

INVITATION TO CONVENING THE REGULAR ANNUAL MEETING OF
THE GENERAL MEETING OF SHAREHOLDERS OF "SIRMA GROUP HOLDING"
AD, TOWN OF SOFIA

The Board of Directors, pursuant to Art. 223 of the Commercial Code and Art. 115 et seq. of the POSA, convenes an annual general meeting of shareholders of "Sirma Group Holding" AD, UIC 200101236, on June 14, 2016 at 1:00 p.m. at the address Sofia 1784, Blvd. "Tsarigradsko Shose" No. 149, Best Western Expo Sofia Hotel, Panoramic Hall, and in the absence of a quorum on the first announced date for the General Meeting of Shareholders on June 30, 2016 at 10:00 a.m., at the same location and with the following agenda and proposed resolutions:

1. Adoption of the annual activity report of the company for 2015

Draft decision on item 1:

"The General Meeting of Shareholders adopts the annual report on the activities of the Company for 2015."

2. Adoption of the individual annual financial statements of the Company for 2015.

Draft decision on item 2:

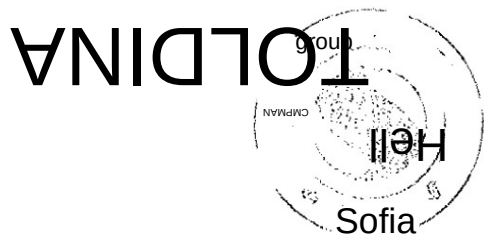
"The General Meeting of Shareholders adopts the report of the registered auditor on the results of the audit and the individual annual financial statements of the Company for 2015. "

3. Adoption of the annual consolidated financial statements of the Company for the financial year 2015.

Draft decision on item 3:

"The General Meeting of Shareholders adopts the report of the registered auditor on the results of the audit and the consolidated annual financial statements of the company for 2015."

4. Adoption of a decision on the distribution of the financial result for 2015;



Draft decision on item 4:

"The General Meeting of Shareholders adopts a decision that the financial result for 2015, which is a profit of 18,352.86 leva, after 10% has been allocated to the Reserve Fund, be distributed as follows: 16,517.57 leva as retained earnings."

5. Discharge of the members of the Board of Directors from liability for the activities in 2015.

Draft decision on item 5:

"The General Meeting of Shareholders discharges the members of the Board of Directors from liability for the activities in 2015."

6. Selection of a registered auditor to perform a financial audit of the company's annual financial statements for 2016.

Draft decision on item 6:

"The General Meeting elects the Company's auditor for 2016. "BISICOM 61" Ltd. with registration number 019.

7. Change in the remuneration of the members of the Board of Directors
The directors.

Draft decision on point 7:

"The General Meeting of Shareholders determines the permanent remuneration of the members of the Board of Directors for 2016, in the amount of BGN 384,000, payable monthly at BGN 32,000 for a period of 12 months.
"

8. Adoption of a decision to elect an Audit Committee.

Draft decision on point 8:

"8.1. The General Meeting of Shareholders elects an audit committee composed of:



1. Angel Kraychev - Chairman
2. **Alexander Todorov Kolev**
3. Emilian Ivanov Petrov

8.2. Determines a mandate for the Audit Committee of 3 (three) years.

8.3. Determines the remuneration of the members of the Audit Committee as follows:

To the Chairman of the Audit Committee - 500 leva per month; to a member of the Audit Committee

- 200 leva per month."

9. Approval on the Maximum allowable total amount of remuneration
for the members of the Board of Directors Draft resolution
under point 9:

"The General Meeting of Shareholders approves the maximum allowable
total amount of remuneration for the members of the Board of Directors, as follows:

1. Maximum amount of permanent remuneration - 384,000 BGN

annually.

2. Maximum amount of short-term variable remuneration - 6% (six percent)

of the value of the consolidated profit, but not more than 40% (forty

percent) of the value of the unconsolidated profit.

