

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

Today, January 10, 2025, 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 December 03, 2024.

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

Georgi Jurukov

Then a vote was taken.

**Voting results:**

Total number of votes cast: *1 168 043* votes;

Number of votes cast "for" - *1 168 043* 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

Georgi Jurukov

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 35 150 970 shares, constituting 59,22% 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 December 27, 2024 (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. Tsvetan Aleksiev, Mr Georgi Marinov 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 Extraordinary 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, Georgi Jurukov 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: *1 168 043* votes;

Number of votes cast "for" - *1 168 043* 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, 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, Georgi Jurukov 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 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.**
- 2. Election of a registered auditor of sustainability.**
- 3. Adoption of changes made to the Articles of Association of “Sirma Group Holding” JSC.**
- 4. Adoption of a new Statute of the Audit Committee.**

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:

"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."

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: 35 150 970 votes;

Number of votes cast "for" - 35 150 970 shares, representing 100% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" – 0 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:**

**"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."**

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 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."

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: 35 150 970 votes;

Number of votes cast "for" - 35 150 970 shares, representing 100% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" – 0 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 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.**

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 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."

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: 35 150 970 votes;  
 Number of votes cast "for" - 35 150 970 shares, representing 100% of the represented votes (physically present as well as pre-registered votes);  
 Number of votes cast "against" – 0 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 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.

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 1 of the Agenda, included in the invitation announced in the Commercial Register, namely:

"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.“

The Chairman then gave the floor to the shareholders on issues and statements under item four 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: 35 150 970 votes;

Number of votes cast "for" - 35 150 970 shares, representing 100% of the represented votes (physically present as well as pre-registered votes);

Number of votes cast "against" – 0 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 4 OF THE AGENDA:**

**"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.“**

No objections were raised to the decision taken under item three 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 12:05.**

Chairman:..signed  
/Ts. Alexiev/

Secretary signed  
/G. Marinov/

Counter: signed  
/St. Alexieva/

Counter signed  
St. Tanushev/

Counter signed  
/G. Jurukov/