CHARTER OF THE INVESTMENTS, RISK AND SUSTAINABILITY COMMITTEE

TO THE BOARD OF DIRECTORS OF SIRMA GROUP JSC

last updated on 18 June 2026

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CHARTER OF THE INVESTMENTS, RISK AND SUSTAINABILITY COMMITTEE TO THE BOARD OF DIRECTORS OF SIRMA GROUP JSC

I. General provisions

Art. 1. Status and scope of activity

(1) The Investments, Risk and Sustainability Committee (the "Committee") to the Board of Directors (the "Board") of Sirma Group JSC (the "Company") was established in 2015 and was updated by a decision of the Board of the Company of 20.03.2024.

(2) The Committee carries out the following main activities in respect of the Company and its subsidiaries (together, the "Group"):

1. defining, updating and controlling the investment policy of the Group;
2. analysis of the existing risks facing the Group and proposals for their mitigation and/or complete elimination;
3. development, control and updating of the Sustainability Policy of the Group.

II. Composition

Art. 2. Composition and election

(1) The Board elects at least three of the members of the Committee. The majority of the members of the Committee must also be members of the Board. It is advisable to appoint members of the Committee who are not members of the Board.

(2) All members of the Committee should be professionals with proven business and investment experience and expertise.

Art. 3. Current composition

The current composition of the Committee was determined at a meeting of the Board on 20.03.2024 as follows:

1. Yordan Nedev – Chief Financial Officer (CFO), member of the Board and Chair of the Committee;
2. Georgi Marinov – Chairman of the Board and member of the Committee;
3. Stanislav Tanushev – Director of Investor Relations and Sustainability and member of the Committee.

Art. 4. External advisers

The Committee may engage external legal, financial or other advisers if it considers this necessary for the performance of its duties, without needing the approval of the Company's management and at the Company's expense.

Art. 5. Conflict of interest

A member of the Committee who has a personal interest, or the interest of a related person, in a matter under discussion declares it to the Committee before the discussion and does not take part in the vote on it.

III. Functioning

Art. 6. Meetings

The Committee meets whenever:

1. an investment need or opportunity arises;
2. an investment proposal has been received by the Company;
3. there is a need to review the existing risks and the ways of countering them;
4. there is a need to define, control or update the Sustainability Policy or related matters;
5. it is necessary to discuss any matters related to the investments, risk and sustainability of the Group.

In addition, the Committee meets at least once every quarter. The members are notified of the meeting at least 3 working days in advance.

Art. 7. Quorum and decisions

A meeting is quorate if at least two members of the Committee are present. Decisions are taken by a majority of the members present.

Art. 8. Minutes

One of the members of the Committee (who is also a member of the Board) is appointed internally to prepare the minutes of the meetings at which decisions have been taken.

Art. 9. Supervision of investments

(1) Each investment made is supervised by one or more of the members of the Committee. They report to the Committee immediately any extraordinary circumstances concerning the investment.

(2) A status report on each investment is provided to the Committee at least once a month.

Art. 10. Decisions and accountability to the Board

(1) The decisions taken by the Committee are approved by the Board. The decisions take effect upon their approval.

(2) The Committee reports to the Board on its activities at least once a year and submits its reports on sustainability matters, on the basis of which the Board approves the Sustainability Report.

Art. 11. Cooperation with other committees

(1) Where a matter considered by the Committee (including an investment transaction, merger or acquisition) may constitute inside information, the Committee immediately notifies the Information Disclosure Committee, which decides whether the information is inside information and whether its disclosure is delayed under the Information Disclosure Procedure.

(2) The Committee provides the Risk Matrix and its annual review to the Audit Committee.

Art. 12. Review of the Charter

At least once a year the Committee reviews its work and this Charter and proposes the necessary amendments to the Board.

IV. Responsibilities

Art. 13. Responsibilities of the members of the Committee

The members of the Committee have the following responsibilities:

1. to collect information, form opinions and advise the Board on matters related to investments, risk and sustainability;
2. to analyse and take decisions on investment proposals (equity or loan) in the subsidiaries of the Company;
3. to analyse and take decisions on investment proposals in new companies established by the Group (start-ups);
4. to secure, structure, analyse and execute all mergers and acquisitions activities of the Group;
5. to serve in the governing bodies of new investment projects as mentors and supervisors;
6. to analyse and take decisions regarding the existing risks facing the Group and ways to reduce or completely eliminate them;
7. to categorise the risks and to coordinate the activities of risk identification, assessment, mitigation and monitoring across the Group in accordance with the Risk Management Policy, notifying the risk owners of substantial changes in risk scoring;
8. to receive reports from employees of potential risks, incidents and near misses;
9. to create, control and update the Sustainability Policy of the Group;
10. to control and organise the reporting of sustainability indicators;
11. to develop the culture of sustainability in the Group;
12. to exercise powers delegated by the Board regarding investment, risk and sustainability matters.

Final provisions

§ 1. By resolution of the General Meeting of Shareholders of 18.06.2026, the name of the Company was changed from Sirma Group Holding JSC to Sirma Group JSC (registered in the Commercial Register on 07.07.2026). All references to Sirma Group Holding JSC in this Charter are to be read as references to Sirma Group JSC.

Amendment history

Date	Decision	Amendment
24.03.2015	Decision of the Board of Directors	Establishment of the Committee
20.03.2024	Decision of the Board of Directors	Update of the Charter and determination of the composition of the Committee
18.06.2026	Resolution of the General Meeting of Shareholders	Change of the Company name to Sirma Group JSC

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