

## **PROTOCOL**

### **FROM THE MEETING OF THE BOARD OF DIRECTORS OF**

#### **„SIRMA GROUP HOLDING” JSC**

Today, 2 May 2018 год., at 16:00 PM, in Sofia, blvd. “Tsarigradsko Shosse” № 135, a meeting of the Board of Directors of “Sirma Group Holding” JSC with UIC: 200101236 /“The Company”/ was convened.

The following members of the Board of Directors were present and took part in the meeting:

1. Georgi Parvanov Marinov;
2. Tsvetan Borisov Alexiev;
3. Chavdar Velizarov Dimitrov;
4. Atanas Kostadinov Kriryakov;
5. Sasha Kostadinova Bezuhanova;
6. Yordan Stayanov Nedev;
7. Peter Borisov Statev;
8. Tsvetomir Angelov Doskov.

The auditor of the Company was also present at the meeting.

It was noted that the meeting was properly convened, all Board members were properly informed, the necessary, under art.238, par.1 from the Commercial Code /CC/ and art.40 of the Articles of Association of the Company, quorum exists and the Board of Directors may adopt valid decisions..

Prior to this meeting the following agenda was announced:

#### **AGENDA:**

- I. Discussion and approval of the distribution of the financial result (profit) from the activity of the Company in 2017.
- II. Convening of a regular annual General Meeting of the shareholders of the Company for the 2017 Report.
- III. Approval of the agenda for the regular annual General Meeting of shareholders of the Company for the 2017 Report.
- IV. Approval of the written materials for the annual General Meeting of shareholders for the 2017 Report.
- V. Authorization of persons for the execution of all necessary actions and signing all necessary documents connected with the regular convening and conducting of the General Meeting for the 2017 Report.

### **Procedural Decision №1.**

The Board of Directors of „Sirma Group Holding“ JSC approves the agenda as stated.

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Under the **first** item on the agenda, the Board of Directors

#### **DECIDED:**

The Board of Directors approves the suggestion for distribution of profit as follows:

Distribution of profit for 2017:

- The achieve profit after tax: BGN 2 809 116.29.
- Distribution to reserve fund (10%): BGN 280 911.63.
- The Company shall not distribute a monetary dividend for 2017.
- The remaining profit amounting to BGN 2 528 204.66 shall be disbursed to the account „Undistributed profit“ from previous years.

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Under the **second** item on the agenda, the Board of Directors

#### **DECIDED:**

The Board of Directors, based on art. 223 from the CC and art. 115 from POSA, convenes an annual General Meeting of shareholders of “Sirma Group Holding“ JSC, UIC: 200101236, on 25 June 2018 from 11.00 AM at the address – Sofia 1784, Blvd. “Tsarigradsko Shosse” № 149, the hotel Best Western Expo Sofia, Panorama hall.

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Under the **third** item on the agenda, the Board of Directors

#### **DECIDED:**

Approves the **Agenda** for the Annual Meeting as follows:

**1. Approval of the Annual Report for the activity of the company in 2017.**

Draft resolution for point 1:

“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2017.”

**2. Approval of the Annual Individual Financial Statement of the company for 2017.**

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 2017.”

**3. Approval of the Annual Consolidated Financial Statement of the company for the financial 2017.**

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 2017.”

**4. Approval of the decision for distribution of the financial results for 2017;**

Draft resolution for point 4:

„The GMS approves the decision for the distribution of the financial result from 2017, which amounts to BGN 2 809 116.29 as follows:

- Distribution to the Reserve Fund (10%): BGN 280 911,63.
- The company will not distribute monetary dividends for 2017.
- The remaining profit amounting to BGN 2 528 204.66 shall be distributed to the account „Undistributed profit from previous years”.

**5. Release from responsibility of the members of the Board of directors for the activity during 2017.**

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 2017.”

**6. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2018.**

Draft for resolution under point 6:

„The General Meeting elects as auditor of the company for 2018 the certified auditor Teodora Ivanova Tsvetanova, with diploma № 0771 from 2012”.

**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. Approval of the Report of the Remuneration Committee for application of the Policy for remuneration of the members of the Board of Directors during 2017.**

Draft for resolution under point 8:

„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 2017.”

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Under the **fourth** item on the agenda, the Board of Directors

**DECIDED:**

Approves the written materials for the annual General Meeting of shareholders of „Sirma Group Holding” JSC for the financial 2017 as follows:

1. Report of the certified auditor for the effected audit of the Individual annual financial statement of the Company for 2017.
2. Individual financial statement of the Company for 2017.
3. Report of the certified auditor for effected audit of the Consolidated annual financial statement of the Company for 2017.
4. Consolidated annual financial statement of the Company for 2017.
5. Individual and consolidated Report of the Board of Directors for the activity of the company for 2017.
6. Report of the Audit Committee.
7. Report of the Remuneration Committee
8. Proxy letter template.

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Under the **fifth** item on the agenda, the Board of Directors

**DECIDED:**

Authorises Tsvetan Borisov Alexiev – CEO of “Sirma Group Holding” JSC to execute all necessary activities connected with sending of the invitation and materials for the General meeting to FSC and the investment community, as well as publication of the invitation at the TR of RA.

**VOTED „IN FAVOR“:** *Georgi Marinov, Tsvetan Alexiev, Chavdar Dimitrov, Atanas Kiryakov, Sasha Bezuhanova, Yordan Nedev, Peter Statev, Tsvetomir Doskov*

**VOTED „AGAINST“:** *none*

**The decision is approved unanimously.**

Due to the exhaustion of the agenda the meeting of the Board of Directors was adjourned.

The present protocol was drafted in three identical copies.

1. **TSVETAN BORISOV ALEXIEV .....**;
2. **CHAVDAR VELIZAROV DIMITROV .....**;
3. **ATANAS KOSTADINOV KIRYAKOV .....**;
4. **GEORGI PARVANOV MARINOV .....**;
5. **SASHA KOSTADINOVA BEZUHANOVA .....**;
6. **YORDAN STAYANOV NEDEV.....**;
7. **PETER BORISOV STATEV.....**;
8. **TSVETOMIR ANGELOV DOSKOV.....**;