

**INSIDE INFORMATION ABOUT THE FACTS AND CIRCUMSTANCES OCCURRED
IN SIRMA GROUP HOLDING JSC
DURING THE FOURTH QUARTER OF 2023**

1.1. *Change of persons exercising control over the company.*

During the period there is no change of persons exercising control over the company.

1.2. *Opening insolvency proceedings for the company or its subsidiary and all material steps involved in the proceedings.*

During the period under review, no insolvency proceedings were opened for the company.

1.3. *Conclusion or execution of significant transactions.*

During the period under review, there was no conclusion or execution of significant transactions.

1.4. *A decision on the conclusion, termination and cancellation of a joint venture agreement.*

No decision for concluding, termination and cancellation of a joint venture was taken during the period considered.

1.5. *Change of auditors of the company and reasons for the change.*

During the period there was no change of auditors of the company.

1.6. *Formation or termination of a court or arbitration case relating to the debts or claims of the company or its subsidiaries with a claiming price of at least 10 percent of the company's equity.*

No court or arbitration case was opened or terminated during the period under review.

1.7. *Purchase, sale or pledge of shares in companies from the issuer or its subsidiary.*

- Buyback of shares

By decision of the General Meeting of Shareholders of "Sirma Group Holding" JSC from 09.01.2023, on 25.01.2023 "Sirma Group Holding" JSC bought back 1 398 900 of its shares at an average price of BGN 0.71 per share at a total price of BGN 993 219. The shares represent 2.37% of the company's capital. The purchase was made on the Bulgarian Stock Exchange - Sofia AD.

By decision of the General Meeting of Shareholders of "Sirma Group Holding" JSC, dated 09.01.2023, on 27.06.2023 "Sirma Group Holding" JSC bought back 50 000 of its shares at an average price of BGN 0.677638 per share at a total price of BGN 33 881.92. The shares represent 0.0842% of the company's capital. The purchase was made on the Bulgarian Stock Exchange - Sofia AD.

By decision of the General Meeting of Shareholders of "Sirma Group Holding" JSC, dated 09.01.2023, on 28.06.2023 "Sirma Group Holding" JSC bought back 6 000 of its shares at an average price of BGN 0.65 per share at a total price of BGN 3 900. The shares represent 0.01% of the company's capital. The purchase was made on the Bulgarian Stock Exchange - Sofia AD.

By decision of the General Meeting of Shareholders of "Sirma Group Holding" JSC, dated 09.01.2023, on 03.08.2023 „Sirma Group Holding“ JSC bought back 30 661 of its shares at an average price of BGN 0,70 per share, for a total price of BGN 21 462,70. The shares represent 0,05% of the company's capital. The purchase was made on the Bulgarian Stock Exchange - Sofia AD.

By decision of the General Meeting of Shareholders of "Sirma Group Holding" JSC, dated 09.01.2023, "Sirma Group Holding" JSC bought back 210 000 of its shares at an average price of BGN 0.76 per share at a total price of BGN 159 600. The shares represent 0.35% of the company's capital. The purchase was made on the Bulgarian Stock Exchange - Sofia AD and entered in the company's Share register book on 02.10.2023.

- **Sale of shares of "Daticum" AD**

On 20.03.2023 "Sirma Solutions" AD sold 34 529 (thirty-four thousand five hundred and twenty-nine) registered ordinary shares, each with a nominal value of BGN 1 /one/, from the capital of its subsidiary "Daticum" AD, to individual for the amount of BGN 34 529 (thirty-four thousand five hundred and twenty-nine). As a result of the above transaction, "Sirma Solutions" AD now owns 59,09% of the capital of "Daticum" AD.

- ***Finalization of the sale by a subsidiary of a minority stake in "Sirma AI" AD, trading as Ontotext***

On 30.03.2023 all actions regarding the sale of shares from the capital of "Sirma AI" AD, which were owned by the subsidiary company "Sirma Solutions" AD, were finalized, according to the decision of the General Meeting of Shareholders of the majority owner "Sirma Group Holding" JSC, held on 15.02.2023, as follows:

- Subsidiary whose shares are subject to disposal: "Sirma AI" AD;
- Subsidiary company owner of the minority share package: „Sirma Solutions“ AD;
- Size of the minority package subject to disposal: 23.80% of the capital of "Sirma AI" AD;
- Transaction value: EUR 9 460 000;

- Buyers of shares:

<i>Purchaser</i>	<i>Type of Shares</i>	<i>Number of Shares</i>	<i>Purchase Price Distribution (EUR)</i>
<i>European Bank for Reconstruction and Development, an international financial institution having its headquarters at Five Bank Street, London E14 4BG, United Kingdom ("EBRD")</i>	<i>Common</i>	<i>1 179 908</i>	<i>6 960 000</i>
	<i>Class A</i>	<i>226 974</i>	
<i>OTX-Partner Korlatolf Felelossegu Tarsasag, a Hungarian limited liability company with registration number 01-09-410198 and having its registered address at 53 Alkotas utca, MOM Park C epelet V. emelet, 1123 Budapest, Hungary ("PortfoLion")</i>	<i>Common</i>	<i>338 946</i>	<i>2 000 000</i>
	<i>Class A</i>	<i>65 201</i>	
<i>Atanas Kostadinov Kiryakov, Member of the Board of Sirma Group Holding JSC, Bulgaria;</i>	<i>Common</i>	<i>84 905</i>	<i>500 000</i>
	<i>Class A</i>	<i>16 333</i>	
<i>Total:</i>		<i>1 912 267</i>	<i>9 460 000</i>

As a result of the received cash and the transferred shares, the commitments of all parties to the transaction have been completed.

