

**MINUTES**  
**FROM**  
**THE REGULAR ANNUAL ATTENDANCE MEETING OF THE GENERAL**  
**ASSEMBLY OF THE SHAREHOLDERS OF SIRMA GROUP HOLDING JSC**

Today, June 25, 2017, in the city of Sofia, 1784, 149 Tsarigradsko Shosse Blvd., Best Western Expo Sofia, Panorama Hall, the Annual General Meeting of the Shareholders of Sirma Group Holding JSC was held, convened at the invitation of the Board of Directors, announced in the Commercial Register on May 15, 2018. The registration of the shareholders and their representatives for participation in the General Meeting started at 10:00 and ended at 11:05.

The General Meeting was opened at 11:10 am by Mr. Tsvetan Alexiev, Executive Director of Sirma Group Holding AD.

The Executive Director, Mr. Alexiev, reported to the shareholders a proposal of the Board of Directors for a procedural decision that the voting of the Annual General Meeting should be carried out electronically. The voting procedure was started.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" – 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

Procedure decision 1: Voting at the General Meeting of Shareholders of Sirma Group Holding JSC to be carried out by electronic means.

The Executive Director Tsvetan Alexiev reported to the shareholders a proposal for a procedural decision for the confirmation of the Shareholders' Registration and Quorum Verification Commission, appointed by the Board of Directors, consisting of:

1. Chairman - Stanimira Velikova Alexieva – Chief Legal Advisor
2. Members:  
Nikolay Todorov  
Alexandra Zdravkova

The voting procedure was started.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

Procedural Resolution 2: The General Meeting of Shareholders confirms the Shareholders' Registration

and Quorum Verification Commission, appointed by the Board of Directors, consisting of:

1. Chairman - Stanimira Velikova Alexieva – Chief Legal Advisor

2. Members:

Nikolay Todorov

Alexandra Zdravkova

Mr. Alexiev gave the floor to the Chairman of the Shareholders' Registration and Quorum Verification Commission, Mrs. Stanimira Alexieva, to report the results of the registration of the shareholders and their proxies for participation in the General Meeting and the verification of the quorum.

The Chairman of the Shareholders' Registration and Quorum Verification Commission made the following notices:

- Attending the meeting are shareholders present in person or through a representative, holding and / or authorized to vote with a total of 42 056 429 / forty two million fifty six thousand four hundred and twenty nine / dematerialized registered voting shares from the capital of Sirma Group Holding JSC, representing 70.93% of the Company's capital, according to the List of Shareholders of Sirma Group Holding JSC, received from the Central Depository and valid as of 11.06.2018 (according to the requirements of Art. 115b, paragraph 1 of POSA and the Articles of Association of Sirma Group Holding JSC).
- There is a necessary quorum in accordance with the law and the Articles of Association of Sirma Group Holding JSC and the annual attendance meeting of the General Assembly of Shareholders can be legally conducted.

Then Mrs. Stanimira Alexieva made the following announcements:

- The following members of the Board of Directors of Sirma Group Holding JSC are present at the meeting without the right to vote in this capacity:

Mr. Tsvetan Alexiev - Executive Director;

Mr. Georgi Marinov - Chairman of the Board of Directors;

Mr. Atanas Kiryakov - Member of the Board of Directors;

- Mr. Tsvetan Alexiev, Mr. Georgi Marinov and Mr. Atanas Kiryakov are also present in their capacity as shareholders in Sirma Group Holding JSC and as such have the right to vote.
- The Chairman of the Audit Committee Mr. Angel Kraychev are present on this Meeting.

Objections regarding the lawfulness of the meeting, including the convening of the meeting, the provision of the written materials on the agenda, the registration of the shareholders and their proxies and the quorum were not made.

Then Mr. Tsvetan Alexiev made a proposal for a procedural decision on election of the bodies (Chairman, Secretary and counselors) of the Annual General Meeting of Shareholders:

1. Mr. Tsvetan Alexiev to be elected as Chairman of the General Meeting of Shareholders;
2. Mr. Georgi Marinov to be elected as Secretary and Counter of the General Assembly;
3. For Vote Counters to be elected, Alexandra Zdravkova, Nikolay Todorov and Stanimira Aleksieva.

Mr. Alexiev proposed that the nominations listed above be voted on “an block”.

Statements and other proposals regarding the election of the bodies of the Annual General Meeting were not made.

The proposal for the bodies of the General Assembly was put to the vote “an block”.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the vote held, the General Meeting of Shareholders took the following decision with unanimity of the represented voting shares:

Procedure Resolution 4: The General Meeting of Shareholders ELECTS

- as Chairman of the meeting: Mr. Tsvetan Alexiev;
- as Secretary and Counter: Mr. Georgi Marinov;
- as counters: Alexandra Zdravkova, Nikolay Todorov and Stanimira Alexieva.

