

## MINUTES

### ANNUAL GENERAL MEETING OF SHAREHOLDERS OF “SOPHARMA” AD

**SOFIA, 2 June 2023, 11:00 a.m. (UTC 8:00 a.m.)**

**ISIN BG11SOSOBT18**

**Event identification code: SFAAGM02062023**

#### ***I. CONSTITUTING THE GENERAL MEETING OF SHAREHOLDERS***

Today, **2 June 2023 at 11:00 a.m. (UTC 8:00 a.m.)**, at the headquarters of the Company in Sofia, at 5 Lachezar Stanchev Str., Ground floor, Sopharma Business Towers Shopping Center, Sopharma Event Center, an Annual General Meeting of the shareholders of “Sopharma” AD was held, which was attended by shareholders and their proxies, according to the attached list. Under the conditions of art. 115 “b”, para 5 and 6 of LPOS and art. 16 “a”, para 2 of the Articles of Association of the Company, shareholders have also exercised their right to vote at the Annual General Meeting according to the lists and minutes prepared by the Commission for verification of the quorum and the submitted capital. The total number of shareholders/proxies present at the meeting and of the shareholders who voted by correspondence and the number of shares held or represented by them is specified in the attached protocol for verification of the quorum and the represented capital.

The Executive Director of “Sopharma” AD, Mr. Ognian Donev, welcomed the shareholders and proposed to the General Meeting to elect a Commission for Verification of the Quorum and Represented Capital, which will also disclose the data of the completed registration of the shareholders and their proxies for participation in the General Meeting as well as from the statements for voting by correspondence received in the company within the term under art. 115 “b”, para 6 declarations for voting by correspondence in the present General Meeting.

Mrs. Pelagia Viatcheva was proposed for Chairperson of the Commission and for secretary: Kristiana Buhcheva.

Other suggestions were not made, which is why Mr. Donev invited the attending shareholders and proxies to vote for the election of Commission for Verification of the Quorum and Represented Capital in its proposed composition.

Results of the vote: *The General Meeting unanimously voted for a Commission for Verification of the Quorum and Represented Capital with the following members: Chairperson - Pelagia Viatcheva and Secretary – Kristiana Buhcheva.*

*Mrs. Viatcheva presented to the shareholders a protocol with the Commission's findings of the verification after the registration of the shareholders and their proxies was completed, namely:*

Registered capital – **134 797 899** dematerialized registered shares, each with a nominal value of BGN 1 (one) and with the right to 1 (one) vote at the General Meeting of Shareholders.

Number of treasury shares of “Sopharma” AD – **13 479 188** Pursuant to art. 187a, para. 3 of the Commercial Law, the rights for the treasury shares are not exercised until their transfer.

Total number of shares with voting rights that can participate in the Annual General Meeting of Shareholders convened on 2 June 2023 – **121 318 711**.

Results of the registration:

At the time of completion of the registration, shareholders and proxies of shareholders are registered to participate in the Annual General Meeting of Shareholders as follows:

***Personally***, are represented **85 702 147 or 65.58%** of the registered capital.

***Through a proxy*** are represented **15 298 413 shares or 11.35%** of the registered capital.

***Through correspondence*** before the date of the General Meeting, shareholders holding a total number of **5 068 343 shares** representing **3.76%** of the registered capital. According to art. 115 "b", para 6 of the LPOS, the shares of the persons who voted by correspondence shall be taken into account in determining the quorum, and the voting shall be noted in the minutes of the general meeting.

***Total*** represented shares at the General Meeting, including shares, the voting right of which is exercised by correspondence – **106 068 903** representing **78.69%** of the registered capital of the Company.

For the registration of the shareholders and proxies present at the General Meeting, a list of the shareholders registered for participation in the General Meeting and their proxies has been drawn up, on which each person has personally signed after certifying his/her identity/representative authority before the person of registration. The list should be certified by the Chairperson and the Secretary of the Annual General Meeting on 3 June 2022 at 11:00 a.m. (UTC 8:00 a.m.).

