

**PROTOCOL  
OF  
THE REGULAR ANNUAL ATTENDANCE MEETING  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS  
OF „SIRMA GROUP HOLDING“ JSC**

Today, June 15, 2023, in Sofia 1784, 135 Tsarigradsko Shosse Blvd., 2nd floor, Training Hall, the Regular Annual General Meeting of Shareholders of “Sirma Group Holding” JSC was convened, by invitation of the Board of Directors, announced in the Commercial Register on May 12, 2023.

The registration of the shareholders and their representatives for participation in the General Meeting started at 10:00 and ended at 11:03 AM.

The General Meeting was opened at 11:04 AM by Mr. Tsvetan Alexiev, Executive Director of “Sirma Group Holding” JSC.

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 and verification of the quorum of the General Meeting appointed by the Board of Directors composed of:

1. Chairman - Stanimira Velikova Aleksieva
2. Members:  
Stanislav Tanushev  
Svetlana Kanazireva  
Then a vote was taken.

**Voting results:**

Total number of votes cast: 1 893 659 votes;

Number of votes cast "for" - 1 893 659 shares, representing 100% of the represented physically present in the hall shares with the right to vote;

Number of votes cast "against" - none;

Number of votes cast "abstained" - none;

As a result of the voting by the present voting shares, the General Meeting of Shareholders unanimously took the following:

Procedural decision 1: The General Meeting of Shareholders confirms the Committee on Registration and verification of the quorum of the General Meeting of Shareholders as appointed by the Board of Directors composed of:

Chairman - Stanimira Velikova Aleksieva

Members:

- Stanislav Tanushev  
Svetlana Kanazireva

Mr. Alexiev then gave the floor to the Chairman of the Commission for Registration of Shareholders and Quorum Verification - Ms. Stanimira Alexieva, to report the results of the registration of 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 Committee made the following announcements:

- Pursuant to Article 34a of the Company's Articles of Association, shareholders who have the right to vote with a total of 42 803 298 shares, constituting 72,11% of all shares with a right to vote, from the capital of "Sirma Group Holding" JSC, exercised their right to vote before

the date of the general meeting by correspondence, through e-mail, according to the List of Shareholders of "Sirma Group Holding" JSC, received from the Central Depository and valid as of June 01, 2023 (in accordance with the requirement of Art. 115b, Para. 1 of the POSA and the Articles of Association of "Sirma Group Holding" JSC).

- The required quorum exists in accordance with the law and the Articles of Association of Sirma Group Holding JSC and the extraordinary attendance General Meeting of Shareholders may be legally held.

Then Mrs. Stanimira Aleksiva made the following announcements:

- The following members of the Board of directors of "Sirma Group Holding" are present at the meeting without a right to vote as such:
  - Mr. Tsvetan Aleksiev – Executive director;
  - Mr. Georgi Marinov – Chairman of the Board of directors;
  - Mr. Yordan Nedev – Member of the Board of directors;
  - Mr. Chavdar Velizarov Dimitrov – Member of the Board of directors;
  - Mr. Martin Veselinov Paev – Member of the Board of directors.
- Mr. Tsvetan Aleksiev, Mr. Georgi Marinov, Mr. Chavdar Dimitrov, Mr. Marting Paev and Mr. Yordan Nedev – members of the Board of directors are present also as shareholders of "Sirma Group Holding" JSC and as such have a right to vote.

Objections to the legality of the meeting, including its convening, the provision of written materials on the agenda, the registration of shareholders and their proxies, and the quorum were not raised.

Then Mr. Tsvetan Alexiev made a proposal for a procedural decision for election of bodies (chairman, secretary and counters) of the General Meeting of Shareholders:

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

Mr Alexiev suggested that the candidates mentioned above be voted "en bloc".

No statements or other proposals regarding the election of bodies of the Annual General Meeting were made.

The proposal for bodies of the General Assembly was put to a vote "en bloc".

