

INVITATION FOR THE ANNUAL MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF "SIRMA
GROUP HOLDING" JSC

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The Board of Directors, pursuant to Article 223 of the Commercial Act and Article 115 of the Public Offering of Securities Act, hereby convenes the *Annual* General Meeting of Shareholders of "Sirma Group Holding" AD, UIC 200101236, on **June 18**, 2026, at 11:00 a.m. local time (UTC+3) at the following address: 1784 Sofia, 135 Tsarigradsko Shose Blvd., at the headquarters of Sirma Group Holding JSC, 2nd floor, Training Room, with the following agenda and proposed resolutions:

1. Adoption of the Annual Report on the Company's Activities for 2025.

Draft resolution on item 1:

"The General Meeting of Shareholders approves the Annual Report on the Company's Activities for 2025."

2. Approval of the Company's Individual Annual Financial Report for 2025.

Draft resolution on item 2:

"The General Meeting of Shareholders approves the report of the registered auditor on the results of the audit and approves the Company's Individual Annual Financial Report for 2025."

3. Approval of the Company's Annual Consolidated Financial Statements for the 2025 fiscal year.

Draft resolution on item 3:

"The General Meeting of Shareholders approves the report of the registered auditor on the results of the audit and approves the Company's Consolidated Annual Financial Report for 2025."

4. Adoption of a resolution on the distribution of the financial results for 2025;

Draft resolution on item 4:

"Distribution of the 2025 profit:

Net profit after taxes: 4,663,207.99 leva (2,384,260.39 euros)

Allocation to the reserve fund (10%): 238,426.04 euros.

Remaining profit for distribution for 2025 – 2,145,834.35 euros.

The Company shall distribute a dividend in the amount of 863,164 euros. The General Meeting authorizes the Board of Directors to take all legal and practical steps regarding the payment of the dividend to shareholders, including, but not limited to, selecting a commercial bank and setting the start and end dates for the dividend payment.

The balance of the amount remaining after the distribution of the dividend shall remain as retained earnings.

5. Discharge of the members of the Board of Directors from liability for their activities in 2025.

Draft resolution on item 5:

“The General Meeting of Shareholders discharges the members of the Board of Directors from liability for their activities in 2025.”

6. Extension of the term of office of the Board of Directors.

Draft resolution on item 6:

“The General Meeting of Shareholders extends the term of office of the Board of Directors, composed of:

Tsvetan Borisov Alexiev, Georgi Parvanov Marinov, Atanas Kostadinov Kiryakov, Yordan Stoyanov Nedev, Chavdar Velizarov Dimitrov, Martin Veselinov Paev, Veselin Anchev Kirov, Yavor Lyudmilov Dzhonov, Peyo Vasilev Popov for 2 (two) years.”

7. Change in the Company’s name.

Draft resolution on item 7:

“The General Meeting of Shareholders changes the name of the company from “Sirma Group Holding” to “Sirma Group,” which in English shall be written as “Sirma Group” JSC.

8. Change in the Company’s scope of business

Draft resolution under item 8:

“The General Meeting of Shareholders changes the scope of the Company’s business as follows:

The company’s scope of business includes: planning, design, development, testing, implementation, integration, maintenance, updating, marketing, and sales of software products, mobile applications, websites, digital platforms, and information systems, including cloud-based, GIS/GPS systems, service management systems, and solutions based on artificial intelligence technologies; lifecycle, risk, security, and compliance management of artificial intelligence systems; data processing and analysis; auditing; monitoring and protection of artificial intelligence models, data, and infrastructure; provision of comprehensive IT solutions, including the sale, distribution, installation, and maintenance of hardware equipment and software licenses; management of software and IT projects, business analysis, quality assurance, and customer service; consulting services, training, and related services in the field of information and communication technologies; acquisition, management, valuation, and sale of equity interests in Bulgarian and foreign companies; acquisition, valuation, and sale of patents and other intellectual property rights; organization of accounting and preparation of financial statements in accordance with the Accounting Act, as well as any other commercial activity not prohibited by law.”

9. Amendment to the Company’s Articles of Association.

Draft resolution on item 9:

“The General Meeting of Shareholders adopts the following amendments to the Company’s Articles of Association:

1. In the text of paragraph 1 of Article 1, the words “and with a specific holding purpose, pursuant to Article 277 of the Commercial Code” are deleted.
2. Paragraph 2 of Article 1 is deleted.
3. The text of paragraphs 1 and 2 of Article 2 is replaced with the following text:
Article 2.(1) The name of the company is “Sirma Group” JSC.
(2) The name of the Company shall also be written in Latin characters as follows: “Sirma Group” JSC.