For the statements for voting by correspondence received within the term under art. 115 "b", para 6 the Chairperson and Secretary of the Commission for verification of the quorum and represented capital created a list, which certifies the date of receipt of the statements and their compliance with the rules for voting by correspondence, specified in the invitation for the General Meeting. The list is signed by the Chairperson and the Secretary of the Commission for verification of the quorum and the represented capital and should be certified by the Chairperson and Secretary of the Annual General Meeting on 2 June 2023 at 11:00 a.m. (UTC 8:00 a.m.).

On behalf of the Quorum Verification Commission and the capital presented, Mrs. Viatcheva confirmed to the General Meeting that:

- All represented shares are entitled to one vote at the General Meeting;
- The number of the shares represented in person, by proxy and by correspondence

does not exceed the number of shares for the respective shareholder according to the Book of shareholders of the Company as at 19 May 2023 for the number of shares with voting rights at the Annual General Meeting of Shareholders of “Sopharma” AD convened on 2 June 2023 at 11:00 a.m. (UTC 8:00 a.m.);

- The statements for exercising the right to vote in the General meeting by correspondence received within the term under art. 115 "b", para 6 meet the requirements of the company for voting by correspondence specified in the invitation.

Mrs. Viatcheva provided a Protocol signed by the members of the Commission for Verification of the Quorum and the Represented Capital as well as an original List of Shareholders, proxies and List of shareholders who voted by correspondence for the Annual General Meeting of Shareholders of “Sopharma” AD, held on 2 June 2023 at 11:00 a.m. (UTC 8:00 a.m.).

Mr. Donev proposed to the General Meeting to vote for the adoption of the Commission's protocol on the verification of the quorum and the represented capital.

### Results from the voting:

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

The report of the Commission for verification of the quorum and the represented capital was adopted unanimously by the represented shares.

There are no objections to the way of voting and the announced results.

## ***ELECTION OF MANAGEMENT OF THE GENERAL MEETING:***

### ***1. Proposals made for the management of the General Meeting:***

For Chairperson - Pelagia Viatcheva

For Secretary - Kristiana Buhcheva

For Teller - Yanita Mincheva.

### **Results from the voting:**

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

**The General Meeting elected the proposed persons for Chairperson, Secretary and Tellers of the Annual General Meeting, which takes place in Sofia on 2 June 2023.**

There are no objections to the way of voting and the announced results.

## ***FINDINGS OF THE CHAIRPERSON AND THE SECRETARY OF THE MEETING:***

After opening the session of the General Meeting, the Chairperson and the Secretary notified the shareholders about the following circumstances:

1. The invitation was announced in the Commercial Register with registration from 21 April 2023, as well as on the web site of the Company. The announcement was within the statutory period under art. 223, para 5 of the Commercial Law and in compliance with the requirements of the Law on Public Offering of Securities for notifications to the Financial Supervision Commission, the Bulgarian Stock Exchange and the Public regarding the convening of the General Meeting of Shareholders, the agenda and the draft decisions.
2. The Chairperson and the Secretary received an original List of Shareholders and their proxies and List of shareholders who voted by correspondence for the Annual General Meeting of Shareholders of "Sopharma" AD, held on 2 June 2023, which they certified with their signatures.
3. For representation of shareholders in front of the General Meeting are presented 17 proxies, which correspond to the form and content of the requirements of the Law on Public Offering of Securities and of the Rules for Voting through a proxy adopted by the Company, 8 proxies were submitted electronically within the time limit

specified in the invitation, namely by the end of the business day preceding the day of the General meeting.

4. By the order and under the conditions of art. 16a of the Articles of Association of the Company and art. 115 “b”, para 6 of LPOS, their right to vote by correspondence have been exercised by 6 shareholders with a total of 5 068 343 shares.
5. For participation in the General Meeting are presented 106 068 903 shares, which represents 78.69% of the capital of the Company, of which – 32 presented in person 17 presented through a proxy and 6 - by correspondence. There is a quorum provided for in the Law and the Articles of Association of the company and the General Meeting may be held Annually and adopt valid decisions on the announced agenda.
6. The following members of the Board of Directors are present at the General Meeting:

- Ognian Donev – Executive Director and Chairman of the Board of Directors.
- Bisera Lazarova – Member of the Board of Directors.

