

INFORMATION ABOUT THE PUBLIC COMPANY SIRMA GROUP HOLDING JSC**As per Appendix 11 under Art.32, Par.1, p.4 of Ordinance 2 of the FSC****FOR 2019**

- 1. Structure of the company's capital including the securities that have not been admitted to trading on a regulated market in the Republic of Bulgaria or another Member State, with indication of the different classes of shares, the rights and liabilities attaching to any of the classes of shares and the portion of the total capital which each individual class constitutes.**

The capital of "Sirma Group Holding" JSC is distributed among 59 360 518 shares, each with nominal value of BGN 1, all without restrictions admitted to trading on the Bulgarian Stock Exchange – Sofia AD. Stock exchange code SKK.

The shares are ordinary, registered, dematerialized, freely transferable, of one class and give the right to vote in the General Meeting, the right of dividend and the right to a liquidation share. As of 31.12.2019 the shareholders are 57 legal entities holding 11 614 752 shares and 1 007 individuals holding 47 745 766 shares.

- 2. Limitations over the securities transfer, such as limitations for holding of securities or a requirement to obtain approval by the company or another shareholder.**

The transfer of shares shall take place in accordance with the legal procedures. The transfer of the dematerialized registered shares takes effect from the moment of entering the transaction in the registers of the Central Depository. Management is not aware of any limitation on the holding of shares or the need to obtain approval from Sirma Group Holding JSC or another shareholders. There is no data submitted to the Holding that would suggest any limitation for the transfer of the shares.

As at 31.12.2019 the distribution of the shareholder's capital of the company is as follows:

	31.12.2019	31.12.2018
	BGN '000	BGN '000
Shareholder's capital	59 361	59 361
Number of shares (nominal value BGN 1.00)	59 360 518	59 360 518
Total number of registered shareholders	1064	1041
Legal entities	57	48
Individuals	1 007	993
Number of shares owned by legal entities	11 614 752	10 747 462
% of capital of legal entities	19,57%	18,11%
Number of shares owned by individuals	47 745 766	48 613 056
% of capital of individuals	80,43%	81,89%

3. Information on the direct and indirect holding of 5 or more percent of the voting rights in the company's General Meeting, including data about the shareholders, the amount of their holding and the manner in which the shares are owned.

Shareholders	Number of shares as at 31.12.2019	% of capital
Georgi Parvanov Marinov	4 700 786	7,92%
Tsvetan Borisov Alexiev	4 865 753	8,20%
Chavdar Velizarov Dimitrov	4 750 786	8,00%
Veselin Anchev Kirov	5 269 748	8,88%
Ognian Plamenov Chernokozev	3 741 620	6,30%

The company holds 474 724 of its own shares.

4. Data about the shareholders with special control rights and description of these rights.

Management is not aware of any circumstances regarding shareholders with special control rights.

5. The control system in exercising the voting right in cases when officials of the company are also its shareholders and when the control is not exercised directly by them.

There is no special system for monitoring the exercise of voting rights in cases where employees of the company are also its shareholders and when the control is not directly exercised by them.

6. Limitations over the voting rights, such as limitations over the voting rights of the shareholders with a given percent or number of votes, deadline for exercising the voting rights or systems whereby with the company's assistance, the financial rights attaching to the shares are separated from the holding of shares.

The Company does not have information about any restrictions on voting rights.

7. Agreements among the shareholders, which are known to the company and which may result in limitations over the transfer of shares or the voting right.

There are no known agreements between shareholders which may result in restrictions on the transfer of shares or the right to vote.

8. The provisions about the appointment and dismissal of the members of the company's management bodies and about introduction of amendments and supplements to the Articles of Association.

The appointment and dismissal of members of the managing authorities is in accordance with the provisions of the Commercial Act and the Public Offering of Securities Act.

The General Meeting of Shareholders adopts, amends and supplements the Articles of Association of the Company. Decisions on amendments to the Articles of Association shall be adopted by a majority of 2/3 of the shares represented at the General Meeting.

The latest amendments to the Company's Articles of Association have been in force since 11.11.2015.

The current Articles of Association of Sirma Group Holding JSC can be found on the web site investors.sirma.com, in section "Corporate Governance".

9. The powers of the company's management bodies, including the right to take decisions for the issue and buy-back of shares in the company.

There are no special restrictions in exercising the powers of the management bodies of the company beyond the legally defined ones. The Company has effected buy-back decisions and the management bodies have been authorized to enact them by the GMS.

10. Significant contracts of the company which give rise to action, have been amended or are terminated due to changes in the control of the company upon carrying out of obligatory tender offer and the consequences thereof, save for the cases when the disclosure of such information may cause serious damages to the company; the exception of the previous sentence shall not apply in the cases when the company must disclose information by virtue of the law.

There are no material contracts of the company which are effective, altered or terminated due to a change in control of the company in the course of a mandatory tender offering.

11. Agreements between the company and its management bodies or officials for payment of compensation upon quitting or dismissal without legal grounds or upon termination of the labor relations due to reasons, related to a tender offer.

There are no agreements between the company and its management bodies or employees to pay compensation on leaving or dismissal without a legal basis or upon termination of the employment relationship for reasons related to a tender offering.

Tsvetan Alexiev



Executive Director