#### **Voting results:**

Total number of votes cast: 1 893 659 votes;

Number of votes cast "for" - 1 893 659 shares, representing 100% of the represented physically present in the hall shares with the right to vote;

Number of votes cast "against" - none;

Number of votes cast "abstained" - none;

As a result of the voting by the present shares, the General Meeting of Shareholders unanimously took the following:

Procedural decision 2 .: The General Meeting of Shareholders elects

- for Chairman of the meeting: Mr. Tsvetan Alexiev;
- for Secretary and counter: Mr. Georgi Marinov;

for counters: Stanislav Tanushev, Svetlana Kanazireva and Stanimira Aleksieva.

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

- 1. Adoption of the Annual Report on the activities of the company for 2022.**
- 2. Acceptance of the Individual annual financial report of the company for 2022.**
- 3. Adoption of the annual Consolidated financial statements of the company for the financial year 2022.**
- 4. Adoption of a decision for distribution of the financial result for 2022;**
- 5. Discharge from responsibility of the members of the Board of Directors for the activity in 2022**
- 6. Adoption of the Report on the activity of the Audit Committee.**
- 7. Selection of a registered auditor to perform a financial audit of the Annual Financial Statements of the company for 2023.**
- 8. Adoption of REPORT OF THE REMUNERATION COMMITTEE ON THE IMPLEMENTATION OF THE REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS IN 2022**

Before starting the discussion of the issues included in the agenda, the Chairman of the General Meeting gave the floor to the present shareholders for speeches, questions and procedural proposals. Such were not made.

After that, the General Meeting of Shareholders proceeded to discuss the issues on the agenda.

Under **item one** of the agenda, the Chairman announced the proposal of the Board of Directors for a decision under item 1 of the Agenda, 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 2022.*

The Chairman then gave the floor to the shareholders on issues and statements under item one of the agenda and on the proposed resolution.

No proposals were made.

The Chairman then put the proposal for the adoption of the above-mentioned decision under **item one** of the Agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" – 0 votes.

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 1 OF THE AGENDA:**

**“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2022.”**

No objections were made to the decision taken under item one of the Agenda.

Under item two of the agenda, the Chairman announced the proposal of the Board of Directors for a decision under item two 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 2022.*

The Chairman gave the floor to the shareholders for issues and statements under item two of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the proposal for the adoption of the above-mentioned decision under item two of the Agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" – 0 votes.

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 2 OF 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 2022.**

No objections were raised to the decision taken under item three of the Agenda.

Under **item three** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item three 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 2022.*

The Chairman gave the floor to the shareholders for issues and statements under item three of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the above-mentioned proposal for a decision on the third item on the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" – 0 votes.

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ARTICLE 3 OF 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 2022.**

No objections were raised to the decision taken under item three of the Agenda.

Under **item four** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item four of the Agenda, included in the invitation announced in the Commercial Register, namely:

*Distribution of profit from 2022:*

- *Realized profit after taxes: BGN 2,130,643.57;*
- *Distribution to the reserve fund (10%): BGN 213,064.36;*
- *Distributed interim dividend for the first six months of 2022 in the amount of BGN 889,135.08;*
- *Remaining profit for distribution for 2022 - BGN 1,028,444.13;*

*The remaining profit for 2022 in the amount of BGN 514,222.07 to be distributed as a cash dividend for 2022.*

*BGN 514,222.06 to remain as retained earnings.*

*BGN 1,446,095.83 from the accumulated undistributed profit for past years to be distributed as a dividend.*

The Chairman gave the floor to the shareholders for issues and statements under item four of the Agenda and on the proposed resolution.