4. The text of paragraph 1 of Article 4 shall be replaced by the following text:

“Art. 4. (1) The Company’s scope of activity is as follows: planning, design, development, testing, implementation, integration, maintenance, updating, marketing, and sale of software products, mobile applications, websites, digital platforms, and information systems, including cloud-based, GIS/GPS systems, service management systems, and solutions based on artificial intelligence technologies; lifecycle, risk, security, and compliance management of artificial intelligence systems, data processing and analysis, auditing, monitoring and protection of artificial intelligence models, data, and infrastructure; provision of comprehensive IT solutions, including the sale, distribution, installation, and maintenance of hardware equipment and software licenses; management of software and IT projects, business analysis, quality assurance, and customer service; consulting services, training, and related services in the field of information and communication technologies; acquisition, management, valuation, and sale of equity interests in Bulgarian and foreign companies; acquisition, valuation, and sale of patents and other intellectual property rights; organization of accounting and preparation of financial statements in accordance with the Accounting Act, as well as any other commercial activity not prohibited by law.”

5. Article 6 is deleted. The remaining articles are renumbered.”

10. Adoption of the Audit Committee’s Activity Report.

Draft resolution on item 10:

“The General Meeting, pursuant to Article 108, paragraph 1, item 8 of the Independent Financial Audit and Assurance Act, adopts the Report on the Activities of the Company’s Audit Committee.”

11. Election of a registered auditor to perform a financial audit of the Company’s 2026 Annual Financial Report.

Draft resolution under item 11:

“The General Meeting of Shareholders elects “Grant Thornton” Ltd., registered under number 032 in the public register of audit firms with the Institute of Certified Public Accountants in Bulgaria, as the Company’s auditor for 2026.”

12. Election of a registered sustainability auditor for 2026.

Draft resolution on item 12:

“The General Meeting of Shareholders, pursuant to Article 48, paragraph 3 of the ZNFOISU, elects as auditor to perform the mandatory sustainability assurance engagement for “Sirma Group Holding” JSC for 2026 “Grant Thornton” Ltd., registered under number 032 in the public register of audit firms with the Institute of Certified Public Accountants in Bulgaria.

13. Adoption of the REPORT OF THE REMUNERATION COMMITTEE ON THE IMPLEMENTATION OF THE REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS IN 2025.

Draft resolution on item 13:

“The General Meeting approves the REPORT OF THE REMUNERATION COMMITTEE ON THE IMPLEMENTATION OF THE REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS IN 2025.”

14. Adoption of a resolution determining the maximum permissible amount of the fixed remuneration of the members of the Board of Directors.

Draft resolution on item 14:

“The General Meeting of Shareholders sets the following maximum permissible amount of fixed remuneration for members of the Board of Directors: 400,000 euros per year in total for all members of the Board of Directors.”

15. Adoption of a resolution on the payment of short-term variable remuneration to members of the Board of Directors.

Draft resolution on item 15:

“ To the members of the Board of Directors, pursuant to Article 13a of the Remuneration Policy for Members of the Board of Directors, short-term variable remuneration for 2025 shall be paid as follows:

- a. To the CEO in the amount of 50,000 euros.
- b. To the Chairman of the Board of Directors in the amount of EUR 5,449.
- c. To the members of the Board of Directors: Chavdar Dimitrov, Atanas Kiryakov, Yavor Lyudmilov Jonov, Martin Veselinov Paev; Veselin Anchev Kirov; Peyo Vasilev Popov, and Yordan Stoyanov Nedev, in the amount of 3,632 euros each.

The payment of the Remuneration shall be made in accordance with the Remuneration Policy for Board Members—the payment of 40% of the variable remuneration shall be deferred over a period of 3 years on a pro rata basis.

16. Adoption of a resolution approving the Scheme for the Granting of Long-Term Variable Remuneration in the Form of Shares for 2025.

Draft resolution under item 16:

The General Meeting approves the Scheme for the Granting of Long-Term Variable Remuneration in the Form of Shares for 2025, as follows:

This scheme sets forth the terms and conditions for the granting of share-based remuneration by Sirma Group Holding JSC (“the Company”) to the members of the Board of Directors (“the Scheme”) for 2025. This Scheme has been prepared in accordance with the Remuneration Policy and is subject to a vote by the General Meeting of Shareholders. In drafting the Scheme, full consideration has been given to the rules and fundamental principles of the Remuneration Policy, as well as to the long-term business development plans of the Sirma Group Holding JSC Group. This Remuneration Scheme sets out the criteria for evaluating the performance of the members of the Board of Directors on an annual basis for the calendar year 2025, based on which the granting and amount of share-based remuneration are determined. Wherever this scheme refers to share-based compensation/granting of shares, this shall be understood to mean the transfer of ownership rights in accordance with the specific method of their provision—transfer of shares owned by the Company or purchase of shares (including buybacks).

