

**INVITATION FOR REGULAR ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF „SIRMA GROUP HOLDING” JSC**

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The Board of directors, on the basis of art. 223 of the Commercial Code (CC) and art. 115 of the Public Offering of Securities Act (POSA), hereby convenes an annual general meeting of the shareholders of “**Sirma Group Holding**“ JSC, UIC: 200101236, on **23 June 2021** at 11.00 hours Sofia time or 8:00 hours UTC (coordinated universal time) at the address - Sofia, Blvd. “Tsarigradso Shosse” № 135, at the Head Office of Sirma Group Holding JSC, floor 2, Training Hall with the following agenda and proposed decisions:

1. Approval of the Annual Report for the activity of the company in 2020.

Draft resolution for point 1:

“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2020.”

2. Approval of the Annual Individual Financial Statement of the company for 2020.

Draft resolution for point 2:

“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 2020. ”

3. Approval of the Annual Consolidated Financial Statement of the company for the financial 2020.

Draft resolution for point 3:

“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 2020.”

4. Approval of the decision for distribution of the financial results for 2020;

Draft resolution for point 4:

„The GMS approves the decision for the distribution of the financial result from 2019, which is a profit of BGN 994 824.55, to be distributed as follows:

- Distribution to the Reserve Fund (10%): BGN 99 482.45.
- The company will not distribute monetary dividends for 2020.
- The remaining profit amounting to BGN 895 342 shall be distributed to the account „Undistributed profit from previous years”.

5. Release from responsibility of the members of the Board of directors for the activity during 2020.

Draft for resolution under point 5:

„The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2020.“

6. Approval of the Report for the activity of the Audit Committee.

Draft for resolution under point 6:

„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.“

7. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2021.

Draft for resolution under point 7:

„The General Meeting elects as auditor of the company for 2021 Grant Thornton OOD” entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.

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 2020.

Draft for resolution under point 8:

„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 2020.“

9. Extension of the mandate of the Board of Directors.

Draft for resolution under point 9:

“The General Meeting of shareholders extends the mandate of the Board of Directors with the following composition:

Tsvetan Borisov Alexiev, Georgi Parvanov Marinov, Atanas Kostadinov Kiryakov, Yordan Stoyanov Nedev, Peter Borisov Statev, Chavdar Velizarov Dimitrov

with 2 (two) years at the current remuneration ”.

10. Approval of decision for changes in the Remuneration Policy of the Members of the Board of Directors of „Sirma Group Holding“ JSC;

Draft for resolution under point 10:

The General Shareholders’ Meeting accepts the following changes to the Remuneration Policy for the Members of the Board of Directors of “Sirma Group Holding” JSC:

1. In the text under para. 1 of art.2 the following sentence is added:

„It is subject to regular supervision by the Board of Directors of the company minimum once per year and a review by the General Meeting of Shareholders at least every 4 years.“

2. In the text of art.6 a new para. 5 is added with the following content:

„5. In preparing the remuneration policy, the remuneration and working conditions of the company's employees are taken into account, observing the following indicators -

average number of staff, salary and length of service, benefits and material incentives they receive, as well as workload and working environment. The relationship between the remuneration of the members of the board of directors and the remuneration of other employees is carefully monitored and is one of the key factors in deciding to determine the remuneration of the board of directors.“

3. The text in para. 3, of art.7 is changed as follows:

„(3) The amount of the short-term variable remuneration is up to 10% (ten per cent) of the net consolidated profit, but not more than 40% (forty per cent) of the value of the individual accounting profit before taxes and provisions for the short-term variable remuneration. "

4. The text of point 4, of art.7 is changed as follows:

(4) The amount of the annual long-term variable remuneration, paid in the form of shares, is up to 1% of the total number of shares in the company's capital. "

5. The text of point 2 and 3 of art.8 is changed with the following text:

„(2) The criteria for payment of the short-term variable remuneration are:

- Achieving 3% growth of the consolidated revenues of the group;
- Achieving equal or higher consolidated profit of the company, before taxes and provisions, compared to the previous year;
- Implementation of technological innovation and product development;
- Profit and development of the company;
- Imposing high standards of corporate governance;
- Integration of corporate social responsibility in the daily management practice of the company;
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Adequacy of the administrative, organizational and reporting structures of the company and ensuring the maximum efficiency of the company's activities;
- Compliance with applicable rules and procedures;
- Encouraging cooperation with stakeholders;
- Compliance with obligations - work in the interest of the company and loyalty; observing the due care of a good trader.