3. 2. Maximum amount of annual long-term variable remuneration

0.5% of the total = number of shares in the Company's capital.

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10. Making a decision to buy back shares of the company. Draft

decision on point 10:

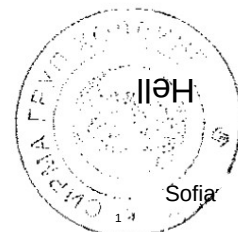
... "Sirma Group Holding" AD to buy back its own shares, the Board of Directors
to carry out the buyback under the following conditions:

- The maximum number of shares subject to redemption is 300,000
shares.
- Minimum price 0.50 leva per share and maximum price 1.50 leva per share. The redemption
- period is until December 31, 2016.
- Method of redemption - through an investment intermediary.

The General Meeting of Shareholders authorizes the Board

of Directors to take all necessary legal and factual actions

to implement the buyback."



11. Adoption of a decision to approve changes to the Remuneration Policy for the members of the Board of Directors of Sirma Group Holding AD.

Draft decision under item 11. :

The General Meeting of Shareholders approves changes in the remuneration policy for the members of the Board of Directors of Sirma Group Holding AD, as follows:

the following amendments to the Remuneration Policy for the members of the Board of Directors of Sirma Group Holding AD:

1.1. The following text is added to the text of Article 7, paragraph 1:

"Variable remuneration can be short-term and long-term. Short-term remuneration is paid in cash, and long-term in shares of the company's capital."

- in the form of

1.2. In Art. 7, paragraphs 3 and 4 are created with the following content: "(3) The amount of the short-term variable remuneration is up to 6% (six percent) of the consolidated profit, but not more than 40% (forty percent) of the value of the individual accounting profit before taxes and provisions for the short-term variable remuneration. (4) The amount of the annual long-term variable remuneration paid in the form of shares is 0.5% of the total number of shares of the company's capital."

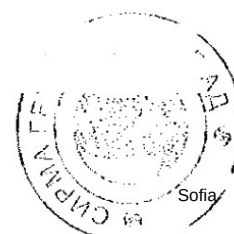
1.3. The text of Article 8 is amended as follows:

"Art. 8. (1) The payment of variable remuneration is made in accordance with objective and measurable criteria for achieved results and non-financial indicators, which aim to promote the stability of the Company in the long term and are relevant to the long-term activities of the company."

(2) The criteria for payment of short-term remuneration are:

variable

- Achieving 15% growth in the group's consolidated revenues.
- Achieving equal or higher consolidated profit of the Company compared to the previous year.
- implementation of technological innovation and product development;
- increasing productivity and quality of work in The Company;
- Profit and development of the company;
- Imposing high standards of corporate governance;
- Integrating corporate social responsibility into the company's daily management practices;
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Increasing shareholder value;
- Adequacy of the administrative, organizational and reporting structures of the company and ensuring maximum efficiency of the company's activities;



- Compliance with applicable rules and procedures;
- Promoting cooperation with stakeholders; working in
- Compliance with obligations - the interest of the company and loyalty; observing the due care of a good merchant.

(3) The criteria for disbursement of the long-term variable remuneration are:

- Achieving growth compared to the previous year of at least 5% (five percent) of the company's market capitalization, reported as of the last day of the respective financial year.
-
- Achieving equal or higher consolidated profit of the Company compared to the previous year.
- implementation of technological innovation and product development;
- increasing productivity and quality of work in

The Company;

- Profit and development of the company;
- Imposing high standards of corporate governance;
- Integrating corporate social responsibility into the company's

daily management practices;

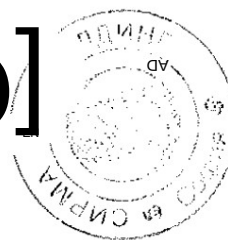
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Increasing shareholder value;
- Adequacy of the administrative, organizational and reporting structures of the company and ensuring maximum efficiency of the company's activities;

- Compliance with applicable rules and procedures;
- Promoting cooperation with stakeholders; Compliance
- with obligations " work in the interest of the company and loyalty; observing the due care of a good merchant.