7. The following persons have expressed their desire to attend the meeting as guests:

- Mr. Iliyan Skarlatov, Mr. Svetoslav Tasev, Mrs. Bilyana Stefanova, Mr. Yordan Srebkov, Mr. Teodor Anadoliev, Mr. Dimitar Georgiev, Mr. Aleksandar Georgiev.

The Chairman put the attendance of the guests to a vote.

**Results from the voting:**

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

**The General Meeting accepts the listed persons to attend the General Meeting of Shareholders as guests.**

There are no objections regarding the voting method and the announced results.

***The Agenda of the General Meeting announced in the Commercial Register and the proposals for decisions on the items on the agenda are as follows:***

1. **Approval of the Annual Report of the Board of directors on the company's activities in 2022; Draft decision:** The AGM approves the Annual Report of the Board of directors on the Company's activities in 2022;
2. **Approval of the Annual report of the Investor Relations Director for 2022; Draft decision:** The AGM approves the Annual report of the Investor Relations Director for 2022;
3. **Approval of the Audited Annual Individual Financial Statement of the Company for 2022; Draft decision:** The AGM approves the Audited Annual Individual Financial Statement of the Company for 2022;
4. **Approval of the Audited Annual Consolidated Financial Statement of the Company for 2022; Draft decision:** The AGM approves the audited Annual Consolidated Financial Statement of the Company for 2022;
5. **Approval of the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for the year 2022; Draft decision:** The AGM approves the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for the year 2022;
6. **Approval of the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for the year 2022; Draft decision:** The AGM approves the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for the year 2022;
7. **Approval of a decision for distribution of the Company's profit realized in 2022 and retained earnings from previous periods; Draft decision:** The AGM approves the proposal of the Board of Directors that the net financial result in its full amount of BGN 39 429 437,38 (thirty-nine million four hundred twenty-nine thousand four hundred thirty-seven and 38 stotinki) be distributed as a cash dividend to the shareholders, as follows : to be distributed to the shareholders a gross dividend in the amount of BGN 0,60 per share (sixty stotinki), with the amount up to the full amount of the dividend above the financial result for 2022 being at the expense of the undistributed profit of the Company from previous years in the amount of BGN 757 395,39 (seven hundred fifty-seven thousand three hundred ninety-five and 39 stotinki) and from the Company's additional reserves. The right to receive a dividend belongs to the persons entered in the registers of the Central Depository (CD) as shareholders on the 14th day after the day of the General meeting, at which the annual financial report was adopted and a decision was taken on the distribution of profit. The company must ensure the payment to the shareholders of the dividend voted at the general meeting within 60 days of its holding. The costs of paying the dividend are at the expense of the company. The payment of the dividend is carried out with the assistance of the CD. Shareholders with open accounts with an investment intermediary will receive their dividend through the respective investment intermediary, and those with personal CD accounts will be able to receive their dividend from the branches of "Eurobank Bulgaria" AD (Postbank) in the country;
8. **Approval of the Audit Committee's report in 2022; Draft decision:** The AGM approves the Audit Committee's report on its activities in 2022;
9. **Approval of a decision to discharge the members of the Board of Directors for their activity in 2022; Draft decision:** The AGM releases the members of the Board of Directors from responsibility for their activities in 2022
10. **Election of the Audit Committee of the Company due to the expiration of the term of the current members; Draft decision:** The AGM re-elects the current members of the Audit Committee of the company for a new term of three years, according to the proposal of the Chairman of the Board of Directors of the company enclosed in the materials for the AGM;
11. **Election of a registered auditor of the Company for 2022; Draft decision:** The AGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2022, in accordance with the proposal of the the Audit Committee, enclosed in the materials for the AGM;
12. **Approval of the Report of the Board of directors on the implementation of the Remuneration Policy for the members of the Board of directors of the Company for 2022; Draft decision:** The General Meeting approves the Report of the Board of directors on the implementation of the Remuneration Policy of the members of the Board of directors of the Company for 2022;

