

**INVITATION FOR REGULAR ANNUAL 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 (CC) and art. 115 of the Public Offering of Securities Act (POSA), hereby convenes an annual general meeting of the shareholders of “**Sirma Group Holding**” JSC, UIC: 200101236, on **24 June 2022** at 11.00 hours Sofia time or 8:00 hours UTC (coordinated universal time) at the address - Sofia, Blvd. “Tsarigradso Shosse” № 135, at the Head Office of Sirma Group Holding JSC, floor 2, Training Hall with the following agenda and proposed decisions:

1. Approval of a decision for sale of shares from the capital of Sirma AI JSC, owned by Sirma Group Holding JSC.

Draft decision under item 1:

“The General Meeting approves the decision of the Board of Directors of Sirma Group Holding JSC to dispose of its shares in the capital of Sirma AI JSC, under the following terms of the transaction:

Buyer: New Frontier Technology Invest SARL (Société à responsabilité limitée, address: 15, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Incorporator: EEP11 Portco A SARL (a Luxembourg domiciled entity, part of the Integral Venture Partners group of entities).

Price: The total value of the enterprise of Sirma AI JSC, agreed for the purposes of the transaction, amounts to EUR 28,500,000. As part of the same transaction for the sale of shares in the capital of Sirma AI JSC, Sirma Solutions JSC and Ontotext JSC also sell their own shares in the capital of Sirma AI JSC. The total selling price for the shares to be sold by Sirma Solutions JSC, Ontotext JSC and Sirma Group Holding JSC is in the expected amount of EUR 19,535,004. The sale price of shares that Sirma Group Holding JSC will receive for the sale of all shares that Sirma Group Holding JSC holds from the capital of Sirma AI JSC (517,901 shares) amounts to EUR 6,600,714.

Other conditions: The buyer has an obligation, after the completion of the purchase and sale of shares, to increase the capital of Sirma AI JSC with a cash contribution of EUR 10 750 000. Following the completion of the purchase and sale of shares and the subsequent increase in the capital of Sirma AI JSC, Sirma Solutions JSC will own 23.80% of its capital and the buyer - 76.20%.”

2. Approval of the Annual Report for the activity of the company in 2021.

Draft resolution for point 2:

“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2021.”

3. Approval of the Annual Individual Financial Statement of the company for 2021.

Draft resolution for point 3:

“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 2021.”

4. Approval of the Annual Consolidated Financial Statement of the company for the financial 2021.

Draft resolution for point 4:

“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 2021.”

5. Approval of the decision for distribution of the financial results for 2021;

Draft resolution for point 5:

"Profit distribution from 2021:

- Realized profit after taxes: BGN 1 034 415.82
- Distribution to the reserve fund (10%): BGN 103 441.58.
- From the accumulated profits from previous years to cover the accumulated loss from before 2015 in the amount of BGN 13 669.81.
- Distributes a dividend in the total amount of BGN 1 400 000 or as follows:
 - The remainder of the profit for 2021 in the amount of BGN 930 974.24 is distributed as a cash dividend for 2021.
 - BGN 469 025.76 of the accumulated retained earnings for previous years shall be distributed as a dividend.

6. Release from responsibility of the members of the Board of directors for the activity during 2021.

Draft for resolution under point 6:

„The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2021.“

7. Approval of the Report for the activity of the Audit Committee.

Draft for resolution under point 7:

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

8. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2022.

Draft for resolution under point 8:

„The General Meeting elects as auditor of the company for 2022 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 2021.

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 2021.“

10. Adoption of a decision for payment of the short-term variable remuneration to the members of the Board of Directors.

Draft decision under item 10:

"Pursuant to Art. 8, para 2, in connection with art. 7, para 3, of the Remuneration Policy of the members of the Board of Directors of Sirma Group Holding JSC, taking into account that the members of the Board of Directors have the right to receive for the financial 2021 a short-term variable remuneration in the amount of up to BGN 355 000, the Board of Directors to be paid a short-term variable remuneration in the total amount of BGN 150,000 (one hundred and fifty thousand). "

11. Extension of the mandate of the Audit Committee.

Draft for resolution under point 11:

“The General Meeting of shareholders extends the mandate of the Audit Committee with the following composition:

Angel Kraichev, Emilian Ivanov Petrov and Alexander Todorov Kolev

with 3 (three) years at the current remuneration”.

