

**INVITATION TO THE CONVENING OF AN EXTRAORDINARY
MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF
"SYRMA GROUP HOLDING" JSC**

Unique identification code of the meeting: GSM202402

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The Board of Directors, on the basis of Art. 223 of the Commercial Code and Art. 115 of the Public Offering of Securities Act, convenes an Extraordinary General Meeting of Shareholders of "Sirma Group Holding" JSC, UIC 200101236, on **September 17, 2024** at 11:00 a.m. local time or (UTC+3) at the address - Sofia 1784, "Tsarigradsko shose" Blvd., No. 135, at the headquarters of "Sirma Group Holding" JSC, floor 2, Training Hall, with the following agenda and proposals for decisions:

1. Making the decision to transform by merging "SIRMA CI" EAD with UIC 205364846, "SIRMA INSURTECH" EAD with UIC 205982173, "SIRMA SOLUTIONS" EAD with UIC 040529004, "SIRMA BUSINESS CONSULTING" EAD with UIC 175445129, "SCIANT" EAD with UIC 203943638 and "HRM SOLUTIONS" EAD with UIC 206096810, into "SIRMA GROUP HOLDING" JSC.

Proposal for decision under item 1:

"The GSM transforms by merging "SIRMA CI" EAD with UIC 205364846, "SIRMA INSURTECH" EAD with UIC 205982173, "SIRMA SOLUTIONS" EAD with UIC 040529004, "SIRMA BUSINESS CONSULTING" EAD with UIC 175445129, "SCIANT" EAD with UIC 203943638 and "HRM SOLUTIONS" EAD with UIC 206096810, into "SIRMA GROUP HOLDING" JSC. As a result of the merger all of the property of "SIRMA CI" EAD, "SIRMA INSURTECH" EAD, "SIRMA SOLUTIONS" EAD, "SIRMA BUSINESS CONSULTING" EAD, "SCIANT" EAD and "HRM SOLUTIONS" EAD will be transferred to "SIRMA GROUP HOLDING" JSC under the conditions of general succession."

2. Approval of the Agreement for transformation by merger of "SIRMA CI" EAD with UIC 205364846, "SIRMA INSURTECH" EAD with UIC 205982173, "SIRMA SOLUTIONS" EAD with UIC 040529004, "SIRMA BUSINESS CONSULTING" EAD with UIC 175445129, "SCIANT" EAD with UIC 203943638 and "HRM SOLUTIONS" EAD with UIC 206096810 in "SIRMA GROUP HOLDING" JSC, concluded on June 14, 2024 ("Transformation Agreement").

Proposal for decision under item 2:

"The GSM approves the Agreement for transformation by merger of "SIRMA CI" EAD with UIC 205364846, "SIRMA INSURTECH" EAD with UIC 205982173, "SIRMA SOLUTIONS" EAD with UIC 040529004, "SIRMA BUSINESS CONSULTING" EAD with UIC 175445129, "SCIANT" EAD with UIC 203943638 and "HRM SOLUTIONS" EAD with UIC 206096810 in "SIRMA GROUP HOLDING" JSC, concluded on June 14, 2024 ("Transformation Agreement")."

3. Adoption of changes in the Remuneration Policy for the members of the Board of Directors of "SIRMA GROUP HOLDING" JSC.

Proposal for decision under item 3:

"The GMS accepts the following changes in the Remuneration Policy for the members of the Board of Directors of "SIRMA GROUP HOLDING" JSC:

1. Paragraphs 3 and 4 of Art. 7 are deleted.
2. The text of Article 8 acquires the following wording:

"Art. 8. (1) The payment of the variable remuneration is carried out in accordance with objective and measurable criteria for achieved results and non-financial indicators, which aim to promote the stability of the company in the long term and are relevant for the long-term activity of the company.

