

## **Communication under Art. 92a of POSA on the initial public offering of shares from the capital increase of Sirma Group Holding AD - 27.11.2018.**

"Sirma Group Holding" AD (SGH) with registered head office in Bulgaria, Sofia Region, city of Sofia, 135, "Tsarigradsko Shosse" blvd, UIC 200101236, pursuant to Art. 92a of the Public Offering of Securities Act (POSA), informs the investors about the beginning of the public offering of 39 573 679 ordinary, dematerialized, freely transferable shares with voting rights, dividend and liquidation share rights, corresponding to the nominal value of the shares, with par value and issue price of 1 BGN each, which will be issued as a result of the capital increase of SGH with an amount ranging from BGN 59 360 518 to BGN 98 934 197. The decision for the capital increase was taken by The Board of Directors of the Company on May 2, 2018 in accordance with the Prospectus for Public Offering of shares, approved by the Financial Supervision Commission (FSC) with Resolution № 585-E dated June 12, 2018. In accordance with the decision of the Board of Directors the capital of SGH will be increased in the sole circumstance that at least 19 786 839 shares are subscribed and fully paid for.

Pursuant to Art. 112b, para. 2 of POSA the right to participate in the capital increase shall have all persons who have acquired shares not later than 7 days after the date of publication of the announcement under Art. 92a, para. 1 of POSA.

For each share owned in the capital of the Company one right is issued as per the meaning of § 1, item 3 of POSA. For each 1.5 rights a shareholder or a third person who has acquired the rights later on are entitled to subscribe one new share of the current issue with an issue price of BGN 1. Each person may subscribe at least 1 new share and at most such a number of shares that is equal to the number of rights acquired and/or held by them divided by 1.5 and rounded down to the nearest integer.

The current shareholders acquire the rights free of charge. All other investors may buy rights on the rights market organized by the Bulgarian Stock Exchange - Sofia AD (BSE) within the set time frame for rights transfer or at the open one-day auction organized by the BSE for the non-exercised rights upon expiration of the period for rights transfer.

The commencement date for trading of rights and subscription of shares is the third business day following the expiration of 7 (seven) calendar days from the date of publication of the announcement for the public offering under Art. 92a of POSA. The announcement is published on [www.x3news.com](http://www.x3news.com) (and not in Capital Daily newspaper as was mentioned in the Prospectus since the newspaper ceased to exist) as well as the websites of both the Company and the authorized investment intermediary "First Financial Brokerage House" Ltd. (FFBH). The deadline for the rights transfer (and share subscription on this occasion) is the first business day following the expiration of 14 (fourteen) calendar days since the start of the rights trading. The transfer of rights is made on the floor of BSE. In accordance with the regulations of BSE, the trading with rights ends two business days before the final date for transfer of rights due to settlement terms.

On the fifth business day after the rights transfer deadline, the Company, serviced by FFBH, offers for sale on the regulated market under the terms of an open auction the rights for which no shares of the new issue have been subscribed until the expiry of the transfer of rights period.

Consequently, the shareholders that are also rights holders as well as the persons who have acquired rights within the terms of rights transfer above, may subscribe new shares of the issue until the expiry of the transfer period as described above. The persons who have acquired rights on the organized open auction may subscribe shares until the total end of the subscription period as described below.

The overall start date for the subscription of shares coincides with the start date for the transfer of rights. The overall last date for subscription of shares by the holders of rights is the first business day following the expiration of 10 (ten) business days from the open auction day. Subscription of new shares is not allowed before the specified start date and beyond the specified final date for subscription.

Investors who are interested in the securities offered can contact the authorized investment intermediary:

First Financial Brokerage House EOOD

Address: Sofia, 2, Enos Street, fl. 4

Contact person: Anna Georgieva

Phone: +359 2 460 64 11

E-mail: Anna.Georgieva@ffbh.bg

Investors may also contact any investment intermediary who is a member of BSE.

The subscription of shares is considered valid only if it is made by a rights holder up to the limit set above and the entire issue price of subscribed shares has been paid in full within the time frame and under the conditions set out below. Upon partial payment of the issue price, only the respective number of shares for which it has been paid in full shall be recorded. The issue price of the subscribed shares should be paid to a special escrow account of the Company, IBAN: BG30UNCR70005523434349, BIC: UNCRBGSF at UniCredit Bulbank AD, with headquarters and address of management: Sofia, 7 Sveta Nedelya Square. The escrow account should be credited with the due amount not later than 15:00 hours on the last day of the subscription process. According to Art. 89, para. 2 of POSA, the accumulated cash in the blocked escrow account cannot be used prior to the completion of the subscription process and the recording of the capital increase in the Commercial Register.

The most complete and comprehensive information on the securities offered and the issuer can be obtained from the Prospectus for Public Offering of Shares of SGH, which is available on the websites of SGH ([www.sirma.bg](http://www.sirma.bg); [www.sirma.com](http://www.sirma.com)) and the investment intermediary ([www.ffbh.bg](http://www.ffbh.bg)). The Prospectus and other relevant information are also available to the public on paper for the duration of the Prospectus at the address of the authorized investment intermediary First Financial Brokerage House EOOD in Sofia, 2 Enos Str.