The Chairman of the meeting, Mr. Tsvetan Alexiev, explained to the present that according to the current legislation and the provisions of Article 231 of the Commercial Code, the General Assembly can only adopt decisions on the previously announced Agenda, as all the shareholders are not present at the meeting and the meeting should be held with the following Agenda as announced in the Commercial Register on 15.05.2018, namely:

1. Adoption of the Annual Activity Report of the Company for 2017
2. Adoption of the Company's 2017 Individual Financial Statement
3. Adoption of the annual consolidated financial statement of the company for the year 2017
4. Adoption of a decision on the distribution of the financial result for 2017;
6. Selection of a registered auditor to perform the financial audit of the company's Annual Financial Statement for 2018
7. Adoption of the Activity Report of the Audit Committee.
8. ADOPTION OF THE REPORT OF THE REMUNERATION COMMITTEE FOR IMPLEMENTING THE REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS IN 2017

Prior to discussing the items on the Agenda, the Chairman of the General Meeting gave the floor to the attending shareholders for speeches, questions and procedural proposals. Such were not made.

The General Meeting of Shareholders then proceeded to discuss the issues on the Agenda.

On the first item of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision under Item 1 of the Agenda, as included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

*"The General shareholders' meeting approves the Annual Report for the activity of the company in 2017."*

The Chairman then gave the floor to the shareholders for questions and speeches on item 1 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 1 of the Agenda to the vote.

#### **Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.1. FROM THE AGENDA:**

**The General shareholders' meeting approves the Annual Report for the activity of "Sirma Group Holding" JSC in 2017.**

Objections to the decision taken on item 1 of the Agenda were not made.

On **item 2** of the Agenda, the Chairman Mr. Tsvetan Alexiev announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

*"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. "*

The Chairman then gave the floor to the shareholders for questions and speeches on item 2 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 2 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.2 FROM THE AGENDA:**

**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.**

Objections to the decision taken on item 2 of the Agenda were not made.

On **item 3** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

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.

The Chairman then gave the floor to the shareholders for questions and speeches on item 3 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 3 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.3 FROM THE AGENDA:**

**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.**

Objections to the decision taken on item 3 of the Agenda were not made.

On **item 4** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

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.

The Chairman then gave the floor to the shareholders for questions and speeches on item 4 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 4 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.4 FROM THE AGENDA:**

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”.

Objections to the decision taken on item 4 of the Agenda were not made.

On **item 5** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

The General Meeting of shareholders releases from responsibility the members of the Board of directors for the activity during 2017.

The Chairman then gave the floor to the shareholders for questions and speeches on item 5 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 5 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast “for” - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast “against” - none*

*Number of abstentions “abstentions” - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.5 FROM THE AGENDA:**

The General Meeting of shareholders releases from responsibility all members of the Board of directors for the activity during 2017, namely:

- 1. Tsvetan Borisov Alexiev;**
- 2. Georgi Parvanov Marinov;**
- 3. Chavdar Velizarov Dimitrov;**
- 4. Atanas Kostadinov Kiryakov;**
- 5. Tsvetomir Angelov Doskov;**
- 6. Sasha Konstantinova Bezuhanova;**
- 7. Peter Borisov Statev;**
- 8. Yordan Stoyanov Nedev;**

Objections to the decision taken on item 5 of the Agenda were not made.

On **item 6** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

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

The Chairman then gave the floor to the shareholders for questions and speeches on item 6 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 6 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 41 995 936 shares representing 99,86% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - 60493;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.6 FROM THE AGENDA:**

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

Objections to the decision taken on item 6 of the Agenda were not made.

On **item 7** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

*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.*

The Chairman then gave the floor to the shareholders for questions and speeches on item 7 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 7 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" - 42 056 429 shares representing 100% of the represented shares with voting rights*

*Number of votes cast "against" - none*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.7 FROM THE AGENDA:**

**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.**

Objections to the decision taken on item 7 of the Agenda were not made.

On **item 8** of the Agenda, the Chairman announced the proposal of the Board of Directors for a decision on the second item of the Agenda included in the Invitation announced in the Commercial Register on 15.05.2018, namely:

*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.*

The Chairman then gave the floor to the shareholders for questions and speeches on item 8 of the Agenda and on the proposal for a decision.

Such were not made.

Thereafter, the Chairman put the proposal for adoption of the abovementioned decision under item 8 of the Agenda to the vote.

**Results from the vote:**

*Total votes cast: 42 056 429 votes;*

*Number of votes cast "for" – 41 794 780 shares representing 99,37% of the represented shares with voting rights*

*Number of votes cast "against" - 261649*

*Number of abstentions "abstentions" - none;*

As a result of the held vote the General Meeting of Shareholders took the following decision:

**DECISION ON P.8 FROM THE AGENDA:**

**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.**

Objections to the decision taken on item 8 of the Agenda were not made.

Due to exhaustion of the Agenda, the Chairman of the Meeting closed the Annual Meeting of the General Assembly of the Shareholders of SIRMA GROUP HOLDING JSC at 12.15 pm

Chairman:.....  
/Ts. Alexiev/

Secretary:.....  
/G. Marinov/

Counter:.....  
/St. Alexieva/



Counter:.....  
/A. Zdravkova/

Counter:.....  
/N.Todorov/