(2) The criteria for payment of the short-term variable remuneration are:

2.1. Specific financial criteria applicable as alternative conditions (implementation of one or several of them)

- Achieving growth of the consolidated revenue and consolidated profit of the group compared to the previous financial year.;
- Decision of the general meeting of shareholders to distribute a dividend;
- Achieved a positive net consolidated financial result

2.2. General criteria:

- Implementation of technological renewal and product development;
- Profit and development of the company;
- Implementation of high standards of corporate governance;
- Integration of corporate social responsibility in the daily management practice of the company;
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Adequacy of the company's administrative, organizational and reporting structures and ensuring maximum efficiency of the company's activities;
- Compliance with applicable rules and procedures;
- Encouraging cooperation with stakeholders;
- Compliance with obligations - work in the interest of the company and loyalty;
- Adherence to good trader due diligence.

(3) The criteria for the payment of the long-term variable remuneration are:

3.1. Specific financial criteria applicable as alternative conditions (implementation of one or several of them)

- Achieving growth compared to the previous year of the company's market capitalization calculated on the basis of the average market price per share for a reference period of two months, including the last month of the relevant financial year and the first month of the following one compared to the average market price per share calculated for the reference period of two

months, including the last month of the previous financial year and the first month of the current one;

- Achieving growth of the consolidated revenue compared to the previous financial year;
- Achieving consolidated revenue growth greater than the target growth of 10% (ten percent) compared to the previous financial year.;
- Achieving consolidated net profit growth greater than the target growth of 8% (eight percent) compared to the previous financial year;
- Achieving growth of the consolidated profit.

3.2. General criteria

- Implementation of technological renewal and product development;
- Profit and development of the company;
- Implementation of high standards of corporate governance;
- Integration of corporate social responsibility in the daily management practice of the company;
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Adequacy of the company's administrative, organizational and reporting structures and ensuring maximum efficiency of the company's activities;
- Compliance with applicable rules and procedures;
- Encouraging cooperation with stakeholders;
- Compliance with obligations - work in the interest of the company and loyalty;
- Adherence to good trader due diligence.

3. The text of Art. 13a is substituted with the following text:

"Art. 13a Short-term variable remuneration is paid in cash and consists of the following components:

(1) Upon a decision of the general meeting of shareholders to distribute a dividend, a percentage of the total amount of the distributed dividend, as follows:

1.1. The CEO receives a short-term variable remuneration of 1% (one percent) of the total amount of the distributed dividend;

1.2. the non-executive members of the Board of Directors receive a short-term variable remuneration in the amount of 0.25% (zero point twenty-five percent) of the total amount of the distributed dividend.

(2) In case of positive consolidated profit and achieved growth of the consolidated revenue compared to the previous year, as follows:

2.1. the members of the Board of Directors receive a short-term variable remuneration in the amount of twice their permanent monthly remuneration.

(3) The executive director receives a short-term variable remuneration in the amount of 1% (one percent), and the non-executive members of the Board of Directors in the amount of 0.2% (zero point two percent) of the net consolidated profit.

(4) The chairman of the board of directors receives a short-term variable remuneration, in the amount of 1.5 (one point five) times the short-term remuneration of a non-executive member of the board of directors."

4. A new Article 13b is created with the following text:

"Art. 13b. Long-term variable remuneration is paid in the form of shares/or options from the company's capital and consists of the following components:

(1) The executive director receives a long-term variable remuneration in the amount of 1% (one percent), and the non-executive members of the Board of Directors in the amount of 0.4% (zero point four percent) of the amount of growth compared to the previous year of the company's market capitalization. The market capitalization growth is calculated on the basis of the average market price per share for a reference period of two months, including the last month of the relevant financial year and the first month of the following, compared to the average market price per share calculated for a reference period of two months, including the last month of the previous financial year and the first month of the current one,

(2) The Executive Director receives a long-term variable remuneration in the amount of 0.5% (zero point five percent), and the members of the Board of Directors in the amount of 0.2% (zero point two percent), of the amount of growth compared to the previous year of consolidated revenue when this growth does not exceed the target growth of 10% (ten percent). When the amount of growth exceeds the target growth, in addition to the remuneration specified in the previous sentence, the Executive Director receives a long-term variable remuneration in the amount of 2% (two percent) and the non-executive members of the Board of Directors in the amount of 0.3% (zero point three percent) of the amount above 10% (ten percent) of the growth compared to the previous year of the consolidated revenue.