1.4. the text of Art. 14 acquires the following wording:

"Art. 14. (1) The maximum allowable total amount of remuneration shall be approved by the general meeting of shareholders, in compliance C the requirement of Art. 116c, para. 1 of the POSA".

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The total number of shares in the capital of "SIRMA GROUP HOLDING" AD with voting rights is 59,360,518. The right to vote at the General Meeting may be exercised only by persons entered in the registers of the Central Depository AD as shareholders 14 days prior to the date of the General Meeting (31.05.2016), according to the list of the Company's shareholders submitted as of that date by the Central Depository AD. Shareholders' registration begins at 12:00 noon and ends at 1:00 p.m.

Shareholder or shareholders, WHO for more than three months own shares representing at least 5 percent of the capital of the Company on the basis of Art. 223a of the Commercial Code and Art. 118, para. 2, item 4 of the POSA may, after announcing the invitation, include other issues in the agenda of the General Meeting. The list of questions is submitted for announcement in the Commercial Register no later than 15 days before the opening of the General Meeting. Upon their announcement in the Commercial Register, the issues are considered included in the agenda of the General Meeting. In this case, they should submit to the Financial Supervision Commission and the Company no later than the next business day after the announcement in the Commercial Register of the other issues included in the agenda of the General Meeting the materials under Art. 223a, para. 4 of the Commercial Act. In this case, the Company is obliged to update the invitation and publish it together with the written materials.

Shareholders have the right to ask questions during the General Meeting regarding the economic and financial condition and commercial activities of the Company. Shareholders may ask such questions regardless of whether they are related to the agenda. The same right is also held by shareholders.

the proxies

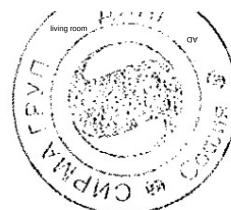
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Shareholders - Individuals are identified with an identity document. Legal entities

Shareholders - are represented by their legal representatives, WHO are identified

with a certificate of current status and an identity document. The proxies of the shareholders - individuals and legal entities, are identified with an explicit written power of attorney or a power of attorney received by electronic means in accordance with the terms and conditions for receiving powers of attorney by electronic means, published on the Company's website www.sirma.bg, which must be issued by the shareholder for this General Meeting of the Company and meet the requirements of the law, a certificate of current status of the legal entity shareholder, as well as an identity document of the authorized person. In case the proxy is a legal entity, its legal representative shall be identified, in addition to a power of attorney from the shareholder and a certificate of current status of the 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 Board of Directors.

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



The re-authorization

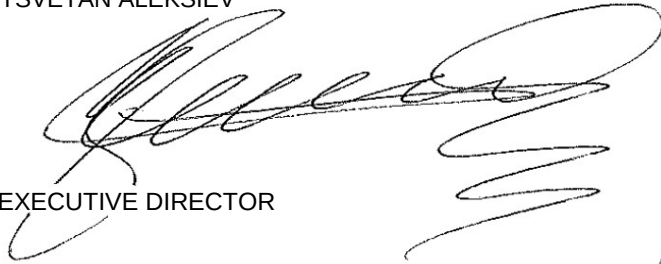
The rights under granted powers of attorney, as well as the power of attorney granted in violation of the requirements of the LPOS, are null and void.

Written materials for the meeting can be obtained from the Company's management address

- town of Sofia, Blvd. "Tsarigradsko Shose" No. 135, floor 3, from the date of announcement of the invitation to convene a General Meeting in the Commercial Register at the Registry Agency, as well as to be available on the Company's website www.sirma.bg.

TSVETAN ALEKSIEV

EXECUTIVE DIRECTOR

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above the title 'EXECUTIVE DIRECTOR'.