

# **INVITATION TO THE CONVENING OF A MEETING OF THE GENERAL MEETING OF SHAREHOLDERS OF "SYRMA GROUP HOLDING" JSC**

**Unique identification code of the meeting: GSM202502**

**ISIN issue code: BG1100032140**

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 **June 3, 2025** 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. Approval of the Annual Report for the activity of the company in 2024**

Draft resolution for point 1:

" The General shareholders' meeting approves the Annual Report for the activity of the company in 2024."

**2. Approval of the Annual Individual Financial Statement of the company for 2024.**

Draft resolution for point 2:

"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 2024."

**3. Approval of the Annual Consolidated Financial Statement of the company for the financial 2024.**

Draft resolution for point 3:

"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 2024."

**4. Approval of the decision for distribution of the financial results for 2024;**

Draft resolution for point 4:

"Distribution of profit from 2024:

- Realized profit after taxes: BGN 3,256,809.85;
- Distribution to the reserve fund (10%): BGN 325,680.99;
- Remaining profit for distribution for 2024 - BGN 2,931,128.86;

The Company shall distribute a dividend in the amount of BGN 0.02 per share. The General Meeting authorizes the Board of Directors to take all legal and factual actions regarding the payment of the dividend to the shareholders, including, but not limited to, the selection of a commercial bank, the determination of the starting and final date for the payment of the dividend.

The remainder of the amount after distribution of dividend remains as retained earnings.

**5. Release from responsibility of the members of the Board of directors for the activity during 2024.**

Draft for resolution under point 5:

„The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2024.“

**6. Approval of the Report for the activity of the Audit Committee.**

Draft for resolution under point 6:

„The General Meeting, based on art.108, par.1, point 8 from the Law for Independent Financial Audit and Sustainability Assurance, approves the Report for the activity of the Audit Committee of the company.“

**7. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2025.**

Draft for resolution under point 7:

„The General Meeting elects as auditor of the company for 2025 Grant Thornton OOD entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.“

**8. Election of a certified auditor of sustainability for 2025.**

Draft for resolution under point 7:

„The General Meeting, based on Art.48, par.3 of LIFOSA elects as auditor for making a mandatory commitment to sustainability assurance of “Sirma Group Holding” JSC for 2025 Grant Thornton OOD entered under number 032 in the Public register of audit firms at the Institute of certified public accountants in Bulgaria.“

**9. Approval of the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2024.**

Draft for resolution under point 9:

„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 2024.“

**10. Adoption of a decision for determination of the maximum allowable amount of permanent remuneration for the members of the Board of Directors.**

Draft for resolution under point 10:

„The General Meeting of Shareholders determines the following maximum allowable amounts of permanent remuneration:

- for an executive member of the Board of Directors
  - the gross monthly remuneration may not exceed the amount of BGN 30,000;
- for a non-executive member of the Board of Directors:
  - the gross basic monthly remuneration may not exceed the amount of BGN 4,000.“

**11. Adoption of a decision to pay short-term variable remuneration to the members of the Board of Directors.**

Draft for resolution under point 11:

„The members of the Board of Directors, on the basis of Article 13a of the Remuneration Policy for the members of the Board of Directors, shall be paid short-term variable remuneration for 2024, as follows:

1.1. To the Executive Director in the amount of BGN 64,679.

1.2. To the Chairman of the Board of Directors in the amount of BGN 14,335.

1.3. To the members of the Board of Directors Chavdar Dimitrov, Atanas Kiryakov, Yavor Lyudmilov Dzhonev, Martin Veselinov Paev; Veselin Anchev Kirov; Peyo Vassilev Popov in the amount of BGN 9,556 each.

The payment of the Remuneration shall be made in accordance with the Remuneration Policy for the members of the Board - the payment of 40% of the variable remuneration shall be deferred for a period of 3 years, and the installment portion is paid proportionally .”

**12. Adoption of a resolution for approval a Scheme for the provision of long-term variable remuneration for 2024 in the form of shares. Approval of the amount of remuneration in shares for each member of the Board of Directors for the reporting period 2024.**

Draft for resolution under point 12:

„12.1. The General Meeting approves a Scheme for the provision of long-term variable remuneration for 2024 in the form of shares, as follows:

This scheme determines the terms and conditions for the provision of remuneration based on shares of “Sirma Group Holding” JSC (the “Company”) to the members of the Board of Directors (the “Scheme”) for 2024. This Scheme has been prepared in accordance with the Remuneration Policy and is subject to a vote by the General Meeting of Shareholders. When preparing the Scheme, the rules and basic principles of the Remuneration Policy, as well as the long-term business development plans of the Group of “Sirma Group Holding” JSC, have been fully taken into account. This Remuneration Scheme establishes the criteria for assessing the performance of the members of the Board of Directors on an annual basis for the calendar year 2024, on the basis of which the provision and amount of remuneration in shares has been determined. Wherever in this Scheme, where remuneration in shares / provision of shares is indicated, it should be understood as transfer of ownership rights according to the specific method of their provision - transfer of the Company's own shares or purchase of shares (including buyback).