(3) The Executive Director receives a long-term variable remuneration in the amount of 3% (three percent), and the non-executive members of the Board of Directors in the amount of 0.4% (zero point four percent), of the amount of growth compared to the previous year of the consolidated net profit, when this amount is greater than the target growth of 8% (eight percent),

(4) The chairman of the board of directors receives a long-term variable remuneration in the amount of 1.5 (one point five) times the long-term remuneration of a non-executive member of the board of directors."

5. A new Article13c is being created with the following text:

"Art. 13c. (1) In case the members of the board of directors receive variable remuneration, in order to achieve stable financial results, the payment of 40% (forty percent) of the variable remuneration will be deferred over a period of 3 (three) years, with the deferred part of the variable remuneration paid on a pro rata or incremental basis each year during the vesting period.

(2) In the event of accrual of the variable remuneration, the same may not be paid if the set criteria are not fulfilled and/or in case of financial difficulties of the public company.

(3) Paid variable remuneration is subject to return when, within the term under para. 1 it was established that the following circumstances were present:

1. The results achieved do not contribute to the achievement of the Company's business goals and

2. The results achieved do not contribute to the achievement of the long-term interests of the Company and

3. The achieved results are not sustainable and do not contribute to the sustainable development of the public company.

6. A new Article 13d is created with the following text:

"Art. 13d (1) When variable remuneration is provided in the form of shares, the transfer of the shares to the ownership of the members of the Board of Directors shall be carried out no earlier than three years after the date of decision on their provision. Stock options and all other rights to acquire shares or to receive remuneration based on changes in share prices are not exercisable for at least three years after their grant.

(2) The remuneration of the members of the Board of Directors who are not executive members may not include stock options.

(3) The decision to provide the members of the Board of Directors with remuneration in the form of shares of the company, options on shares or other rights to acquire shares or remuneration based on changes in the price of the shares of the company must be approved in advance by the general meeting of shareholders. The approval of the general meeting must be for the specific share-based remuneration scheme that the company will provide to the members of the Board of Directors, without the need for approval of the remuneration of each member of the Board.

(4) Approval is required for the following:

1. provision of remuneration in shares of the company, including options on shares;

2. the determination of the maximum number of shares subject to such rewards and the procedure for their provision;

3. the period in which the options can be exercised;

4. the conditions for any subsequent change in the option exercise price, if such a change is possible and permissible;

5. other long-term forms of incentives that are acceptable to the members of the Board of Directors and are not applied under similar conditions to the other employees of the company;

6. the period for acquiring the rights and, when applicable, the conditions for keeping the shares after their acquisition.

(5) The general meeting of shareholders must determine the period in which the members of the company's Board of Directors can be granted remuneration in shares.

(6) Any significant change in the terms and conditions of the share-based remuneration scheme must be approved in advance by a decision of the company's general meeting of shareholders, which is provided with information about all the conditions of the proposed change, including the effect of it.

7. In Article 14, a new paragraph 2 is added with the following text:

"(2) The maximum permissible total amount of short-term variable remuneration of the members of the Board of Directors may not exceed 1% of the amount of consolidated revenue for the relevant year, and of the long-term variable remuneration may not exceed 1% of the amount of the registered capital of the company at the end of the relevant year. When the sum of the individual components of the remuneration of the members of the Board of Directors exceeds the above-mentioned limits, the amount of the components shall be adjusted proportionally.

8. Article 18 is deleted. Subsequent articles are renumbered accordingly."

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 (September 3, 2024), 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.

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 September 2, 2024). 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 (September 17, 2024), 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 – September 16, 2024.

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