(3) The criteria for payment of the long-term variable remuneration are:

- Achieving a growth compared to the previous year of at least 3% (three percent) of the average market price per share, calculated for a reference period of two months, including the

last month of the respective financial year and the first month of the next compared to the average market price per share for a reference period of two months, including the last month of the previous financial year and the first month of the current one.

- Achieving equal or higher consolidated profit of the company, before taxes and provisions, compared to the previous year.

- Implementation of technological renewal and product development;

- Profit and development of the company;

- Imposing high standards of corporate governance;

- Integration of corporate social responsibility in the daily management practice of the company;

- Stable and sustainable development of the company in economic, social and environmental aspects;

- Adequacy of the administrative, organizational and reporting structures of the company and ensuring the maximum efficiency of the company's activities;

- Compliance with applicable rules and procedures;

- Encouraging cooperation with stakeholders;

- Compliance with obligations - work in the interest of the company and loyalty with the diligence of a good trader. "

6. The text of art.10 is changed with the following text:

„Art.10. (1) With the adoption of the Remuneration Policy the General Meeting of shareholders explicitly authorize the board of directors to make decisions on payment of incidental earmarked prizes to each of the members of the board of directors, whose amount in respect of each member of the board of directors within a calendar year may not exceed $\frac{1}{4}$ the gross annual fixed remuneration of the member concerned. "

7. A new art.13a is created with the following content:

Art. 13a. (1) In case the members of the board of directors receive a variable remuneration, in order to achieve stable financial results, the payment of 40% of the variable remuneration will be rescheduled for a period of 3 years, and the rescheduled part of the variable remuneration will be paid proportionally or by gradual increase each year during the rescheduling period.

(2) In the hypothesis of accrual of the variable remuneration, the same may

not to be paid in case of non-fulfillment of the set criteria and / or in case of financial difficulties of the public company.

(3) Paid variable remuneration shall be subject to return when within the term under para. 1 it is established that the following circumstances are present:

1. the achieved results do not contribute to the achievement of the business goals of the company and
2. the achieved results do not contribute to the achievement of the long-term interest of the Company and
3. the achieved results are not sustainable and do not contribute to the sustainable development of the public company. "

8. In art. 18 a new para 3 shall be created with the following content:

"(3) In the event of a decision to pay variable remuneration pursuant to this Article, the Board of Directors shall submit to the general meeting of shareholders an amendment to this policy to describe how this type of variable remuneration will contribute to achieving of the objectives under Art. 6, the term for acquisition of rights and the conditions for preservation of the shares after the acquisition of the rights / if applicable /."

9. The text of para 2 of art. 20 shall be replaced by the following text:

"(2) SIRMA GROUP HOLDING JSC shall disclose its remuneration policy and any subsequent changes thereto in a clear and accessible manner, without disclosing sensitive commercial information or other information constituting a secret protected by law. In case of amendments and / or additions , it includes:

1. description and explanation of the significant changes;
2. the manner in which the results of the votes of the general meeting, the opinions of the shareholders and
3. the minutes of the general meetings at which the remuneration policy was considered and voted. "

The total number of shares of the capital of „SIRMA GROUP HOLDING” JSC with voting rights is 59 360 518. The right to vote in the General Meeting may be exercised only by persons registered in the registers of the “Central Depository” JSC as shareholders 14 days prior to the date of the date of the General Meeting (09.06.2021), as per the list of shareholders of the Company, presented on this date by the “Central Depository” JSC. The registration of shareholders will commence at 10.00 AM local time (UTC+3) and finish at 11.00 AM.

A shareholder or shareholders, who own shares for more than three months, representing at least 5 percent of the capital of the Company, based on art. 223a of the CC and art. 118, par. 2, point 4 of POSA, upon publication of the Invitation, may include additional issues on the Agenda of the General Meeting. The list of issues is presented for publication in the Commercial Register not later than 15 days prior the date of the General Meeting. With their publication in the Commercial Register, the issues are considered as incorporated in the Agenda of the General Meeting. In such an instance, these need to be presented to the Financial Supervision Commission and the Company not later than the working day following the publication in the Commercial Register of the additional issues to the Agenda of the General

Meeting materials as per art. 223a, par. 4 of the Commercial Code. In such an instance the Company should update the Invitation and publish it together with the written materials.