- 13. Determination of the remuneration of the members of the Board of directors for 2023; Draft decision:** The remuneration of the members of the Board of directors and the Executive Director remains unchanged;
- 14. Approval of a decision under art. 24, para 3, letter B of the Articles of Association of the Company; Draft decision:** Pursuant to art. 24, para 3, letter B of the Articles of Association, the Executive Director of the Company shall be paid an additional remuneration of 1% (one percent) of the amount of profit realized in 2022 according to the approved Annual Financial report and the Remuneration Policy of the Company;
- 15. Approval of a decision to determine a percentage of the profit realized in 2022 to be distributed among the members of the senior management team of the Company, subject to the requirements of art. 26a, item 12 of the Articles of Association of the Company; Draft decision:** The General Meeting adopts a decision that of 2% (two percent) of the profit realized in 2022 will be distributed among the members of the company's senior management team, subject to the requirements of art. 26a, item 12 of the Articles of Association of the Company;
- 16. Approval of the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of the LPOS; Draft decision:** AGM approves the Substantiated Report of the Board of directors for transactions within the scope of art. 114, para 1 of the LPOS;
- 17. Authorization within the meaning of art. 114, para 1 of the LPOS on a transaction between “Sopharma” AD and “Telecomplect” AD - Section One of the Substantiated Report; Draft decision:** The General Meeting of Shareholders of “SOPHARMA” AD to approve and authorize the persons who manage and represent the public company for the conclusion of a Lease Agreement between “SOPHARMA” AD as an assigner and “TELECOMPLECT” AD as a contractor;
- 18. Miscellaneous.**

At the General Meeting of Shareholders not all the voting shares issued by the Company are represented, therefore, and **on the grounds of art. 231, para. 1 of the Commercial Law the examination of other issues outside the announced agenda is not possible.**

**Following the announcement of the invitation in the Commercial Register, additional issues are not included under the terms of art. 223a of the Commerce Law to the announced agenda for today's General Meeting of shareholders, as well as other proposals for decisions on the announced issues on the agenda in the sense of art. 118, para. 2, item 4 of LPOS.**

Shareholders registered for participation in the Annual General Meeting on 2 June 2023 at 11:00 a.m. (UTC 8:00 a.m.) are entitled, in compliance with the law, to make substantive proposals for decisions on any matter on the agenda to terminate the debate on this issue before voting of a decision on it by the General Meeting.

During the General Meeting, the shareholders of the Company have the right to ask questions on all items of the agenda, as well as questions about the economic and financial status and the commercial activity of the Company, whether these are related to the agenda.

The materials related to the items of the announced agenda of the General Meeting are at disposal of the shareholders from the moment of announcing the invitation for the General Meeting in the Commercial Register at the Registry Agency. The same are available and in the hall where the General Meeting is held. In electronic form, the materials for the General Meeting are also available on the official website of the Company, including at the time of holding the Annual General Meeting of Shareholders.





## **II. DEBATES AND DECISIONS ON THE AGENDA**

### **On item 1 of the agenda:**

**Approval of the Annual Report of the Board of Directors on the company's activities in 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Annual Report of the Board of Directors on the company's activities in 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of art. 115, para 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

### **Results from the voting:**

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the General Meeting took the following **DECISION**:

**The AGM approves the Annual Report of the Board of Directors on the company's activities in 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 2 of the agenda:**

**Approval of the Annual Report of the Investor Relations Director for 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Annual Report of the Investor Relations Director for 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The AGM approves the Annual Report of the Investor Relations Director for 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

### **On item 3 of the agenda:**

#### **Approval of the Audited Annual Individual Financial Statement of the Company for 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Audited Annual Individual Financial Statement of the Company for 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

#### ***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

#### **The AGM approves the Audited Annual Individual Financial Statement of the Company for 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 4 of the agenda:**

**Approval of the Audited Annual Consolidated Financial Statement of the Company for 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the audited Annual Consolidated Financial Statement of the Company for 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM approves the audited Annual Consolidated Financial Statement of the Company for 2022.**

The decision was taken with a majority according to the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 5 of the agenda:**

