------|---------------|------------------------------|
| 14.02.2015                | 92                                | 365            | 7,00%         | 52 932                       |
| 14.05.2015                | 89                                | 365            | 6,00%         | 42 976                       |
| 14.08.2015                | 92                                | 365            | 5,75%         | 41 668                       |
| 14.11.2015                | 92                                | 365            | 5,50%         | 38 990                       |
| 14.02.2016                | 92                                | 366            | 5,25%         | 36 291                       |
| 14.05.2016                | 90                                | 366            | 5,00%         | 33 043                       |
| 14.08.2016                | 92                                | 366            | 5,00%         | 32 992                       |
| 14.11.2016                | 92                                | 366            | 5,00%         | 32 206                       |
| 14.02.2017                | 92                                | 365            | 5,00%         | 31 507                       |
| 14.05.2017                | 89                                | 365            | 5,00%         | 28 955                       |
| 14.08.2017                | 92                                | 365            | 5,00%         | 28 356                       |
| 14.11.2017                | 92                                | 365            | 5,00%         | 26 781                       |
| 14.02.2018                | 92                                | 365            | 5,00%         | 25 205                       |
| 14.05.2018                | 89                                | 365            | 5,00%         | 22 860                       |
| 14.08.2018                | 92                                | 365            | 5,00%         | 22 055                       |
| 14.11.2018                | 92                                | 365            | 5,00%         | 20 479                       |
| 14.02.2019                | 92                                | 365            | 5,00%         | 18 904                       |
| 14.05.2019                | 89                                | 365            | 5,00%         | 16 002                       |
| 14.08.2019                | 92                                | 365            | 5,00%         | 14 178                       |
| 14.11.2019                | 92                                | 365            | 5,00%         | 11 815                       |
| 14.02.2020                | 92                                | 366            | 5,00%         | 9 426                        |

|            |    |     |       |       |
|------------|----|-----|-------|-------|
| 14.05.2020 | 90 | 366 | 5,00% | 6 148 |
| 14.08.2020 | 92 | 366 | 5,00% | 3 142 |

3. If, within three (3) days before the expiration of the thirty-day period from the maturity of any outstanding principal and / or interest payment, the Issuer fails to submit to the bondholders' trustee proper document that the relevant payment is made to the bank account of "Central Depository" AD, servicing the payments on the bond loan, it is considered to be the event of default on the bond issue and "Investbank" AD may exercise its rights as a bondholders' Trustee, according to its contract with the Issuer and the applicable laws.
4. The bondholders agree that any payment under the terms of issue, made within the period under item. 3 will be considered for payment of the issue and will not give rise to any adverse effects on the Issuer. A payment that satisfies the conditions of the previous sentence can be done both by the Issuer and by any third party.
5. All other terms and conditions of the "Intercapital Property Development" ADSIC bond issue, except those expressly stated above, shall remain in force and remain in effect as originally agreed, respectively renegotiated by the General Meeting of Bondholders.

**Item Two:** Amending the conditions under which the Issuer presents collateral by the meaning of art. 100z, para 1 from the Law on Public Offering of Securities and representing insurance from Euro Ins AD, covering the risk of non-payment of interest and principal on the Corporate Bond Issue with ISIN Code BG2100019079.

**Item Three:** Adoption of a resolution for assigning and authorizing the Issuer "Intercapital Property Development" ADSIC to take the relevant decision and to undertake all legal and formal actions necessary in order to carry out the amendments regarding the terms of the bond issue voted on in the previous point.

On the General meeting of bondholders on ICPD, held on 11<sup>th</sup> February 2015, all items from the proposed agenda for restructuring the bond issue of the company were approved.

27.02.2015

Sofia

  
 /Velichko Klingov – Executive Director/