

REMUNERATION COMMITTEE

TO THE BOARD OF DIRECTORS OF SIRMA GROUP HOLDING

Remuneration Committee

General

The Remuneration Committee is responsible for defining and executing the remuneration policy for the executive staff and key personnel at Sirma Group Holding.

Composition

The Board of Directors of SGH should elect at least three members of the Remuneration Committee. At least one member of the Committee should be an outsider of the Board of Directors with a specific knowledge in the sphere of top management remuneration. All members of the Committee should be professionals with proven business acumen.

The Committee may engage external legal, financial or other advisers as it deems necessary for the performance of its duties, without the approval of any officer of the Company, and at the Company's expense.

Function

The Committee should gather at an internally defined frequency rate so that its responsibilities as outlined in points 1 through 3 below are fulfilled in due time (meeting legal and internally imposed constraints). This procedure should repeat every time an amendment to a remuneration scheme has been requested or otherwise decided upon.

One of the members of the committee should be internally appointed to prepare and keep the meeting minutes of the meetings at which decisions have been taken.

With the aim to fulfill its obligations under point 4 below, the Committee should gather at least once every three months to analyze the effects of the implemented remuneration schemes and issue a status statement.

In the pursuit of its goals the Committee may use the professional help of outside consultants.

The decisions taken at the Committee should be approved by the Board of Directors.

Responsibilities

1. Elaborate remuneration schemes for all members of Board of Directors, accounting for their specific duties, in order to align their interests with the strategic goals of Sirma Group Holding.
2. Elaborate remuneration schemes for all key personnel of Sirma Group Holding, aligning their interests to the achievement of specific desired KPIs.
3. Develop a general framework for the remuneration of all key people at the subsidiaries of Sirma Group Holding.
4. Supervise the implementation of and propose amendments to the agreed upon remuneration schemes.

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