

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

Unique identification code of the event: GSM202302

ISIN code: BG1100032140

The Board of Directors, on the basis of Art. 223 of the Commercial Code and Art. 115 of the POSA, convenes an extraordinary General Meeting of the shareholders of "Sirma Group Holding" JSC, UIC 200101236, on **February 15, 2023** at 11:00 a.m. local time or (UTC+2) at the address - Sofia 1784, "Tsarigradsko shose" blvd. 135, at the headquarters of "Sirma Group Holding" JSC, floor 2, Training Hall, with the following agenda and proposals for decisions:

- 1. Approval of a decision of the Board of Directors of "Sirma Solutions" JSC, UIC 040529004 for disposal of owned shares from the capital of "Sirma AI" JSC.**

Proposal for decision under item 1:

The general meeting of shareholders of "Sirma Group Holding" JSC gives consent to "Sirma Solutions" JSC to dispose of all the shares it owns from the capital of "Sirma AI" JSC by concluding a contract for the sale of 1,603,759 ordinary shares and 308,508 of class A shares, under the following conditions:

Buyer:

1. European Bank for Reconstruction and Development, an international financial institution with headquarters in London, 5 Bank Street, United Kingdom

2. OTX- Partner Korlatolf Felelossegu Tarsasag (Portfolion), a company registered under the laws of Hungary, under number 01-09-410198, with its registered office and management address in Budapest, 53 Alcotas utka, 1123, Hungary

3. Atanas Kostadinov Kiryakov, with a permanent address in the city of Sofia, Bulgaria

Price:

The total value of the shares from the capital of "Sirma AI" JSC, agreed for the purpose of the transaction, is in the amount of 9,460,000 euros.

Deadline for completion of the purchase and sale: 31.03.2023.

Taking into account the balance sheet value of the asset subject to disposal - BGN 20,511,000, the expected accounting financial result for "Sirma Solutions" JSC as a result of the above-mentioned sale of shares is a loss in the amount of approximately BGN 2,000,000.

The total number of shares of 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 prior to the date of The General Meeting (February 1, 2023), according to the list of the Company's shareholders, presented on that date by "Central Depository" AD. Shareholder registration begins at 10:00 a.m. local time or (UTC+2) and closes at 11:00 a.m.

On the basis of Article 115, Paragraph 2, Item 5 of the POSA, we hereby provide information regarding the right of the Company's shareholders to include issues in the agenda of the general meeting and to make proposals for decisions on issues included in the agenda of the general meeting together with information about the deadline for exercising this right, as follows:

- A shareholder or shareholders who, for more than three months, own shares representing at least 5 percent of the Company's capital pursuant to Art. 223a of the Commercial Code and Art. 118, para. 2, item 4 of the POSA may, after the publication of the invitation, include other issues in 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 Meeting (that is, no later than 31.01.2023). 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 Code. In this case, the Company is obliged to update the invitation and publish it together with the written materials.
- On the day of the meeting (February 15, 2023), each shareholder or proxy has the right to essentially make proposals for decisions on any issue included in the agenda and in compliance with the requirements of the law, such as the limitation under Art. 118, para. 3 shall apply accordingly; the deadline for exercising this right is until the termination of the debates on this matter before the voting of the decision by the general meeting.

Shareholders have the right to ask questions during the General Meeting in relation to the economic and financial situation and commercial activity of the Company. Shareholders may ask such questions regardless of whether they are related to the agenda. The shareholders' proxies have the same right.

Shareholders - natural persons, are identified with an identity document. The shareholders - legal entities are represented by their legal representatives, who are legitimized with a certificate of current status and an identity document. The proxies of the shareholders - individuals and legal entities, are legitimized by an express written power of attorney or by a power of attorney signed by electronic means and received at the Company's e-mail

office@sirma.bg. The Powers of Attorney must have been issued by the shareholder for this General Meeting of the Company and meet the requirements of the law, a certificate of the current state of the legal entity - shareholder, as well as an identity document of the authorized person. In the event that the proxy is a legal entity, its legal representative is legitimized, in addition to a power of attorney from the shareholder and a certificate of current status of a legal entity-shareholder, with a certificate of current status of the authorized legal entity and an identity document of the legal representative. A sample of the power of attorney is included in the written materials approved by the Company's Board of Directors and published on the website <https://investors.sirma.bg/investors.html> .

Each proxy representing a shareholder or shareholders in the General Meeting should present the relevant power of attorney on the day of the General Meeting upon registration. In the case of authorization by electronic means, the powers of attorney, duly signed in accordance with the requirements of the Electronic Document and Electronic Signature Law, should be sent to the Company by e-mail at office@sirma.bg no later than two days before the date of the General Assembly.

The re-authorization with the rights under granted powers of attorney, as well as the power of attorney given in violation of the requirements of the 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 e-mail and the following e-mail address - office@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 - 14.02.2023.

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 be found on the Company's website:

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

Tsvetan Alexiev

CEO

Signed