The shareholder Petio Bjankov made a proposal for decision under item 4 of the agenda, namely:

- *Realized profit after taxes: BGN 2,130,643.57;*
- *Distribution to the reserve fund (10%): BGN 213,064.36;*
- *BGN 4 414 121,73 of the remaining profit for distribution for 2022 and the accumulated undistributed profit for past years to be distributed as dividend."*

The Chairman then put the proposal of the Board of directors under item four of the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 700 715 shares, representing 90,42% of the represented physically present in the hall and preliminary correspondence votes;

Number of votes cast "against" - 58 663 votes;

Number of votes cast "abstained" - 4 043 920 votes;

Then the Chairman put the proposal of Mr. Petio Bjankov for decision under item four of the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 58 663 shares, representing 0,14% of the represented physically present in the hall and preliminary correspondence votes;

Number of votes cast "against" - 41 524 123 votes;

Number of votes cast "abstained" - 1 220 512 votes;

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ARTICLE 4 OF THE AGENDA:**

**Distribution of profit from 2022:**

- **Realized profit after taxes: BGN 2,130,643.57;**
- **Distribution to the reserve fund (10%): BGN 213,064.36;**
- **Distributed interim dividend for the first six months of 2022 in the amount of BGN 889,135.08;**
- **Remaining profit for distribution for 2022 - BGN 1,028,444.13;**

**The remaining profit for 2022 in the amount of BGN 514,222.07 to be distributed as a cash dividend for 2022.**

**BGN 514,222.06 to remain as retained earnings.**

**BGN 1,446,095.83 from the accumulated undistributed profit for past years to be distributed as a dividend.**

No objections were raised to the decision taken under item four of the Agenda.

Under **item five** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item five of the Agenda, included in the invitation announced in the Commercial Register, namely:

*The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2022.*

The Chairman gave the floor to the shareholders for issues and statements under item five of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the above-mentioned proposal for a decision under item five of the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented physically present in the hall and preliminary correspondence votes;

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" - 0 votes;

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 5 OF THE AGENDA:**

**The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2022.**

No objections were raised to the decision taken under item five of the Agenda.

Under **item six** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item six 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 gave the floor to the shareholders for issues and statements under item six of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the above-mentioned proposal for a decision on the item six of the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented physically present in the hall and preliminary correspondence votes;

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" - 0 votes;

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 6 OF 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.**

No objections were raised to the decision taken under item six of the Agenda.

Under **item seven** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item seven of the Agenda, included in the invitation announced in the Commercial Register, namely:

*The General Meeting elects as auditor of the company for 2023 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 gave the floor to the shareholders for issues and statements under item seven of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the above-mentioned proposal for a decision under item seven of the agenda to the vote.

**Voting results:**

Total number of votes cast: 42 803 298 votes;

Number of votes cast "for" - 38 789 378 shares, representing 90,62% of the represented physically present in the hall and preliminary correspondence votes;

Number of votes cast "against" - 4 013 920 votes;

Number of votes cast "abstained" - 0 votes;

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 7 OF THE AGENDA:**

**The General Meeting elects as auditor of the company for 2023 Grant Thornton OOD” entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.**

No objections were raised to the decision taken under item seven of the Agenda.

Under **item eight** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under item eight of the Agenda, included in the invitation announced in the Commercial Register, 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 2022.*

The Chairman gave the floor to the shareholders for issues and statements under item eight of the Agenda and on the proposed resolution.

Such were not made.

The Chairman then put the above-mentioned proposal for a decision under item eight of the agenda to the vote.

**Voting results:**



Total number of votes cast: 42 803 298 votes;  
Number of votes cast "for" - 37 916 575 shares, representing 88,58% of the represented physically present in the hall and preliminary correspondence votes;  
Number of votes cast "against" - 4 013 920 votes;  
Number of votes cast "abstained" - 872 803 votes;

As a result of the voting, the General Meeting of Shareholders took the following

**DECISION UNDER ITEM 8 OF 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 2022.

No objections were raised to the decision taken under item eight of the Agenda.

**Due to the exhaustion of the Agenda, the Chairman of the Meeting closed the ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SIRMA GROUP HOLDING JSC at 12:45.**

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

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

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

Counter:.....  
/St. Tanushev/

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