**Approval of the Auditor's Report on the Audit of the Annual Individual Financial Statements of the Company for the year 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Auditor's Report on the Audit of the Annual Individual Financial Statements of the Company for the year 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The AGM approves the Auditor's Report on the Audit of the Annual Individual Financial Statements of the Company for the year 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 6 of the agenda:**

**Approval of the Auditor's Report on the Audit of the Annual Consolidated Financial Statements of the Company for the year 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Auditor's Report on the Audit of the Annual Consolidated Financial Statements of the Company for the year 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represente d capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM approves the Auditor's Report on the Audit of the Annual Consolidated Financial Statements of the Company for the year 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

### **On item 7 of the agenda:**

#### **Approval of a decision for distribution of the Company's profit realized in 2022 and retained earnings from previous periods.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the proposal of the Board of Directors that the net financial result in its full amount of BGN 39 429 437,38 (thirty-nine million four hundred twenty-nine thousand four hundred thirty-seven and 38 stotinki) be distributed as a cash dividend to the shareholders, as follows : to be distributed to the shareholders a gross dividend in the amount of BGN 0,60 per share (sixty stotinki), with the amount up to the full amount of the dividend above the financial result for 2022 being at the expense of the undistributed profit of the Company from previous years in the amount of BGN 757 395,39 (seven hundred fifty-seven thousand three hundred ninety-five and 39 stotinki) and from the Company's additional reserves. The right to receive a dividend belongs to the persons entered in the registers of the Central Depository (CD) as shareholders on the 14th day after the day of the General meeting, at which the annual financial report was adopted and a decision was taken on the distribution of profit. The company must ensure the payment to the shareholders of the dividend voted at the general meeting within 60 days of its holding. The costs of paying the dividend are at the expense of the company. The payment of the dividend is carried out with the assistance of the CD. Shareholders with open accounts with an investment intermediary will receive their dividend through the respective investment intermediary, and those with personal CD accounts will be able to receive their dividend from the branches of "Eurobank Bulgaria" AD (Postbank) in the country;*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

#### ***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00 %	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM approves the proposal of the Board of Directors that the net financial result in its full amount of BGN 39 429 437,38 (thirty-nine million four hundred twenty-nine thousand four hundred thirty-seven and 38 stotinki) be distributed as a cash dividend to the shareholders, as follows :** to be distributed to the shareholders a gross dividend in the amount of BGN 0,60 per share (sixty stotinki), with the amount up to the full amount of the dividend above the financial result for 2022 being at the expense of the undistributed profit of the Company from previous years in the amount of BGN 757 395,39 (seven hundred fifty-seven thousand three hundred ninety-five and 39 stotinki) and from the Company's additional reserves. The right to receive a dividend belongs to the persons entered in the registers of the Central Depository (CD) as shareholders on the 14th day after the day of the General meeting, at which the annual financial report was adopted and a decision was taken on the distribution of profit. The company must ensure the payment to the shareholders of the dividend voted at the general meeting within 60 days of its holding. The costs of paying the dividend are at the expense of the company. The payment of the dividend is carried out with the assistance of the CD. Shareholders with open accounts with an investment intermediary will receive their dividend through the respective investment intermediary, and those with personal CD accounts will be able to receive their dividend from the branches of "Eurobank Bulgaria" AD (Postbank) in the country.

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.



**On item 8 of the agenda:**

**Approval of the Audit Committee's report in 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM approves the Audit Committee's report on its activities in 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM approves the Audit Committee's report on its activities in 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 9 of the agenda:**

**Approval of a decision to discharge the members of the Board of Directors for their activity in 2022 due to the expiration of their term of office.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM releases the members of the Board of Directors from responsibility for their activities in 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	99 460 553	93,77%	0	0	6 608 350	6.23%
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM releases the members of the Board of Directors from responsibility for their activities in 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 10 of the agenda:**

**Election of the Audit Committee of the Company due to the expiration of the term of the current members**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM re-elects the current members of the Audit Committee of the company for a new term of three years, according to the proposal of the Chairman of the Board of Directors of the company enclosed in the materials for the AGM.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION:**