The shareholders have the right to ask questions during the General Meeting, related to the economic and financial circumstances and commercial activity of the Company. The shareholders may ask such questions irrespective of their relation to the Agenda. The representatives of shareholders also have the same right.

Physical persons – shareholders shall identify themselves by presenting identification documents. Corporate shareholders are represented by their legal representatives, who identify themselves by presenting a current legal status and identification document. Representatives of shareholders – physical persons and corporate persons, identify themselves by presenting an explicit written letter of proxy or by a letter of proxy received via electronic means, as per the terms and conditions for receipt of letters of proxy, published on the electronic page of the Company www.sirma.com, which need to be issued by the shareholder explicitly for this General Meeting of the Company and comply with the legal requirements, certificate for current legal status of the corporate shareholder, as well as identification document of the proxy person. In the instance of a corporate person being the representative, its legal representative identifies himself, with a letter of proxy from the shareholder, a current legal status of the corporate shareholder, a current legal status of the corporate representative, and an identification document of the legal representative. A proxy letter template is included in the written materials which have been approved by the Board of Directors.

Each representative, representing a shareholder or shareholders at the General Meeting, should present the respective letter/letters of proxy at the date of the General Meeting for his registration. In the case of electronic proxy, the proxy letters, dully signed as per the requirements of the Law for Electronic Document and Electronic Signature, should be sent to the Company via electronic mail to the address office@sirma.bg not later than two days prior to the date of the General Meeting.

Re-authorizing with the rights of letters of proxy, as well as the letter of proxy, issued in violation of the requirements of POSA are null and void.

Rules for participation by electronic means: Pursuant to art. 115, par. 8 of the POSA, the General Meeting will be held using electronic means in the following form - two-way real-time messaging, allowing shareholders to participate remotely in the discussion and making decisions in the General Meeting and a mechanism for voting before or during the General Meeting without the need to authorize a person to participate in person, on site, at the General Meeting.

The participation of the shareholders in the General Meeting by electronic means is taken into consideration when determining the quorum, and the voting is noted in the Minutes of the General Meeting. A list of the persons who have exercised their right to vote in the General Meeting by electronic means and the number of shares held shall be attached to the Minutes, which shall be certified by the Chairman and the Secretary of the General Meeting.

The registration, participation and voting by electronic means is carried out through the electronic platform for holding general meetings (EPOS – abrv. from Bulgarian) of the Central Depository AD, in compliance with the General Terms of Use of EPOS and the EPOS User's Guide, published at the following address: <http://epos.csd-bg.bg/epos/index.xhtml> .

Registration for participation in the General Meeting through EPOS is free of charge for the shareholders and the persons representing them. On the website of “Sirma Group Holding” AD

www.sirma.com additional information on the deadlines for registration for participation in the General Meeting will be published.

The EPOS is accessed through the system's website: <http://epos.csd-bg.bg/epos/index.xhtml> .

The identification in the EPOS of the shareholders and the persons who represent them in their participation in the General Meeting, through the use of electronic means, is carried out through a qualified electronic signature.

The authorization of a representative through the EPOS can be done through an attached electronic document (electronic image) of the power of attorney, which should also be signed with a qualified electronic signature by the principal.

Voting at the General Meeting by electronic means is carried out by remote filling in the electronic forms provided in the EPOS, as follows:

- Preliminary - by recording the vote before the General Assembly. Preliminary voting is allowed no later than the end of the day preceding the day of the General Meeting, namely - until 22.06.2021, inclusive.
- During the General Meeting – online.

The written materials for the meeting may be received at the Head Office of the Company – Sofia, Blvd. “Tsarigradsko Shosse” № 135, floor 3, from the date of publication of the Invitation for convening the General Meeting in the Commercial Register at the Registry Agency, as well as found on the internet site of the Company www.sirma.com .

Tsvetan Alexiev
Executive Director

ЦВЕТАН АЛЕКСИЕВ

ИЗПЪЛНИТЕЛЕН ДИРЕКТОР

