

**INVITATION FOR REGULAR ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF „SIRMA GROUP HOLDING” JSC**

**Unique identification cod of the event: GSM202303**

**ISIN code of the emission: BG1100032140**

The Board of directors, on the basis of art. 223 of the Commercial Code (CC) and art. 115 of the Public Offering of Securities Act (POSA), hereby convenes an annual general meeting of the shareholders of “**Sirma Group Holding**“ JSC, UIC: 200101236, on **June 15, 2023** at 11.00 hours Sofia time (UTC+3) at the address – Sofia 1784, Blvd. “Tsarigradso Shosse” № 135, at the Head Office of Sirma Group Holding JSC, floor 2, Training Hall with the following agenda and proposed decisions:

**1. Approval of the Annual Report for the activity of the company in 2022.**

Draft resolution for point 1:

“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2022.”

**2. Approval of the Annual Individual Financial Statement of the company for 2022.**

Draft resolution for point 2:

“The General shareholders’ meeting approves the report of the certified auditor for the results of the effected audit and approves the Individual annual financial statement of the company for 2022.”

**3. Approval of the Annual Consolidated Financial Statement of the company for the financial 2022.**

Draft resolution for point 3:

“The General shareholders’ meeting approves the report of the certified auditor for the effected audit and approves the Consolidated annual financial statement of the company for 2022.”

**4. Approval of the decision for distribution of the financial results for 2022;**

Draft resolution for point 4:

"Distribution of profit from 2022:

- Realized profit after taxes: BGN 2,130,643.57;
- Distribution to the reserve fund (10%): BGN 213,064.36;

- Distributed interim dividend for the first six months of 2022 in the amount of BGN 889,135.08;
- Remaining profit for distribution for 2022 - BGN 1,028,444.13;

The remaining profit for 2022 in the amount of BGN 514,222.07 to be distributed as a cash dividend for 2022.

BGN 514,222.06 to remain as retained earnings.

BGN 1,446,095.83 from the accumulated undistributed profit for past years to be distributed as a dividend.”

**5. Release from responsibility of the members of the Board of directors for the activity during 2022.**

Draft for resolution under point 5:

„The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2022.“

**6. Approval of the Report for the activity of the Audit Committee.**

Draft for resolution under point 6:

„The General Meeting, based on art.108, par.1, point 8 from the Law for Independent Financial Audit, approves the Report for the activity of the Audit Committee of the company.“

**7. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2023.**

Draft for resolution under point 7:

„The General Meeting elects as auditor of the company for 2023 Grant Thornton OOD” entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.“

**8. Approval of the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2022.**

Draft for resolution under point 8:

„The General Meeting approves the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2022.“

The total number of shares of the capital of "SIRMA GROUP HOLDING" JSC with the right to vote is 59,360,518. The right to vote in the General Assembly can be exercised only by persons entered in the registers of "Central Depository" AD as shareholders 14 days prior to the date of The General Meeting (June 01, 2023), according to the list of the Company's shareholders, presented on that date by "Central Depository" AD. Shareholder registration begins at 10:00 a.m. local time (or UTC+3) and closes at 11:00 a.m.

On the basis of Article 115, Paragraph 2, Item 5 of the POSA, we hereby provide information regarding the right of the Company's shareholders to include issues in the agenda of the general meeting and to make proposals for decisions on issues included in the agenda of the general meeting together with information about the deadline for exercising this right, as follows:

- A shareholder or shareholders who, for more than three months, own shares representing at least 5 percent of the Company's capital pursuant to Art. 223a of the Commercial Code and Art. 118, para. 2, item 4 of the POSA may, after the publication of the invitation, include other issues in the agenda of the General Assembly. The list of questions is submitted for announcement in the Commercial Register no later than 15 days before the opening of the General Meeting (that is, no later than May 31, 2023). With their announcement in the Commercial Register, the issues are considered included in the agenda of the General Assembly. In this case, they should present the Financial Supervision Commission and the Company at the latest on the next working day after the announcement in the Commercial Register of the other issues included in the agenda of the General Assembly, the materials under Art. 223a, para. 4 of the Commercial Code. In this case, the Company is obliged to update the invitation and publish it together with the written materials.
- On the day of the meeting (June 15, 2023), each shareholder or proxy has the right to essentially make proposals for decisions on any issue included in the agenda and in compliance with the requirements of the law, such as the limitation under Art. 118, para. 3 shall apply accordingly; the deadline for exercising this right is until the termination of the debates on this matter before the voting of the decision by the general meeting.

Shareholders have the right to ask questions during the General Meeting in relation to the economic and financial situation and commercial activity of the Company. Shareholders may ask such questions regardless of whether they are related to the agenda. The shareholders' proxies have the same right.

Shareholders - natural persons, are identified with an identity document. The shareholders - legal entities are represented by their legal representatives, who are legitimized with a certificate of current status and an identity document. The proxies of the shareholders - individuals and legal entities, are legitimized by an express written power of attorney or by a power of attorney signed by electronic means and received at the Company's e-mail [office@sirma.bg](mailto:office@sirma.bg). The Powers of Attorney must have been issued by the shareholder for this General Meeting of the Company and meet the requirements of the law, a certificate of the current state of the legal entity - shareholder, as well as an identity document of the authorized person. In the event that the proxy is a legal entity, its legal representative is legitimized, in addition to a power of attorney from the shareholder and a certificate of current status of a legal entity-shareholder, with a certificate of current status of the authorized legal entity and an identity document of the legal representative. A sample of the power of attorney is included in the written materials approved by the Company's Board of Directors and published on the website <https://investors.sirma.bg/investors.html> .

Each proxy representing a shareholder or shareholders in the General Meeting should present the relevant power of attorney on the day of the General Meeting upon registration. In the case of authorization by electronic means, the powers of attorney, duly signed in accordance with the requirements of the Electronic Document and Electronic Signature Law, should be sent to the Company by e-mail at [office@sirma.bg](mailto:office@sirma.bg) no later than two days before the date of the General Assembly.

The re-authorization with the rights under granted powers of attorney, as well as the power of attorney given in violation of the requirements of the POSA are null and void.

**According to Art. 34a of the Company's Articles of Association, a shareholder may exercise his right to vote even before the date of the general meeting by correspondence, using e-mail and the following e-mail address - [office@sirma.bg](mailto:office@sirma.bg) .**

**Voting by correspondence is valid if the vote is received by the company no later than the day preceding the date of the general meeting – June 14, 2023.**

The written materials for the meeting can be obtained from the Company's management address - Sofia, 135 "Tsarigradsko shose" blvd., floor 3, from the date of announcement of the invitation to convene a General Meeting in the Commercial Register at the Registration Agency , as well as be found on the Company's website:

<https://investors.sirma.bg/investors/shareholders-meetings.html> .

Tsvetan Alexiev

CEO

Signed