

INVESTMENT  
AND RISK  
COMMITTEE

TO THE BOARD OF DIRECTORS  
OF SIRMA GROUP HOLDING

## **Investment and Risk Committee**

### **General**

The Investment Committee is responsible for defining and executing the investment policy of Sirma Group Holding.

### **Composition**

The Board of Directors of Sirma Group Holding should elect at least three members of the Investment Committee. The majority of the members of the Committee should also be members of the Board of Directors. It is advisable that non-Board members are also appointed. All members of the Committee should be professionals with proven business and investment acumen.

### **Function**

The Committee gathers whenever an investment need / opportunity has arisen or an investment proposal has been filed with Sirma Group Holding.

One of the members of the Committee (must also be a member of the Board of Directors) should be internally appointed to prepare and keep the meeting minutes of the meetings at which decisions have been taken.

Each and every investment made should be supervised by one or more of the Committee members. The latter should immediately report to the Committee any extraordinary events with the investment. A status report of the investment should be provided to the Committee no less than once a month.

In the pursuit of its goals the Committee may use the professional help of outside consultants.

The decisions taken at the Committee should be approved by the Board of Directors.

### **Responsibilities**

1. Analyze and decide upon proposals to invest (share capital or loan) in Sirma Group Holding's daughter companies.

2. Analyze and decide upon proposals to invest into proprietary startups.
3. Structure, source, analyses and execute the whole M&A activity of Sirma Group Holding and its daughter companies.
4. Serve on the Boards of the new investees as mentors and supervisors.

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