

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

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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 **January 10, 2025** at 11:00 a.m. local time or (UTC+2) 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. Adoption of a decision, on the basis of Article 114, paragraph 1, item 6 of the Public Offering of Securities Act in connection with Article 15 of the Commercial Code, for the acquisition of a separate part of a commercial enterprise.**

Proposal for decision under item 1:

"Sirma Group Holding" JSC, on the basis of Art. 15 of the Commercial Code, to purchase a separate part of the commercial enterprise with the company "Duo Soft" EOOD, UIC 130235197, with the name "Software developments in the field of academic recognition" as an independent set of rights, obligations and factual relationships created during the implementation of its previous commercial activity according to the accounting balance sheet at the time of the transfer of the separate part, for the price of 287,000 (two hundred eighty-seven thousand) leva, by concluding with "Duo Soft" EOOD a Contract for the sale of a separate part of the commercial enterprise of "Duo Soft" EOOD in the form provided by law.

- 2. Election of a registered auditor of sustainability.**

Proposal for decision under item 2:

"The General Meeting of Shareholders, pursuant to Art. 48, para. 3 of the Financial Audit and Sustainability Assurance Act, elects as auditor to perform a mandatory engagement for assurance on sustainability of "Sirma Group Holding" JSC for 2024 Grant Thornton OOD" entered under number 032 in the public register of audit firms with the Institute of Certified Public Accountants in Bulgaria.

3. Adoption of changes made to the Articles of Association of “Sirma Group Holding” JSC.

Proposal for decision under item 3:

"The General Meeting of Shareholders adopts the following amendments to the Articles of Association:

1. The text of paragraph 1 of Article 46 shall be amended as follows: "(1) Every year by the end of February, the Board of Directors shall prepare an annual financial statement and an annual activity report for the past calendar year, which shall also include a separate, clearly distinguishable section with information regarding sustainability issues (sustainability report), in accordance with the requirements of the Accountancy Act, and shall present them to the registered auditors elected by the General Meeting of Shareholders.
2. The text of paragraph 1 of Article 49 shall be amended as follows: "(1) The activity report shall describe the course of the Company's activities and the status of the Company and shall explain the annual accounting report, together with a description of the main risks and uncertainties it faces. The activity report shall also include a sustainability report. Both reports are in accordance with the requirements of Section VII of the Accountancy Act."
3. The text of para. 1 of art. 50 acquires the following wording: “The annual financial statement and the sustainability report are audited by registered auditors. Without an independent financial audit and an engagement to express assurance on sustainability by registered auditors, it cannot be adopted by the General Meeting of Shareholders.”
4. The text of art. 51 is replaced by the following text:

“APPOINTMENT OF REGISTERED AUDITORS

Art. 51. (1) The General Meeting of Shareholders shall elect registered auditors for:

1. independent financial audit of the annual financial statement.
2. engagement to express assurance on sustainability in accordance with the requirements of the Independent Financial Audit Act.
5. The text of para. 1 of art. 52 acquires the following wording: "(1) After receipt of the report of the registered auditors, the Board of Directors shall present to the General Meeting the financial statement, the activity report, the sustainability report, the auditor's report and the expressed assurance on sustainability, as well as a proposal for the distribution of profit."

4. Adoption of a new Statute of the Audit Committee.

Proposal for decision under item 4:

"The General Meeting of Shareholders, in connection with the amendments to the legislation regarding the preparation and auditing of a sustainability report, adopts a new statute of the Audit Committee with the following content:

**STATUTE
OF THE AUDIT COMMITTEE
OF SIRMA GROUP HOLDING JSC**

I. General

The current Statute of the Audit Committee was prepared in pursuance of Art. 107, para. 7 of the Independent Financial Audit Act and Sustainability Assurance Act (IFSAA) and determines the functions, rights and obligations of the Audit Committee in relation to the financial audit and sustainability assurance, internal control, as well as its relations with the management bodies of Sirma Group Holding AD (the "Company"). Defining the functions of an effectively functioning Audit Committee will minimize financial and operational risks and compliance risks and enhance the quality of financial reporting and sustainability assurance.

II. Composition, structure and rules for the functioning of the Audit Committee

1. The Audit Committee shall be composed of three members.
2. The members of the Audit Committee are elected by the General Meeting of Shareholders on a proposal of the Board of Directors of the Company.
3. The members of the Audit Committee are elected by the General Meeting of Shareholders for a term of three years.
4. Members of the Board of Directors may be elected as members of the Audit Committee if they are not its executive members.
5. Members of the Audit Committee shall be persons who hold a Master's degree, knowledge in the field in which the Company operates, and at least one of whose members shall have at least 5 years of professional experience in the field of accounting or auditing.
6. The majority of the members of the Audit Committee should be external to and independent of the Company. An independent member of the Audit Committee may not be:
 - a member of the Board of Directors, executive director or employee of the Company;
 - a person in permanent commercial relations with the Company;
 - a member of a Management or Supervisory Body, procurator or employee of a person who has permanent business relations with the Company;
 - a related person with another member of the management or controlling body of the Company, or with a member of the Audit Committee of the Company.
7. The lack of circumstances under point 6 shall be established by a written declaration submitted before the election to the General Assembly by each nominated person for member of the Audit Committee. If one or more circumstances arise after the election, the respective member of the Audit Committee shall immediately notify the Board of Directors in writing and

terminate the performance of his / her functions by electing a new member in his place at the next General Meeting,

8. The Chairman of the Audit Committee shall be elected by its members. The Chairman must also meet the requirements of point 6.

