

**MINUTES**  
**FROM**  
**THE REGULAR ANNUAL ATTENDANCE MEETING OF THE GENERAL**  
**MEETING OF THE SHAREHOLDERS OF SIRMA GROUP HOLDING JSC**

Today, September 16, 2020, in the city of Sofia, 1784, 149 Tsarigradsko Shosse Blvd., No.135, floor 2, Training Hall, the Annual General Meeting of the shareholders of Sirma Group Holding JSC was held, convened at the invitation of the Board of Directors, announced in the Commercial Register on August 08, 2020.

The registration of the shareholders and their representatives for participation in the General Meeting started at 10:00 and ended at 11:08.

The General Meeting was opened at 11:10 AM by Mr. Tsvetan Alexiev, Executive Director of Sirma Group Holding JSC.

The Executive Director, Mr. Alexiev, reported to the shareholders that based on art.115, item 8 of POSA, the General meeting will be conducted also using electronic means via two-way messaging in real time, allowing shareholders to participate in the discussion and decision making of the General Meeting remotely and a mechanism for voting in advance and during the General Meeting.

The participation of the shareholders in the General Meeting through electronic means is taken into account in determining the quorum, and the voting (in advance and in real time) is marked in the protocol of the General Meeting.

The Executive director, Mr. Alexiev reported to the shareholders, physically present at the Meeting and online, a proposal of the Board of Directors for a procedural decision that the voting by the physically present of the annual General Meeting be carried out electronically. A vote was taken.

**Results from the vote:**

*Total votes cast: votes; 14.669.412 votes*

*Number of votes cast "for" - 14.669.412 shares representing 100% of the represented shares with voting rights both physically present and online*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

**Procedural resolution 1.: Voting at the General Meeting of shareholders of Sirma Group Holding JSC shall be done by electronic means.**

The Executive Director Tsvetan Alexiev reported to the shareholders a proposal for a procedural decision for confirmation of the Commission for registration of the shareholders appointed by the Board of Directors and verification of the quorum of the General Meeting composed of:

1. Chairman - Stanimira Velikova Alexieva – Chief Legal Advisor
2. Members:
  - Svetlana Kanazireva
  - Stanislav Tanushev

A vote was taken.

**Results from the vote:**

*Total votes cast: votes; 14 669 412 votes*

*Number of votes cast "for" - 7 269 298 shares representing 49.55% of the represented shares with voting rights both physically present and online;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 7 400 114;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

**Procedural Resolution 2: The General Meeting of Shareholders confirms the Shareholders' Registration and Quorum Verification Commission, appointed by the Board of Directors, consisting of:**

1. Chairman - Stanimira Velikova Alexieva – Chief Legal Advisor

2. Members:

Svetlana Kanazireva

Stanislav Tanushev

Mr. Alexiev gave the floor to the Chairman of the Shareholders' Registration and Quorum Verification Commission, Mrs. Stanimira Alexieva, to report the results of the registration of the shareholders and their proxies for participation in the General Meeting and the verification of the quorum.

The Chairman of the Shareholders' Registration and Quorum Verification Commission made the following notices:

- Attending the meeting in person or through an online registration, including in advance, personally or through a representative, holding and / or authorized to vote with a total of 37 573 349 dematerialized registered voting shares from the capital of Sirma Group Holding JSC, representing 63.30% of the Company's capital, according to the List of Shareholders of Sirma Group Holding JSC, received from the Central Depository and valid as of 02.09.2020 (according to the requirements of Art. 115b, paragraph 1 of POSA and the Articles of Association of Sirma Group Holding JSC).
- There is a necessary quorum in accordance with the legal requirements and the Articles of Association of Sirma Group Holding JSC and the annual attendance meeting of the General Assembly of Shareholders can be legally conducted.

Then Mrs. Stanimira Alexieva made the following announcements:

- The following members of the Board of Directors of Sirma Group Holding JSC are present at the meeting without the right to vote in this capacity:

Mr. Tsvetan Alexiev - Executive Director;

Mr. Georgi Marinov - Chairman of the Board of Directors;

Mr. Yordan Nedev - Member of the Board of Directors;

- Mr. Tsvetan Alexiev, Mr. Georgi Marinov and Mr. Yordan Nedev are also present in their capacity as shareholders in Sirma Group Holding JSC and as such have the right to vote.
- The Chairman of the Audit Committee – Mr. Angel Kraychev was also present on the Meeting

Employees of Central Depository AD were also present in the hall, technically ensuring the conduction of the meeting, as follows:

1. Andrey Ivanov Avramov – administrator
2. Lazar Ivanov Luleov- video streaming

The Executive Director Tsvetan Alexiev reported to the shareholders a proposal for a procedural decision for confirmation of the presence of outsiders in the hall where the General Meeting is held. A vote was taken.