**The AGM re-elects Vasil Naydenov, Tsvetanka Zlateva and Kristina Atanasova-Elliott as members of the Audit Committee of the company for a new term of three years, according to the proposal of the Chairman of the Board of Directors of the company, attached in the materials for the AGM;**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 11 of the agenda:**

**Election of a registered auditor of the Company for 2022.**

The Chairperson explained that there was a clear factual error in the documents convening the AGM with regard to the year for which the auditor should be selected to certify the Annual financial statements and the Consolidated annual financial statements, as the auditor for 2022 had been selected at the previous AGM held on 3 June 2022 and accordingly had already certified the 2022 financial statements as evidenced by the previous agenda items voted on.

In addition, the materials provided and the Audit Committee's proposal address the selection of a registered public accountant to audit and certify the Company's 2023 Annual Financial Statements.

With reference to the above, the Chairperson pointed out that the decision on this agenda item should correct the year from 2022 to 2023.

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The AGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2023, as proposed by the Audit Committee, enclosed in the materials for the AGM.*

The Chairperson clarified that the proposal of the Audit Committee is that the registered auditor "**Baker Tilly Klitou and Partners**" OOD should check and verify the Annual Financial Statements of the Company for 2023.

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00%	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The AGM elects “Baker Tilly Klitou & Partners” OOD as a registered auditor for audit and verification of the Annual Individual Financial Statements of the Company for 2023, according to the proposal of the Audit Committee, included in the materials on the agenda.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 12 of the agenda:**

**Approval of the Report of the Board of Directors on the implementation of the Remuneration Policy for the members of the Board of Directors of the Company for 2022.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The General Meeting approves the Report of the Board of Directors on the implementation of the Remuneration Policy of the Members of the Board of Directors of the Company for 2022.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	99 460 553	93,77%	0	0	6 608 350	6.23%
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The General Meeting approves the Report of the Board of Directors on the implementation of the Remuneration Policy of the Members of the Board of Directors of the Company for 2022.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 13 of the agenda:**

**Determination of the remuneration of the members of the Board of Directors for 2023.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The remuneration of the members of the Board of directors and the Executive Director remains unchanged.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represented capital	% of the registered capital	Number	% of the represented capital	Number	% of the represented capital	Number	% of the represented capital
Total	106 068 903	100.00%	78.69%	99 460 553	93,77%	0	0	6 608 350	6.23%
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**Pursuant to art. 24, para 3, letter A of the Articles of Association of the company, the AGM decided: The remuneration of the members of the Board of directors and the Executive Director remains unchanged;**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 14 of the agenda:**

**Approval of a decision under art. 24, para 3, letter B of the Articles of Association of the company.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *Pursuant to art. 24, para 3, letter B of the Articles of Association, the Executive Director of the Company shall be paid an additional remuneration of 1% (one percent) of the amount of profit realized in 2022 according to the approved Annual Financial report and the Remuneration Policy of the Company.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represente d capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	99 460 553	93,77%	0	0	6 608 350	6.23%
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**Pursuant to art. 24, para 3, letter B of the Articles of Association, the Executive Director of the Company shall be paid an additional remuneration of 1% (one percent) of the amount of profit realized in 2022 according to the approved Annual Financial report and Remuneration Policy of the Company.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.



**On item 15 of the agenda:**

**Approval of a decision to determine a percentage of the profit realized in 2021 to be distributed among the members of the senior management team of the Company, subject to the requirements of art. 26a, item 12 of the Articles of Association of the company.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The General Meeting adopts a decision that 2% (two percent) of the profit realized in 2022 will be distributed among the members of the company's senior management team, subject to the requirements of art. 26a, item 12 of the Articles of Association of the company.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the represented shares of the Company's capital.

