

## **INVITATION FOR REGULAR ANNUAL ATTENDANCE GENERAL MEETING OF SHAREHOLDERS OF „SIRMA GROUP HOLDING” JSC**

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 **19 June 2019** at 11.00 hours – 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 the Annual Report for the activity of the company in 2018.**

Draft resolution for point 1:

“The General shareholders’ meeting approves the Annual Report for the activity of the company in 2018.”

### **2. Approval of the Annual Individual Financial Statement of the company for 2018.**

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 2018.”

### **3. Approval of the Annual Consolidated Financial Statement of the company for the financial 2018.**

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 2018.”

### **4. Approval of the decision for distribution of the financial results for 2018;**

Draft resolution for point 4:

„The GMS approves the decision for the distribution of the financial result from 2018, which is a profit of BGN 6 861 790, including profit of controlling participation in the amount of BGN 1 280 798.80, loss of the non-controlling participation in the amount of BGN 71 554.39 and profit for the owners of shares in the amount of BGN 5 652 545.59, to be distributed as follows:

- Distribution to the Reserve Fund (10%): BGN 56 524.56.
- The company will not distribute monetary dividends for 2018.
- The remaining profit amounting to BGN 5 596 021.03 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 2018.**

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 2018.“

**6. Election of a certified auditor for effecting the financial audit of the Annual financial statement of the company for 2019.**

Draft for resolution under point 6:

„The General Meeting elects as auditor of the company for 2019 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 2018.**

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 2018.“

**9. Change in the composition and size of the Board of Directors.**

Draft for resolution under point 9:

„The General Meeting of Shareholders dismisses from office and responsibility Tsvetomir Angelov Doskov and Sasha Konstantinova Bezuhanova.“

**10. Prolongation of the term of the Board of Directors.**

Draft for resolution under point 10:

„The General Meeting of Shareholders continues the mandate of the Board of Directors with 2 (two) years at the current remuneration.“

**11. Prolongation of the mandate of the Audit Committee.**

Draft for resolution under point 11:

„The General Meeting of Shareholders continues the mandate of the Audit Committee for 3 (three) years.“

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 (04.06.2019), 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 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](http://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](mailto: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.

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

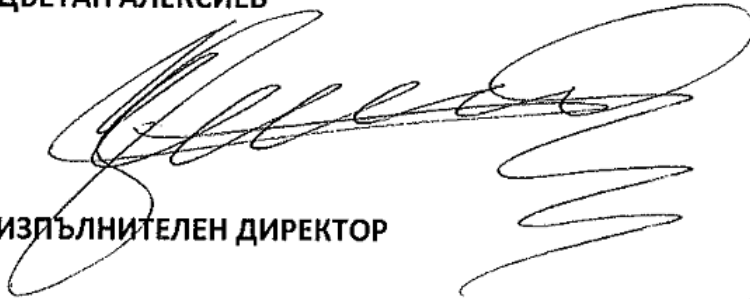
for convening the General Meeting in the Commercial Register at the към Registry Agency, as well as found on the internet site of the Company [www.sirma.com](http://www.sirma.com).

Tsvetan Alexiev

CEO

**ЦВЕТАН АЛЕКСИЕВ**

**ИЗПЪЛНИТЕЛЕН ДИРЕКТОР**

A handwritten signature in black ink, consisting of several large, overlapping loops and a long horizontal stroke, positioned above the printed name and title.