12. Changes in the Articles of Association of Sirma Group Holding JSC;

Draft for resolution under point 12:

The General Shareholders’ Meeting accepts the following changes to Articles of Association of “Sirma Group Holding” JSC:

A new art. 34a with the following content is adopted:

"Art. 34a Voting by correspondence

(1) A shareholder may exercise his right to vote even before the date of the General meeting by correspondence, using mail, including e-mail, courier or other technically possible means. The invitation to convene a general meeting shall indicate the manner of voting by correspondence.

(2) Voting by correspondence is valid if the vote is received by the company not later than the day preceding the date of the General meeting. If the shareholder attends the General meeting in person, his right to vote by correspondence is valid, unless the shareholder states otherwise.

In matters on which the shareholder votes at the General meeting, the right to vote exercised by correspondence shall be waived. "

13. Changes in the number and composition of the Board of Directors of Sirma Group Holding JSC;

Draft for resolution under point 12:

"The General Assembly :

a. Dismisses Petar Borisov Statev, as a member of the Board of Directors.

b. Elects as members of the Board of Directors:

1. Veselin Anchev Kirov

2. Yavor Lyudmilov Dzhonev - independent member of the Board of Directors

3. Martin Veselinov Paev - independent member of the Board of Directors

4. Peyo Vassilev Popov - independent member of the Board of Directors

with a remuneration and mandate corresponding to the remuneration of the current members of the Board of Directors who are non-executive directors and the mandate of the current Board of Directors."

The total number of shares of the capital of „SIRMA GROUP HOLDING” JSC with voting rights is 59 360 518. The right to vote in the General Meeting may be exercised only by persons registered in the registers of the “Central Depository” JSC as shareholders 14 days prior to the date of the date of the General Meeting (10.06.2022), as per the list of shareholders of the Company, presented on this date by the “Central Depository” JSC. The registration of shareholders will commence at 10.00 AM local time (UTC+3) and finish at 11.00 AM.

A shareholder or shareholders, who own shares for more than three months, representing at least 5 percent of the capital of the Company, based on art. 223a of the CC and art. 118, par. 2, point 4 of POSA, upon publication of the Invitation, may include additional issues on the Agenda of the General Meeting. The list of issues is presented for publication in the Commercial Register not later than 15 days prior the date of the General Meeting. With their publication in the Commercial Register, the issues are considered as incorporated in the Agenda of the General Meeting. In such an instance, these need to be presented to the Financial Supervision Commission and the Company not later than the working day following the publication in the Commercial Register of the additional issues to the Agenda of the General Meeting materials as per art. 223a, par. 4 of the Commercial Code. In such an instance the Company should update the Invitation and publish it together with the written materials.

The shareholders have the right to ask questions during the General Meeting, related to the economic and financial circumstances and commercial activity of the Company. The shareholders may ask such questions irrespective of their relation to the Agenda. The representatives of shareholders also have the same right.

Physical persons – shareholders shall identify themselves by presenting identification documents. Corporate shareholders are represented by their legal representatives, who identify themselves by presenting a current legal status and identification document. Representatives of shareholders – physical persons and corporate persons, identify themselves by presenting an explicit written letter of proxy or by a letter of proxy received via electronic means, as per the terms and conditions for receipt of letters of proxy, published on the electronic page of the Company www.sirma.com, which need to be issued by the shareholder explicitly for this General Meeting of the Company and comply with the legal requirements, certificate for current legal status of the corporate shareholder, as well as identification document of the proxy person. In the instance of a corporate person being the representative, its legal representative identifies himself, with a letter of proxy from the shareholder, a current legal status of the corporate shareholder, a current legal status of the corporate representative, and an identification document of the legal representative. A proxy letter template is included in the written materials which have been approved by the Board of Directors.