**Results from the vote:**

*Total votes cast: votes; 14 669 412 votes*

*Number of votes cast "for" - 9 800 126 shares representing 66.81% of the represented shares with voting rights both physically present and online;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 4 869 286;*

As a result of the vote held, the General Meeting of Shareholders took the following decision:

Procedural decision 3: The General meeting of the shareholders allows the above mentioned external persons to attend the Meeting.

Objections regarding the lawfulness of the meeting, including the convening of the meeting, the provision of the written materials on the agenda, the registration of the shareholders and their proxies and the quorum were not made.

Then Mr. Tsvetan Alexiev made a proposal for a procedural decision on election of the bodies (Chairman, Secretary and counselors) of the Annual General Meeting of Shareholders:

1. Mr. Tsvetan Alexiev to be elected as Chairman of the General Meeting of Shareholders;
2. Mr. Georgi Marinov to be elected as Secretary and Counter of the General Assembly;
3. For Vote Counters to be elected, Stanislav Tanushev, Svetlana Kanazireva and Stanimira Aleksieva.

Mr. Alexiev proposed that the nominations listed above be voted on "an block".

Statements and other proposals regarding the election of the bodies of the Annual General Meeting were not made.

The proposal for the bodies of the General Assembly was put to the vote "an block".

**Results from the vote:**

*Total votes cast: votes; 14 669 412 votes*

*Number of votes cast "for" - 9 771 559 shares representing 66.61% of the represented shares with voting rights both physically present and online;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 4 897 853;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

Procedure Resolution 4: The General Meeting of Shareholders elects:

- as Chairman of the meeting: Mr. Tsvetan Alexiev;
- as Secretary and Counter: Mr. Georgi Marinov;
- as counters: Stanislav Tanushev, Svetlana Kanazireva and Stanimira Alexieva.

The Chairman of the meeting, Mr. Tsvetan Alexiev, explained to the present that according to the current legislation and the provisions of Article 231 of the Commercial Code, the General Assembly can only adopt decisions on the previously announced Agenda, as not all shareholders are present at the meeting and the meeting should be held with the following Agenda as announced in the Commercial Register on 12.08.2020, namely:

1. **Approval of the Annual Report for the activity of the company in 2019.**
2. **Approval of the Annual Individual Financial Statement of the company for 2019.**
3. **Approval of the Annual Consolidated Financial Statement of the company for the financial 2019.**
4. **Approval of the decision for distribution of the financial results for 2019;**
5. **Release from liability of the members of the Board of directors for the activity during 2019.**
6. **Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2020.**
7. **Approval of the Report for the activity of the Audit Committee.**
8. **Approval of the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2019.**

Prior to discussing the items on the Agenda, the Chairman of the General Meeting gave the floor to the attending shareholders for speeches, questions and procedural proposals. Such were not made.

The General Meeting of Shareholders then proceeded to discuss the issues on the Agenda.

On the **first item** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under Item 1 of the Agenda, as included in the Invitation announced in the Commercial Register, namely:

*“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2019.”*

The Chairman then gave the floor to the shareholders for questions and speeches on item 1 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 1 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast “for” - 37 541 149 shares representing 99.91% of the represented shares with voting rights both physically present and online or represented as well as the cast votes in advance;*

*Number of votes cast “against” – none;*

*Number of abstentions “abstentions” – 32 200 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.1. FROM THE AGENDA:**

**The General shareholders’ meeting approves the Annual Report for the activity of “Sirma Group Holding” JSC in 2019.**

Objections to the decision taken on item 1 of the Agenda were not made.

On **item 2** of the Agenda, the Chairman Mr. Tsvetan Alexiev announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register, namely:

*“The General shareholders’ meeting approves the report of the certified auditor for the results of the effected audit and approves the Individual annual financial statement of the company for 2019. ”*

The Chairman then gave the floor to the shareholders for questions and speeches on item 2 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 2 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast “for” - 37 541 249 shares representing 99.91% of the represented shares with voting rights both physically present and online or represented as well as the cast votes in advance;*

*Number of votes cast “against” – none;*

*Number of abstentions “abstentions” – 32 100 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.2 FROM THE AGENDA:**

**The General shareholders’ meeting approves the report of the certified auditor for the results of the effected audit and approves the Individual annual financial statement of the company for 2019.**

Objections to the decision taken on item 2 of the Agenda were not made.

On **item 3** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the third item of the Agenda included in the Invitation announced in the Commercial Register, namely:

*“The General shareholders’ meeting approves the report of the certified auditor for the effected audit and approves the Consolidated annual financial statement of the company for 2019.”*

The Chairman then gave the floor to the shareholders for questions and speeches on item 3 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 3 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast "for" - 35 395 766 shares representing 94.20% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 2 177 583 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

### **DECISION ON P.3 FROM THE AGENDA:**

**The General shareholders' meeting approves the report of the certified auditor for the effected audit and approves the Consolidated annual financial statement of the company for 2018.**

Objections to the decision taken on item 3 of the Agenda were not made.

