

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

**Unique identification code of the event: GSM202301**

**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 **January 09, 2023** at 11:00 a.m. 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. Adoption of a decision for a 6-month dividend payment.**

**Proposal for decision under item 1:**

On the basis of realized profit for the period January 1 to June 30 2022 as per 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, and in accordance with the Dividend Policy of "Sirma Group Holding" JSC, 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 date for the payment of the six-month dividend.

**2. Adoption of changes to the Remuneration Policy for the Members of the Board of Directors**

**Proposal for decision under item 2:**

The General Meeting of Shareholders adopts the following changes to the Remuneration Policy for the Members of the Board of Directors

- 2.1. In Article 8, paragraph 2, the text "Achieving an equal or higher consolidated profit of the company, before taxes and provisions, compared to the previous year" is replaced by the following text: "Achieving an equal or higher individual profit of the company, before taxes and provisions, compared to the previous year.'

- 2.2. The text under Art. 10 is replaced by the following text "Art. 10. The general meeting of shareholders may adopt decisions on the payment of incidental target awards to each of the members of the board of directors."

**3. Adoption of a decision for the extension of the term of the Decision taken by the extraordinary GMS from August 26, 2019 for share buy-back.**

**Proposal for decision under item 3:**

The general meeting of shareholders extends the period in which own shares can be bought back, under the conditions adopted by the decision from August 26, 2019, - until August 25, 2024.

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 (26.12.2022), 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+3) and closes at 11:00 a.m.

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 announcing 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 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 to the Financial Supervision Commission and to 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.

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 - natural persons and legal entities, are legitimized by an explicit written power of attorney or by a power of attorney signed by electronic means and received on the Company e-mail [office@sirma.bg](mailto:office@sirma.bg). Powers of attorney must be 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 its legal representative. A template of the power of attorney is included in the written materials approved by the Board of Directors which are published on the Company's website <https://investors.sirma.com/investors.html> .

Each proxy representing a shareholder or shareholders at 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](mailto: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.

**In accordance with Art. 34a of the Company's Articles of Association, a shareholder may exercise her 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](mailto: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 – January 8, 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 for convening the General Meeting in the Commercial Register at the Registry Agency, as well accessed from the Company's website: <https://investors.sirma.com/investors/shareholders-meetings.html>

[Signed]

Tsvetan Alexiev

CEO