- **Complete purchase of the company "Sciant AD" by "Sirma Group Holding" JSC**

On 03.04.2023 a transaction for the purchase of the remaining shares in the subsidiary of "Sirma Group Holding" JSC - "Sciant" AD was concluded as follows:

- Subsidiary whose shares are subject to redemption: "Sciant" AD;
- Company that buys the shares: "Sirma Group Holding" JSC;
- Size of the minority package object of purchase: 22.20% of the capital of "Sciant" AD distributed in 57 000 shares;
- Sellers of shares: 26 individuals and 1 legal entity.

As a result of the above transaction, "Sirma Group Holding" JSC now owns 100% of the capital of the company "Sciant" AD.

- **Purchase of a company in Canada**

On 03.04.2023 the subsidiary of "Sirma Group Holding" JSC - "EngView Systems Sofia" AD purchased 95% of registered in Canada company Engview Solutions Corp.

- **Registration of a new company in Sweden**

On 26.04.2023 "Sirma Solutions" AD received registration of its new subsidiary with 100% share participation in Stockholm, Sweden. The name of the new company is "Sirma AB". "Sirma AB" will be commercially focused on the markets in the Scandinavian countries, BENELUX and German-speaking Europe. The company will offer the full range of products and services of companies the Group. The head of the company is a local manager, and initially it is expected to have three associates for business development.

- Reduction of capital

On 15.05.2023, the General Meeting of Shareholders decided to reduce the capital of "Sirma Solutions" AD on the basis of Art. 200, item 2, in connection with Art. 187d, of the Commercial Code by canceling a total of 703,589 shares with a nominal value of BGN 10 (ten) each, of which: 15 000 are class A, 62 172 are class B and 626 417 are ordinary, owned by "Sirma Solutions" AD. The shares were acquired by the company through a buy-back from shareholders. The purpose of reducing the capital through the cancellation of the above-mentioned treasury shares is to fulfill the requirements of Art. 187, in connection with Art. 187b of the Criminal Code.

- Change in capital structure

On 23.05.2023, the General Meeting of Shareholders adopted the following change in the capital structure of "Daticum" AD:

1. increases the nominal value of shares from the capital of "Daticum" AD from BGN 1 to BGN 29 per share;
2. reduces the number of shares of the Company's capital from 2,302,049 shares to 79,381 shares while preserving the percentage participation in the capital of each of the shareholders. The number of shares owned by each shareholder decreases in a way that keeps his percentage participation in the capital equal to his percentage participation in the capital before the increase in the nominal value of the shares from BGN 1 to BGN 29;
3. retains the amount of capital of BGN 2 302 049, with the company's capital being divided into 79 381 ordinary registered voting shares with a nominal value of BGN 29 per share.

- Purchase of shares of the company "Sirma ICS" AD by "Sirma Solutions" AD

On 21.06.2023, a transaction was concluded for the purchase from an individual of 9 000 registered class A shares in the subsidiary of "Sirma Solutions" AD - "Sirma ICS" AD. As a result, Sirma Solutions AD now owns 93% of the capital of Sirma ICS AD.

- Reduction of capital

On 29.06.2023, the General Meeting of Shareholders decided to reduce the capital of "SAI" AD on the basis of Art. 200, item 2, in connection with Art. 187d, of the Commercial Code by canceling 2 480 560 shares ordinary shares with a nominal value of BGN 1 (one) each, owned by "SAI" AD. The shares were acquired by the company through a buy-back from shareholders. The purpose of reducing the capital through the cancellation of the above-mentioned treasury shares is to fulfill the requirements of Art. 187, in connection with Art. 187b of the Criminal Code.

- Reduction of capital

On 03.07.2023, the General Meeting of Shareholders decided to reduce the capital of "Daticum" AD, on the basis of Article 200, item 1, by reducing the nominal value of the shares from BGN 29 to BGN 10 for each share of the capital. The purpose of the capital reduction is to free up property (cash) due to no longer needing it, to be paid out to shareholders. After the reduction, the capital of "Daticum" AD will amount to

BGN 793 810, divided into 79 381 shares, each with a nominal value of BGN 10 (ten).

- **Registration of a new company in Israel**

On 05.07.2023 "SAI" AD registered a new subsidiary in Israel. The name of the new company is "SAIFORT". The capital of the new subsidiary is 1 000 Israeli shekels, divided into 10 000 shares. "SAI" AD owns 70% of the capital.