On **item 4** of the Agenda, the Chairman announced the proposal for decision of the Board of Directors under the fourth point of the Agenda, included in the Invitation, announced in the Commercial Register, namely:

*"The GMS approves the decision for the distribution of the financial result from 2019, which amounts to BGN 1 897 559.21 as follows:*

- *Distribution to the Reserve Fund (10%): BGN 189 755.92.*
- *The company will not distribute monetary dividends for 2019.*
- *The remaining profit amounting to BGN 1 707 803.29 shall be distributed to the account „Undistributed profit from previous years."*

The Chairman then gave the floor to the shareholders for questions and speeches on item 4 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 4 of the Agenda to the vote.

### **Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast "for" - 33 904 151 shares representing 90.23% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast "against" – 2 452 420 votes;*

*Number of abstentions "abstentions" – 1 216 778 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

### **DECISION ON P.4 FROM THE AGENDA:**

**The GMS approves the decision for the distribution of the financial result from 2018, which amounts to BGN 1 897 559.21 as follows:**

- ***Distribution to the Reserve Fund (10%): BGN 189 755.92.***

- ***The company will not distribute monetary dividends for 2019.***
- ***The remaining profit amounting to BGN 1 707 803.29 shall be distributed to the account „Undistributed profit from previous years.“***

Objections to the decision taken on item 4 of the Agenda were not made.

On **item 5** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register, namely:

*“The General Meeting of shareholders released from liability the members of the Board of directors for the activity during 2019.”*

The Chairman then gave the floor to the shareholders for questions and speeches on item 5 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 5 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast “for” - 36 577 884 shares representing 97.35% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast “against” – 125 000 votes;*

*Number of abstentions “abstentions” – 870 465 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.5 FROM THE AGENDA:**

**The General Meeting of shareholders releases from liability all members of the Board of directors for the activity during 2019, namely:**

- 1. Tsvetan Borisov Alexiev;**
- 2. Georgi Parvanov Marinov;**
- 3. Chavdar Velizarov Dimitrov;**
- 4. Atanas Kostadinov Kiryakov;**
- 5. Peter Borisov Statev;**
- 6. Yordan Stoyanov Nedev;**

Objections to the decision taken on item 5 of the Agenda were not made.

On **item 6** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the sixth item of the Agenda included in the Invitation announced in the Commercial Register, namely:

*„The General Meeting elects as auditor of the company for 2020 Grant Thornton OOD” entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.*

The Chairman then gave the floor to the shareholders for questions and speeches on item 6 of the Agenda and on the proposal for a decision.

Thereafter, the Chairman put the proposal for adoption of the proposal for decision of the Board of directors under item 6 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast "for" - 37 283 881 shares representing 99.22% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 289 468 votes;*

As a result of the vote undertaken, the General meeting of shareholders took the following decision:

**DECISION ON P.6 FROM THE AGENDA:**

**The General Meeting elects as auditor of the company for 2020 the certified auditor "Grant Thornton" Ltd registered under number 032 in the Public register of the audit companies at the Institute of certified auditors in Bulgaria.**

Objections to the decision taken on item 6 of the Agenda were not made.

On **item 7** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the seventh item of the Agenda included in the Invitation announced in the Commercial Register, namely:

*"The General Meeting, based on art.108, par.1, point 8 from the Law for Independent Financial Audit, approves the Report for the activity of the Audit Committee of the company."*

The Chairman then gave the floor to the shareholders for questions and speeches on item 7 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 7 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast "for" - 37 573 249 shares representing 99.99% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast "against" – none;*

*Number of abstentions "abstentions" – 100 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.7 FROM THE AGENDA:**



**The General Meeting, based on art.108, par.1, point 8 from the Law for Independent Financial Audit, approves the Report for the activity of the Audit Committee of the company.**

Objections to the decision taken on item 7 of the Agenda were not made.

On **item 8** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the eighth item of the Agenda included in the Invitation announced in the Commercial Register on, namely:

*“The General Meeting approves the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2019.”*

The Chairman then gave the floor to the shareholders for questions and speeches on item 8 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 8 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: votes; 37 573 349 votes*

*Number of votes cast “for” - 35 039 088 shares representing 93.25% of the represented shares with voting rights both physically present and online or represented as well as the votes cast in advance;*

*Number of votes cast “against” – none;*

*Number of abstentions “abstentions” – 2 534 261 votes;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.8 FROM THE AGENDA:**

**The General Meeting approves the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2019.**

Objections to the decision taken on item 8 of the Agenda were not made.

Due to exhaustion of the Agenda, the Chairman of the Meeting closed the Annual Meeting of the General Assembly of the Shareholders of SIRMA GROUP HOLDING JSC at 12:45 PM.

Chairman:.....  
/Ts. Alexiev/

Secretary:.....  
/G. Marinov/

Counter:.....  
/St. Alexieva/

Counter:.....  
/S. Tanushev/

Counter:.....  
/S.Kanazireva/