9. Meetings of the Audit Committee shall be convened by the Chairman or at the suggestion of any of the members of the Board of Directors. The Chairman of the Audit Committee has no right to refuse to convene a meeting.

10. The meetings and proceedings of the Audit Committee shall be conducted by the Chairperson elected at the first meeting.

11. The meeting shall be regular if all members of the Committee are present, except in the cases referred to in point 15.

12. The members of the Company's management boards, preparers of financial statements and the registered auditor of Sirma Group Holding JSC for the respective year may attend the meetings without the right to vote.

13. Decisions of the Audit Committee shall be taken by a simple majority.

14. If the number of the members of the Audit Committee should fall below three members, and an even number of votes occurs, in the event of decision making, the Chairman's opinion shall have priority.

15. The Audit Committee may also take non-attendance decisions, provided that all members have given their written consent for the decision and have signed the Protocol.

16. A record is kept for each Audit Committee meeting, which reflects the agenda, the decisions taken and the way of voting of the members. Protocols shall be signed by all members present at the meeting. The term for storage of the protocols is five years.

III. Functions, rights and responsibilities of the Audit Committee in relation to financial audit and sustainability assurance

17. The Audit Committee:

- informs the management bodies of the Company of the results of the statutory audit and explains how the statutory audit and sustainability assurance has contributed to the reliability of financial reporting and the role of the Audit Committee in this process;
- monitors the financial reporting process and sustainability reporting, and presents recommendations and suggestions to ensure the credibility of the reports prepared and issued;
- monitors the effectiveness of the internal control system, the risk management system and in relation to financial reporting and sustainability reporting in the Company;
- monitors the performance of the statutory audit of the annual financial statements and the statutory sustainability assurance engagement;
- verifies and monitors the independence of the registered auditors in accordance with the requirements of Chapters Six and Seven of the IFSAA, as well as with Article 6 of Regulation (EC) No. 537/2014, including the appropriateness of providing services outside the audit of the Company under Article 5 of the same regulation;
- is responsible for the procedure for selecting the registered auditor and recommends the appointment, except in cases where the Company has a committee for conducting an auditor

selection procedure; where the Company has a committee for conducting a selection procedure, the Audit Committee monitors its work and, based on its work, proposes to the General Meeting of Shareholders the assignment of the audit engagement in accordance with the requirements of Article 16 of Regulation (EC) No. 537/2014;

- notifies, through its chairman, the Commission for Public Oversight of Registered Auditors, as well as the management or control bodies of the Company, of each approval granted under Art. 64, para. 3 and Art. 66, para. 3 of the Law on Public Oversight of Registered Auditors within 7 days from the date of the decision;
- reports on its activities to the General Meeting of Shareholders;
- prepares and submits, through its chairman, an annual report on its activities to the Commission for Public Oversight of Registered Auditors by 31 May of the respective year.

18. The Audit Committee shall have the right to obtain sufficient resources from the Board of Directors of the Company for the effective performance of its duties.

19. The Audit Committee shall be entitled to receive assistance from the members of the Board of Directors and the employees of the Company in the performance of its activities.

20. In order to fulfill its rights and obligations described in this Statute, the Audit Committee may require Sirma Group Holding JSC to receive financial information by the 25th of each month following the reporting month. The information must be understandable and reliable and reflect the Company's particularities of its activities.

21. The Committee shall adopt an additional report from the registered auditor of the Company in accordance with Art. 60 of the Independent Financial Audit Act.

22. The Audit Committee monitors the financial reporting and sustainability assurance processes in the Company.

23. In exercising its rights and responsibilities related to internal control and auditing of the Company, the Audit Committee may address the Board of Directors with proposals and recommendations regarding:

- availability and sufficiency of risk management measures;
- the need to create new measures for new critical risks;
- the need to change the risk management measures when the measures taken have been insufficient;
- the need to reduce risk management measures when they are unnecessary;
- the need to set deadlines and responsibilities for the implementation of the above activities.

IV. Relations of the Audit Committee with the Management Bodies of the Company

24. In exercising its rights and responsibilities, the Audit Committee shall:

- inform the management of the Company of the results of the statutory audit and explain how the statutory audit has contributed to the reliability of the financial reporting and the role of the Audit Committee in the process;
- present recommendations and suggestions to the Board of Directors if necessary;

- monitor the effectiveness of the internal control system, of the risk management system in the Company and interact with the management bodies with regard to the optimization of the control system;
- verify and control the independence of the registered auditor by monitoring, including the appropriateness of providing services outside the Company's audit, and in the event of such services, report to the Commission for Public Oversight of Registered Auditors.

The present Statute of the Audit Committee has been adopted on the meeting of the Audit Committee on 25.11.2024.“

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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 (December 27, 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+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 December 26, 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 (January 10, 2025), 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 – January 9, 2025.

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