- a. Maximum number of shares subject to remuneration The maximum number of shares in the Company’s capital to be granted as remuneration to members of the Board of Directors is a total of 124,818 shares, which, as of the date of approval of this Scheme, do not exceed the maximum permissible amount of 1% of the Company’s registered capital. The shares are granted subject to the fulfillment of the performance criteria set forth in Sections 3.1 and 3.2.
- b. Procedure for granting share-based compensation Share-based compensation is granted by a resolution of the General Meeting of Shareholders upon a proposal by the Board of Directors within the maximum amount. The shares subject to the compensation will be granted to the members of the Board of Directors of the Company, namely:
 - Tsvetan Borisov Alexiev – Executive Director
 - Georgi Parvanov Marinov – Chairman
 - Chavdar Velizarov Dimitrov – Member of the Board of Directors;

- Atanas Kostadinov Kiryakov – Member of the Board of Directors;
- Martin Veselinov Paev – Member of the Board of Directors;
- Veselin Anchev Kirov – Member of the Board of Directors;
- Peio Vasilev Popov – Member of the Board of Directors
- Yavor Lyudmilov Jonov – Member of the Board of Directors
- Yordan Stoyanov Nedev – Member of the Board of Directors

The specific number of shares to be granted depends on the degree to which the established financial and non-financial criteria have been met.

- c. Conditions for granting share-based compensation. For the granting of share-based compensation for 2025, the following performance criteria have been met:

- i. Financial criteria –

Achievement of year-over-year growth in the company's market capitalization, calculated based on the average market price per share for a two-month reference period encompassing the last month of the relevant fiscal year and the first month of the following fiscal year, relative to the average market price per share, calculated for a two-month reference period comprising the last month of the previous fiscal year and the first month of the current one;

Achieving consolidated revenue growth greater than the target growth of 10% (ten percent) compared to the previous fiscal year.;

16.3.2. Non-financial criteria include:

- Implementation of technological upgrades and product development;
 - Enforcing high standards of corporate governance;
 - Achieving high levels (over 75%) of employee satisfaction, according to an anonymous survey; Increasing training activities (courses, seminars, etc.) for employees by 30%;
 - Integrating corporate social responsibility into the company's daily management practices;
 - Stable and sustainable development of the company in economic, social, and environmental terms—publishing a voluntary Sustainability Report for 2025, reducing the company's energy intensity by over 10% (CO₂e/revenue), increasing the consumption of renewable energy by over 10%;
 - Adequacy of the company's administrative, organizational, and reporting structures and ensuring maximum efficiency of the company's operations;
- d. The conditions for the implementation of the Scheme are determined in light of the Group's development strategy and vary for members of the Board of Directors given their functions, their interrelationship, and the overall result achieved for the Company and the companies in its Group based on these factors;
- e. The fulfillment of the conditions for granting share-based compensation is reported by the Board of Directors and approved by the General Meeting of Shareholders.
- f. Granting of share-based compensation. The transfer of shares to the ownership of members of the Board of Directors shall take place no earlier than three years after the date of the General Meeting of Shareholders' resolution granting such compensation. In practice, the shares are granted to members of the Board of Directors through a transfer of ownership in accordance with the method approved by the General Meeting of Shareholders for their

- provision - transfer of shares owned by the Company or purchase of shares (including buyback) issuance of new shares through a capital increase.
- g. Conditions for retaining the shares after their acquisition No conditions for retaining the shares after their acquisition are specified or applied.
- h. Deadline for granting the share-based compensation. After reviewing the results achieved, the General Meeting of Shareholders shall approve the fulfillment of the criteria under this Scheme for 2025 and decide on the specific grant of share-based compensation at the annual General Meeting of Shareholders. The actual grant of shares shall be carried out within the timeframes established by law.

17. Approval of the amount of share-based compensation for members of the Board of Directors for the 2025 reporting period.

