

# **INVITATION FOR CONVENING OF AN EXTRAORDINARY ASSEMBLY OF THE GENERAL MEETING OF SHAREHOLDERS OF "SIRMA GROUP HOLDING" JSC**

**Unique identification cod of the event: GSM202202**

**ISIN code of the emission: BG1100032140**

The Board of Directors, on the basis of Art. 223 of the Commercial Code and Art. 115 of POSA, convenes an extraordinary General Meeting of shareholders of "Sirma Group Holding" JSC, UID 200101236, on **November 11, 2022** at 11:00 AM at the address - Sofia 1784, "Tsarigradsko shose" blvd. 135, in the headquarters of Sirma Group Holding JSC, floor 2, Training Hall, with the following agenda and proposals for decisions:

## **1. Adoption of changes to the Company Articles of Association.**

Proposal for a decision under item 1:

"The General Assembly adopts the following changes in the Articles of Association of Sirma Group Holding JSC: A new article 53a is created with the following content:

**Art. 53a The company has the right to pay an interim dividend on the basis of the 6-month financial statement, subject to compliance with the requirements of Art. 115c of the POSA and Art. 247a of the Commercial Code. The right to distribute a dividend on the basis of a 6-month financial statement is extinguished upon the deletion of the Company from the register of public companies under Art. 30 of the Financial Supervision Commission Act.**

## **2. Adoption of the 6-month financial report for the first half of 2022 and the accompanying activity report.**

Proposal for a decision under item 2:

The General Meeting of Shareholders accepts the 6-month financial report of the Company for the first half of 2022 and the activity report to it.

## **3. Adoption of a decision for payment of a 6-month dividend**

Proposal for a decision under item 3:

On the basis of realized profit for the period January 1 to June 30 based on the financial statement as of June 30, 2022 in the amount of BGN 998,372.20 and the Report prepared by the Board of Directors on compliance with the requirements under Art. 115c of the POSA, the General Meeting of Shareholders adopts a decision to distribute a 6-month dividend in the amount of **BGN 889,135.08** in total or **BGN 0.015** per share.

The persons registered in the registers of the Central Depository as having the right to a dividend as of the 14th day after the date of the General Meeting have the right to

receive a six-month dividend. The General Meeting of Shareholders authorizes the Company's Board of Directors to take all necessary legal and factual actions regarding the payment of the six-month dividend to shareholders, including the selection of a commercial bank, the start and end dates for the payment of the six-month dividend.

On the basis of Art. 115c, paragraph 1 of the POSA and in connection with Art. 231, paragraph 3 of the Commercial Code, the Decision under this item is adopted under a deferral condition, namely, the entry of the decision under item 1. from the Agenda of the current extraordinary general meeting of shareholders into Commercial Register.

**4. Making a decision to provide members of the Board of Directors with additional remuneration.**

Draft decision under item 4:

"The General Meeting of shareholders takes a decision and approves the provision of targeted additional remuneration to the members of the Board of Directors in connection with the completion of the sale of shares from the capital of Sirma AI JSC, owned by Sirma Group Holding JSC, to New Frontier Technology Invest SARL (Société à responsabilité limitée, address: 15, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Incorporator: EEPI1 Portco A SARL (a Luxembourg domiciled entity, part of the Integral Venture Partners group of entities) in a total amount of EUR 65,000 The specific distribution among the members of the Board of Directors of the amount of remuneration shall be determined by a decision of the Board of Directors.

Remuneration to be paid within seven days of the adoption of this decision."

The total number of shares from the capital of "SIRMA GROUP HOLDING" JSC with the right to vote is 59,360,518. The right to vote in the General Assembly can be exercised only by persons entered in the registers of "Central Depository" AD as shareholders 14 days before the date of the General Meeting (October 28, 2022), according to the list of the Company's shareholders, presented on that date by "Central Depository" AD. Shareholder registration begins at 10:00 AM local time or (UTC+3) and closes at 11:00 AM.

A shareholder or shareholders who for more than three months owned shares representing at least 5 percent of the Company capital pursuant to Art. 223a of the Criminal Code and Art. 118, para. 2, item 4 of the Civil Procedure Code may, after announcing the invitation, include other issues on the agenda of the General Assembly. The list of questions is submitted for announcement in the Commercial Register no later than 15 days before the opening of the General Assembly. With their announcement in the Commercial Register, the issues are considered included in the agenda of the General Assembly. In this case, they should present the Financial Supervision Commission and the Company at the latest on the next working day after the announcement in the Commercial Register of the other issues included in the agenda of the General Assembly, the materials under Art. 223a, para. 4 of the Commercial Law. In this case, the Company is obliged to update the invitation and publish it together with the written materials.

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 to 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 <https://investors.sirma.com/investors/shareholders-meetings.html> 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](mailto: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.

**According to Art. 34a of the Company's Articles of Association, a shareholder may exercise his right to vote even before the date of the general meeting by correspondence, using electronic mail and the following e-mail address - [stanislav.tanushev@sirma.bg](mailto:stanislav.tanushev@sirma.bg) .**

**Voting by correspondence is valid if the vote is received by the company no later than the day preceding the date of the general meeting - 10.11.2022.**

The written materials for the meeting can be obtained from the Company's management address - Sofia, 135 "Tsarigradsko shose" blvd., floor 3, from the date of announcement of the Invitation to convene a General Meeting in the Commercial Register at the Registration Agency, as well as downloaded from the Company's website at:

<https://investors.sirma.com/investors/shareholders-meetings.html>

Signed by:

Tsvetan Alexiev

CEO