12.2 Maximum number of shares subject to remuneration The maximum number of shares of the Company's capital to be provided as remuneration to the members of the Board of Directors is 496,982 shares in total, which as of the date of approval of this Scheme do not exceed the maximum permissible amount of 1% of the registered capital of the Company. The shares are provided depending on the fulfillment of the criteria for the achieved results in items 12.4.1 and 12.4.2.

12.3. Procedure for the provision of remuneration in shares The remuneration in shares is provided by a Decision of the General Meeting of Shareholders upon a proposal of the Board of Directors within the maximum amount. The shares subject to the remuneration will be provided to the members of the Board of Directors of the Company, namely:

- Tsvetan Borisov Aleksiev – Executive Director
- Georgi Parvanov Marinov – Chairman
- Chavdar Velizarov Dimitrov – member of the Board of Directors;
- Atanas Kostadinov Kiryakov – member of the Board of Directors;
- Martin Veselinov Paev – member of the Board of Directors;
- Veselin Anchev Kirov – member of the Board of Directors;
- Peyo Vassilev Popov – member of the Board of Directors

- Yavor Lyudmilov Dzhonev – member of the Board of Directors

The specific number of shares granted depends on the degree of realization of the set financial and non-financial criteria.

#### 12.4. Conditions for granting remuneration in shares.

For granting remuneration in shares for 2024, the following criteria for achieved results, set out in the Remuneration Policy for the members of the Board of Directors, have been met:

##### 12.4.1. Financial criteria –

- Achieving growth compared to the previous year in 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, 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;
- Achieving growth in consolidated revenues greater than the target growth of 10% (ten percent) compared to the previous financial year.;

##### 12.4.2. Non-financial criteria include

- Implementation of technological innovation and product development;
- Imposing high standards of corporate governance;
- Integration of corporate social responsibility into the daily management practice of the company;
- Stable and sustainable development of the company in economic, social and environmental aspects;
- Drafting and disclosure of the consolidated non-financial declaration for 2023;
- Adequacy of the administrative, organizational and reporting structures of the company and ensuring maximum efficiency of the company's activities;

12.4.3. The conditions for the implementation of the Scheme are determined in view of the Group's development strategy and are different for the members of the Board of Directors, taking into account their functions, their interrelationship and the overall result achieved on their basis for the Company and the companies of its Group;

12.4.4. The fulfillment of the conditions for the provision of remuneration in shares is reported by the Board of Directors and approved by the General Meeting of Shareholders.

12.5. Provision of remuneration in shares. The transfer of shares to the ownership of the members of the Board of Directors shall be carried out not earlier than three years after the date of the decision of the General Meeting of Shareholders to provide them. In fact, the shares shall be provided to the members of the Board of Directors by transfer of ownership depending on the method of their provision approved by the General Meeting of Shareholders - transfer of the Company's own shares or purchase of shares (including buyback) issuance of new shares through a capital increase.

12.6. Conditions for retaining the shares after their acquisition No conditions for retaining the shares after their acquisition are set and applied.

12.7. Term for granting the remuneration based on shares. After considering the achieved results, the General Meeting of Shareholders shall approve the fulfillment of the criteria under this Scheme for 2024 and make a decision on the provision of the specific remuneration in shares within the framework of the annual General Meeting of Shareholders. The actual delivery of the shares takes place within the legally established deadlines.”

**13. Approval of the amount of remuneration in shares for members of the Board of Directors for the reporting period 2024.**

Draft for resolution under point 13:

"The General Meeting of Shareholders, based on the Share-Based Remuneration Scheme and after assessing the fulfillment of the criteria set forth therein and in the Remuneration Policy for the members of the Board of Directors, pursuant to Art.13d, para.3 of the Policy, approves the amount of the remuneration in shares for each member of the Board of Directors for the reporting period 2024, in accordance with the Share-Based Remuneration Scheme approved by the General Meeting, as follows:

<b>Position on the Board of Directors</b>	<b>Name</b>	<b>Number of shares</b>
Chairman of the BD	Georgi Parvanov Marinov	63991
Executive Director	Tsvetan Borisov Alexiev	177025
Member of the BD	Veselin Anchev Kirov	42661
Member of the BD	Peio Popov	42661
Member of the BD	Atanas Kostadinov Kiryakov	42661
Member of the BD	Yavor Ludmilov Djonev	42661
Member of the BD	Chavdar Velizarov Dimitrov	42661
Member of the BD	Martin Veselinov Paev	<u>42661</u>
<b>Total:</b>		496982

**14. Extension of the mandate of the Audit Committee.**

#### Draft resolution:

“The General Meeting of Shareholders extends the mandate of the Audit Committee composed of: Angel Petrov Kraychev, Vesselin Anchev Kirov and Alexander Todorov Kolev for 3 (three) years and at the current remuneration.”

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 (May 20, 2025), 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 May 19, 2025). 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 (June 03, 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](mailto: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](mailto: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](mailto: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 – June 02, 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