Draft resolution on item 13:

“The Annual General Meeting of Shareholders, based on the Share-Based Compensation Plan and after assessing the fulfillment of the criteria set forth therein and in the Compensation Policy for Members of the Board of Directors, pursuant to Article 13g, paragraph 3 of the Policy, approves the amount of share-based remuneration for each member of the Board of Directors for the 2025 reporting period, in accordance with the Share-Based Remuneration Scheme approved by the General Meeting, as follows:

Position on the Board of Directors	Name	Number of shares
Chairman of the Board of Directors	Georgi Parvanov Marinov	17,158
CEO	Tsvetan Borisov Alexiev	27588
Member of the Board of Directors	Veselin Anchev Kirov	11439
Member of the Board of Directors	Peio Popov	11439
Member of the Board of Directors	Atanas Kostadinov Kiryakov	11439
Member of the Board of Directors	Yavor Lyudmilov Jonov	11439
Member of the Board of Directors	Chavdar Velizarov Dimitrov	11439
Member of the Board of Directors	Martin Veselinov Paev	<u>11439</u>

Member of the Board of Directors	Yordan Stoyanov Nedev	<u>11439</u>
Total:		124,818

The total number of voting shares in the capital of “SIRMA GROUP HOLDING” JSC is 59,360,518. Only persons registered as shareholders in the registers of “Central Depository” JSC 14 days prior to the date of the General Meeting (June 4, 2026), according to the list of the Company’s shareholders submitted on that date by “Central Depository” AD. Shareholder registration begins at 10:00 a.m. local time (UTC+3) and ends at 11:00 a.m.

Pursuant to Article 115, (2), item 5 of the Public Offering of Securities Act, we hereby provide information regarding the right of the Company’s shareholders to include items on the agenda of the General Meeting and to make proposals for resolutions on items included on the agenda of the General Meeting, together with information on the deadline for exercising this right, as follows:

- A shareholder or shareholders who have held shares representing at least 5 percent of the Company’s capital for more than three months, pursuant to Article 223a of the Commercial Act and Article 118, paragraph 2, item 4 of the Public Offering of Securities Act, may, after the announcement of the invitation, include other items on the agenda of the General Meeting. The list of items shall be submitted for publication in the Commercial Register no later than 15 days prior to the opening of the General Meeting (i.e., no later than June 3, 2026). Upon their publication in the Commercial Register, the items shall be deemed included in the agenda of the General Meeting. In this case, they must submit to the Financial Supervision Commission and to the Company, no later than the next business day following the publication in the Commercial Register of the other items included on the agenda of the General Meeting, the materials specified in Article 223a, paragraph 4 of the Commercial Act. In this case, the Company is required to update the invitation and publish it together with the written materials.
- On the day of the meeting (June 18, 2026), any shareholder or proxy holder has the right to make substantive proposals for resolutions on any item included on the agenda, subject to the requirements of the law, with the restriction under Article 118(3) applying accordingly; the deadline for exercising this right is until the conclusion of the discussion on that matter prior to the vote on the resolution by the general meeting.

Shareholders have the right to ask questions during the General Meeting regarding the Company’s economic and financial condition and business activities. Shareholders may ask such questions regardless of whether they are related to the agenda. The proxies of shareholders also have this right.

Shareholders who are natural persons must present an identity document. Shareholders who are legal entities are represented by their legal representatives, who must present a certificate of current status and an identity document. Proxies of shareholders—both natural persons and legal entities—shall identify themselves by means of an explicit written power of attorney or a power of attorney signed electronically and received via the Company’s email address office@sirma.bg. The powers of attorney must be issued by the shareholder specifically for this General Meeting of the Company and must comply with the requirements of the law, a certificate of good standing for the legal entity—shareholder, as well as an identity document of the authorized representative. If the proxy holder is a legal entity, its legal representative must provide, in addition to a power of attorney from the shareholder and a

certificate of current status of the shareholder legal entity, a certificate of current status of the authorized legal entity and an identity document of the legal representative. A sample power of attorney is included in the written materials approved by the Board of Directors of the Company and published on the website <https://investors.sirma.bg/investors.html>.

Any 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 the case of electronic authorization, the powers of attorney, duly signed in accordance with the requirements of the Electronic Document and Electronic Signature Act, must be sent to the Company via email to office@sirma.bg no later than two days prior to the date of the General Meeting.

The sub-delegation of rights under granted powers of attorney, as well as a power of attorney granted in violation of the requirements of the Public Offering of Securities Act, are null and void.

Pursuant to Article 34a of the Company's Articles of Association, a shareholder may exercise their voting rights prior to the date of the General Meeting by mail, using email and the following email address: 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 17, 2026.

Written materials for the meeting may be obtained from the Company's registered office at: Sofia, 135 Tsarigradsko Shose Blvd., 3rd floor, from the date of publication of the notice convening the General Meeting in the Commercial Register at the Registry Agency, as well as on the Company's website:

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

Signed by CEO Tsvetan Alexiev

ЦВЕТАН АЛЕКСИЕВ

ИЗПЪЛНИТЕЛЕН ДИРЕКТОР