***Voting results:***

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represen ted capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	106 068 903	100.00%	78.69%	106 068 903	100.00 %	0	0	0	0
- from them through a correspondence	5 068 343	4.78%	3.76%	5 068 343	4.78%	0	0	0	0
- from them through a representative	15 298 413	14.42%	11.35%	15 298 413	14.42%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The General Meeting adopts a decision that 2% (two percent) of the profit realized in 2022 will be distributed among the members of the company's senior management team, subject to the requirements of art. 26a, item 12 of the Articles of Association of the company.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 16 of the agenda:**

**Approval of the Substantiated Report of the Board of Directors for transactions within the scope of art. 114, para 1 of the LPOS.**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *AGM adopts the Substantiated Report of the Board of Directors for transactions within the scope of art. 114, para 1 of the LPOS.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairman announced the end of the debates and reminded the persons interested in this transaction in the sense of Art. 114, Para. 7 of the LPOS that they, regardless of whether they are mentioned in the Reasoned Report or not, do not have the right to vote when making a decision on this point from the agenda, as well as that the decision will be adopted by a simple majority of the remaining shares, then put the proposal for a decision to the Board of Directors to a vote.

***Voting results:***

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represen ted capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	50 979 293	48.06%	37.82%	50 979 293	100.00 %	0	0	0	0
- from them through a correspondence	5 068 343	9.94%	3.76%	5 068 343	9.94%	0	0	0	0
- from them through a representative	15 298 413	30.01%	11.35%	15 298 413	30.01%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**AGM adopts the Substantiated Report of the Board of Directors for transactions within the scope of art. 114, para 1 of the LPOS.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 17 of the agenda:**

**Authorization within the meaning of art. 114, para 1 of the LPOS on a transaction between “Sopharma” AD and “Telecomplect” AD - Section One of the Substantiated Report;**

The Chairperson read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The General Meeting of Shareholders of “SOPHARMA” AD to approve and authorize the persons who manage and represent the public company for the conclusion of a Lease Agreement between “SOPHARMA” AD as a assigner and “TELECOMPLECT” AD as a contractor;*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairperson announced at the end of the discussions and reminded the persons interested in the transaction under Art. 114, para 7 of the Law on Public Offering of Securities that they, whether mentioned in the Substantiated report or not, are not entitled to vote in taking a decision on this item of the agenda, and that the decision will be adopted by a simple majority of the remaining shares, and then vote on the proposal for a decision of the Board of Directors.

***Voting results:***

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the represente d capital	% of the registre d capital	Number	% of the represen ted capital	Number	% of the represen ted capital	Number	% of the represen ted capital
Total	50 979 293	48.06%	37.82%	50 979 293	100.00 %	0	0	0	0
- from them through a correspondence	5 068 343	9.94%	3.76%	5 068 343	9.94%	0	0	0	0
- from them through a representative	15 298 413	30.01%	11.35%	15 298 413	30.01%	0	0	0	0

Under these results the AGM took the following **DECISION**:

**The General Meeting of Shareholders of “SOPHARMA” AD to approve and authorize the persons who manage and represent the public company for the conclusion of a Lease Agreement between “SOPHARMA” AD as a assigner and “TELECOMPLECT” AD as a contractor as described in Section One of the Substantiated Report;**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**On item 18 of the agenda:**

**Miscellaneous.**

There are no suggestions on this point and there is no vote.

The agenda of the Annual General Meeting of Shareholders of “Sopharma” AD was exhausted, therefore the Chairperson closed the meeting.

The present minutes were prepared and signed in three identical copies. An integral part of these minutes is: The Commission's Quorum Verification and the represented capital Protocol, the list of the shareholders and shareholder representatives with the number of shares owned and represented by them, List of shareholders who voted by correspondence for the Annual General Meeting of Shareholders of “Sopharma” AD, held on 3 June 2022 at 11:00 a.m. (UTC 8:00 a.m.). Written powers of attorney to represent shareholders at the General Meeting; Certificates for current status of the shareholders and proxies - legal entities, Declarations for voting by correspondence as well as Materials on the convening of the Annual General Meeting, held on 3 June 2022 at 11:00 a.m. (UTC 8:00 a.m.) in Sofia.

CHAIRPERSON OF THE GM:

/Signature/  
/Pelagia Viatcheva/

SECRETARY OF THE GM:

/Signature/  
/Kristiana Buhcheva/

TELLERS:

/Signature/  
/Yanita Mincheva/