- **Reduction of capital of subsidiary**

On 23.10.2023, in accordance with the decision of the General Meeting of Shareholders, the capital of "Sirma Solutions" was reduced on the basis of Art. 200, item 2, in connection with Art. 187d, of the Commercial Code by canceling 703 589 shares a total of shares with a nominal value of BGN 10 (ten) each, of which: 15 000 are class A, 62 172 are class B and 626 417 are ordinary, owned by "Sirma Solutions" AD. The shares were acquired by the company through a buy-back from shareholders. The capital of the company decreased from 35 370 800 to 28 334 910 BGN. The company became 100% owned by "Sirma Group Holding" JSC.

1.8. Other circumstances that the Company considers may be relevant to investors in taking a decision to acquire, sell or continue to hold publicly available securities:

- **Six-month dividend payment**

At the General Meeting of Shareholders of "Sirma Group Holding" AD held on 09.01.2023, a decision was made regarding the distribution of a six-month dividend in the amount of BGN 889 thousand from the profit for the period 01.01.2022 – 06.30.2022 in amount of BGN 998 thousand.

The dividend will begin to be paid within 60 days of the above-mentioned GMS in accordance with the requirements of the Central Depository.

- **Change of name and Board of Directors of a subsidiary of "Sirma Group Holding" JSC**

On 10.02.2023, "Ontotext" AD - a subsidiary of "Sirma Group Holding" AD, changed its name to "SAI" AD and a new Board of Directors of the company was registered in the TR, composed of:

Tsvetan Georgiev Trenchev

Georgi Parvanov Marinov

Yordan Stoyanov Nedev

- **Held General meeting of "Sciant" AD - a subsidiary of "Sirma Group Holding" JSC**

On 28.02.2023, "Sciant" AD - a subsidiary of "Sirma Group Holding" JSC, held a General Meeting of Shareholders, at which the following more important decisions were made:

- increase of the Company's capital from BGN 250 000 (two hundred and fifty thousand) to BGN 257 000 (two hundred and fifty seven thousand) by issuing 7 000

(seven thousand) ordinary registered voting shares with a nominal value of 1 (one) BGN each;

- part of the Company's net profit for 2022 in the amount of BGN 1 612 500 /one million six hundred and twelve thousand and five hundred/ to be distributed as a dividend to the shareholders, and the rest of the net profit for 2022 in the amount of BGN 1 079.55 /one thousand and seventy nine 0.55/ not to be distributed and to be reflected as retained earnings.

- **Change of name of a subsidiary of "Sciant" EAD**

On 05.04.2023 "ReSolutions" - a subsidiary of "Sciant" EAD in Albania, changed its name to "Sciant Shpk".

- **Full repayment of loans**

On 12.04.2023 "Sirma Group Holding" JSC made a full early repayment of three of its investment bank loans, including principal amounts of 4 356 154 (four million three hundred and fifty-six thousand one hundred and fifty-four) euros. As a result of the above, the company currently has no credit indebtedness under investment loans.

- **Dividend payment**

According to the decision of the General Shareholders' Meeting of Sirma Group Holding JSC dated 15 June 2023, the company proceeds with the distribution of a cash dividend in the gross amount of BGN 0.0339 for 2022.

ISIN: BG1100032140

Total amount of the dividend: BGN 1 960 317.90

Right to receive dividend: According to the decision of the General Meeting of Shareholders, all shareholders of "Sirma Group Holding" JSC as at 29 June 2023 have the right to receive a dividend (14 days after holding the meeting, according to Art. 115c, Para. 3 of the POSA), as they are entered in the Book of Shareholders at the Central Depository AD.

Shares with a right to dividend: 57 843 833 (deducted 1 516 685 bought back shares).

Dividend amount for one share: gross BGN 0.0339 and net for individual shareholders BGN 0.032.

The bank through which the dividend will be paid is Unicredit Bulbank AD:

Start date for dividend payment: 24 July 2023.

End date for dividend payment: 24 January 2024 (six months after the start date).

Taxes: taxes payable for dividends to individual persons will be withheld and remitted by Sirma Group Holding JSC in advance;

Bank commissions: Sirma Group Holding JSC will cover all bank fees for the payment of dividends;

Payment method:

- Shareholders who have open accounts with investment intermediaries will receive their dividend through them, complying with their requirements.

- Shareholders who are not served by an investment intermediary and whose shares are stored in personal accounts in "Register A" at the Central Depository AD, will receive their dividends through the branch network of the commercial bank Unicredit Bulbank AD.

- **Change of name of a subsidiary of "Sirma Group Holding" JSC**

On 21.07.2023, "EngView Systems Sofia" AD - a subsidiary of "Sirma Group Holding" JSC, changed its name to " EngView Systems" AD.

"Sirma Group Holding" JSC informs all interested parties that the interim consolidated financial statements of the Group as at 31 December 2023 have not been verified by a registered auditor.

Date: 28.02.2024

Sofia

Executive director:



Tsvetan Alexiev