Each representative, representing a shareholder or shareholders at the General Meeting, should present the respective letter/letters of proxy at the date of the General Meeting for his registration. In the case of electronic proxy, the proxy letters, dully signed as per the requirements of the Law for Electronic Document and Electronic Signature, should be sent to the Company via electronic mail to the address office@sirma.bg not later than two days prior to the date of the General Meeting.

Re-authorizing with the rights of letters of proxy, as well as the letter of proxy, issued in violation of the requirements of POSA are null and void.

Rules for participation by electronic means: Pursuant to art. 115, par. 8 of the POSA, the General Meeting will be held using electronic means in the following form - two-way real-time messaging, allowing shareholders to participate remotely in the discussion and making decisions in the General Meeting and a mechanism for voting before or during the General

Meeting without the need to authorize a person to participate in person, on site, at the General Meeting.

The participation of the shareholders in the General Meeting by electronic means is taken into consideration when determining the quorum, and the voting is noted in the Minutes of the General Meeting. A list of the persons who have exercised their right to vote in the General Meeting by electronic means and the number of shares held shall be attached to the Minutes, which shall be certified by the Chairman and the Secretary of the General Meeting.

The registration, participation and voting by electronic means is carried out through the electronic platform for holding general meetings (EPOS – abrv. from Bulgarian) of the Central Depository AD, in compliance with the General Terms of Use of EPOS and the EPOS User's Guide, published at the following address: <http://epos.csd-bg.bg/epos/index.xhtmll> .

Registration for participation in the General Meeting through EPOS is free of charge for the shareholders and the persons representing them. On the website of "Sirma Group Holding" AD www.sirma.com additional information on the deadlines for registration for participation in the General Meeting will be published.

The EPOS is accessed through the system's website: <http://epos.csd-bg.bg/epos/index.xhtmll> .

The identification in the EPOS of the shareholders and the persons who represent them in their participation in the General Meeting, through the use of electronic means, is carried out through a qualified electronic signature.

The authorization of a representative through the EPOS can be done through an attached electronic document (electronic image) of the power of attorney, which should also be signed with a qualified electronic signature by the principal.

Voting at the General Meeting by electronic means is carried out by remote filling in the electronic forms provided in the EPOS, as follows:

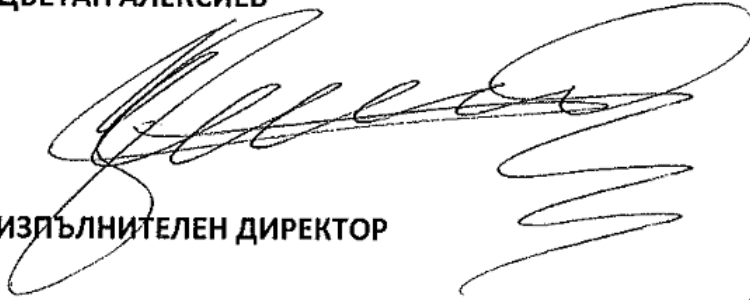
- Preliminary - by recording the vote before the General Assembly. Preliminary voting is allowed no later than the end of the day preceding the day of the General Meeting, namely - until 23.06.2022, inclusive.
- During the General Meeting – online.

The written materials for the meeting may be received at the Head Office of the Company – Sofia, Blvd. "Tsarigradsko Shosse" № 135, floor 3, from the date of publication of the Invitation for convening the General Meeting in the Commercial Register at the Registry Agency, as well as found on the internet site of the Company www.sirma.com .

Tsvetan Alexiev
Executive Director

ЦВЕТАН АЛЕКСИЕВ

ИЗПЪЛНИТЕЛЕН ДИРЕКТОР

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke.