

REMUNERATION POLICY

FOR THE MEMBERS OF
THE BOARD OF DIRECTORS

“Sirma Group Holding” JSC

Contents

I. GENERAL PROVISIONS	1
II. MAIN PRINCIPLES, KINDS OF REMUNERATION, CRITERIA, AND INDICATORS	2
III. FIXED REMUNERATION.....	4
IV. VARIABLE REMUNERATION.....	4
V. GUARANTIES.....	7
VI. REQUIREMENTS FOR THE MANAGEMENT CONTRACTS CONCLUDED WITH THE MEMBERS OF THE BOARD OF DIRECTORS.....	8
VII. DISCLOSURE	9
VIII. ADDITIONAL PROVISIONS	9

I. GENERAL PROVISIONS

Art. 1. (1) The present Remuneration Policy of „Sirma Group Holding“ JSC (The Policy) has been drafted in accordance with Ordinance № 48 from 20.03.2013 of the Financial Supervision Commission (FSC) governing the requirements for remuneration, published in the SG Issue 32 from 02.04.2013 with its final revision from 03.08.2021, as well as the Public Offering of Securities Act (POSA), and aims to provide clear and objective principals and requirements for determining the remuneration of the members of the Board of Directors of „Sirma Group Holding“ JSC.

Art. 2. (1) The Remuneration Policy is drafted by the Board of Directors of „Sirma Group Holding“ JSC with the active participation of its independent members, functionally independent competent experts from the Company, as well as external consultants if deemed necessary, which aim to provide an independent evaluation of the expediency of the Policy. It is subject to regular review by the Board of Directors of the company at least once per year and a review by the General Meeting of Shareholders at least every 4 years.

(2) The proposals for the adoption of the Policy as well as subsequent changes therein are included as a separate item on the agenda of the Regular Annual General Meeting of the public company, as published in the invitation as per art. 115, paragraph 2 of the POSA and are validated by the General Meeting of Shareholders.

Art. 3. (1) „Sirma Group Holding“ JSC discloses to its shareholders the way in which the Remuneration Policy is enacted in a Report, which is an independent document adjoined to the Annual Financial Statement of the Company.

(2) The Report under paragraph 1 should include the mandatory content as regulated in art. 13 of Ordinance № 48 by the FSC.

Art. 4. The Board of Directors of the Company bears responsibility for the application of the Remuneration Policy, in regard to following the pledged principles therein.

Art. 5. The Remuneration Policy, adopted by the General Meeting of Shareholders, and the Report as per paragraph 1 are published on the internet page of the Company www.sirma.com.

II. MAIN PRINCIPLES, KINDS OF REMUNERATION, CRITERIA, AND INDICATORS

Art. 6. (1) The following principles should be applied in determining the remuneration of the members of the Board of Directors of the Company:

1. Compliance of the remuneration with the realization of the business goals and the strategy for the development of the Company, protection of the interest, and affirmation of the values of „Sirma Group Holding“ JSC;
2. Provision of remuneration, which allows the attraction, retention, and motivation of members of the Board with the necessary qualities for the successful management, and development of the Company.
3. Non-admission of discrimination, conflict of interests, and unequal treatment of members of the Board of Directors of the Company when determining and negotiating the remuneration.
4. Taking into account the responsibilities and the input of each individual member of the Board in the activities and results of the Company.
5. In preparing the remuneration policy, the remuneration and working conditions of the company's employees are taken into account, observing the following indicators – the average number of staff, salary and length of service, benefits and material incentives they receive, as well as workload and working environment. The relationship between the remuneration of the members of the Board of Directors and the remuneration of other employees is carefully monitored and is one of the key factors in deciding the remuneration of the Board of Directors.

Art. 7. (1) „Sirma Group Holding“ JSC may compensate the members of the Board of Directors of the Company with regular (fixed) as well as variable remuneration in the form of bonuses, premiums, retirement benefits, and other material incentives, which are provided on performance-based evaluation criteria. The variable remuneration is short-term and long-term. The short-term remuneration is paid in cash, and the long-term one - in the form of shares in the company's capital.

(2) The fixed part of the overall remuneration should allow for the application of a flexible approach by the Company with respect to the variable component of the remuneration of the members of the Board of Directors of the Company.

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;
- Encourage 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;
- Encourage cooperation with stakeholders;
- Compliance with obligations - work in the interest of the company and loyalty;
- Adherence to good trader due diligence.

III. FIXED REMUNERATION

Art. 9. (1) The regular remuneration is the remuneration of the member of the Board of Directors, which is not based on the accomplished results.

(2) The volume of the fixed remuneration of a member of the Board of Directors is determined in a way which allows for a flexible policy by „Sirma Group Holding“ JSC in respect to the variable remuneration, inclusive of the option for withholding disbursement in the event of defection from the result criteria as well as upon considerable deterioration of the financial condition of the Company.

(3) The volume of the fixed remuneration of the members of the Board of Directors is determined by a decision of the General Meeting of Shareholders in accordance with the requirements of article 116c, paragraph 1 of POSA.

(4) The volume of fixed remuneration for the Executive Director is determined in his management contract. The management contract is concluded by the Chairman of the Board of Directors. In the instance where the Chairman of the Board of Directors is the Executive Director, then the contract is concluded by the Deputy Chairman.

Art.10. The General Meeting of Shareholders may adopt decisions on the payment of incidental target awards to each of the members of the Board of Directors.

IV. VARIABLE REMUNERATION

Art. 11. (1) The variable remuneration is remuneration to a member of the Board of Directors, based on the results achieved.

(2) The disbursement of the variable remuneration is linked to financial and non-financial criteria as described in Art.8.

Art. 12. (1) The specific parameters of the financial criteria as per Art.11, paragraph 2 for each consecutive calendar year are determined at the end of the current year with a decision of the Board of Directors, based on analysis of the accomplished results and their compliance with the financial criteria adopted during the previous year, as well as the approved budget and strategy for the next calendar year.

(2) The assessment of the financial criteria based on the achieved results is done yearly, based on the audited annual financial statements of the Company.

Art. 13. (1) The non-financial criteria for the results reached are determined annually by the Board of Directors of „Sirma Group Holding“ JSC, in accordance with the short-term and mid-term plans for the development of the Company.

(2) The evaluation of the accomplished non-financial criteria is done annually based on an analysis of the accomplished results and their compliance with the non-financial criteria set during the previous year.

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 the 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.

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.

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.

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.

Art. 14. (1) The total maximum volume of variable remuneration is determined by the General Meeting of Shareholders in accordance with the requirements of Art. 116c, paragraph 1 of POSA.

(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.

V. GUARANTIES

Art. 15. (1) The members of the Board of Directors are obliged, within 7 (seven) days of their election, to make a guarantee for their management, the amount of which is determined by the General Meeting of Shareholders and cannot be less than their three-month gross remuneration. The guarantee is blocked in favor of the Company on a bank account of the person, opened at a bank designated by the Company on the territory of the country. Instead of a guarantee, each member of the Board of Directors may issue a promissory note in favor of the Company for an amount equal to the sum of his three-month gross remuneration.

(2) In the event of failure to provide the guarantee, within the stipulated time period, or failure to provide a promissory note, the person concerned shall not receive remuneration as a member of the Board of Directors until the full amount of the guarantee is paid.

(3) The guarantee is released:

- a) for the benefit of the person who has made it - after the date of the decision of the General Meeting of the Shareholders for his release of responsibility and after his dismissal from office;
- b) (b) for the benefit of the company - if the General Meeting of Shareholders has taken a decision to do so in the event of damages incurred by the company.

(4) The promissory note shall be returned to the issuer after the date of the decision of the General Meeting of the Shareholders for his release of responsibility and after its dismissal from office or is realized in favor of the company in the event of incurred damages to „SIRMA GROUP HOLDING“ JSC.

(5) The General Meeting of Shareholders may release from responsibility a member of the Board of Directors if a certified auditor's annual financial report for the preceding year is adopted by a regular annual General Meeting of Shareholders and an interim financial report for the period from the beginning of the current year to the last day of the month preceding the month in which the invitation for convening the General Meeting was disclosed.

VI. REQUIREMENTS FOR THE MANAGEMENT CONTRACTS CONCLUDED WITH THE MEMBERS OF THE BOARD OF DIRECTORS

Art. 16. (1) The management contract with the executive member of the Board of Directors necessarily contains a clause allowing the Company to demand the return of paid variable remuneration, determined on the basis of the principles under Chapter IV. Amounts received on the basis of data, which subsequently proved to be untrue are subject to return. The decision for this return is taken by the General Meeting of Shareholders of the Company.

(2) In the event of early termination of a Management contract with the Executive Director, the total amount of benefits due to this person in connection with the early termination and the payments related to the notice period may not exceed the sum of the paid fixed annual remuneration of the person for two years.

(3) Compensation under para. 2 shall not be due if the termination of the contract is due to unsatisfactory results and/or guilty conduct of the Executive Director.

(4) In the event of early termination of a Management contract with the Executive Director, due to breach of the clause prohibiting the conduct of competitive activity, the person owes damages to the company in an amount not higher than the annual paid fixed remuneration to the person for two years.

Art. 17. (1) The contract with the members of the Management Board should include provisions to allow the Company to demand the return of variable remuneration, provided on the basis of data which subsequently proved to be untrue.

(2) The decision for the return of the variable remuneration shall be taken by the General Meeting of Shareholders, which shall determine the conditions and the term for the return if they are not defined in the contract.

Art. 18. (1) The application of the principles and criteria for the formation of remuneration shall ensure:

1. Transparency of the remuneration received;
2. Binding the remuneration and benefits of the members of the Board of Directors and the executive members, with the results achieved.

VII. DISCLOSURE

Art. 19. (1) The Remuneration Policy, adopted by the General Meeting of Shareholders, and the report shall be published on the website of „Sirma Group Holding“ JSC - <http://www.sirma.com> .

(2) „Sirma Group Holding“ JSC shall disclose its remuneration policy and any subsequent changes thereto in a clear and accessible manner, without disclosing sensitive commercial information or other information constituting a secret protected by law. In the case of amendments and/or additions, it includes:

1. description and explanation of the significant changes;
2. the manner in which the results of the votes of the general meeting, the opinions of the shareholders;
3. the minutes of the general meetings at which the remuneration policy was considered and voted.

(3) Information about the remunerations received from the members of the Board as well as other material incentives received by them, shall be presented in the Annual Activity Report of „Sirma Group Holding“ JSC, which shall be approved by the regular Annual General Meeting of the Shareholders.

VIII. ADDITIONAL PROVISIONS

§1. The present policy was developed by the Board of Directors of „Sirma Group Holding“ JSC

§2. This policy enters into force on the date on which it was approved by the General Meeting of Shareholders of the Company.

§3. The present policy was approved by the decision of the General Meeting of Shareholders of the Company held on 04.12.2014, as amended by a decision of the General Meeting of Shareholders held on 14.06.2016, 23.06.2021, 09.01.2023 and 17.09.2024.

* * *