

“INVITATION”
for Annual General Meeting of the Shareholders
of “SOPHARMA” AD
ISIN BG11SOSOB18
Event identification code SFAAGM27062025

The Board of directors on the grounds of art. 223 of the Commercial Law and art. 115 of the Law on Public Offering of Securities, convenes an AGM of “Sopharma” AD with unique identification code SFAAGM27062025, for **June 27, 2025** at 11:00 a.m. (08:00 a.m. UTC) at the Company's headquarters in Sofia city with place of holding: 5 Lachezar Stanchev Str., Ground Floor, Sopharma Business Towers, Sopharma Event Center and in the absence of a quorum on that date – On July 18, 2025 at the same place, same time and the same agenda..

Pursuant to art. 16a, para 2 of the Articles of Association of the Company and art. 115b, para 5 of the LPOS the Board of directors informs the shareholders that the voting for the Annual General Meeting, scheduled for June 27, 2025 and in the absence of a quorum on that date, for July 18, 2025, will be possible by correspondence and electronic means, according to the rules described in this invitation.

The Annual General Meeting of Shareholders scheduled for June 27, 2025 will be held with the following agenda and with the following proposals for decisions by the Board of directors:

Substantive issues:

- 1. Approval of the Annual Report of the Board of directors on the company's activities in 2024; Draft decision:** The AGM approves the Annual Report of the Board of directors on the Company's activities in 2024;
- 2. Approval of the Annual report of the Investor Relations Director for 2024; Draft decision:** The AGM approves the Annual report of the Investor Relations Director for 2024;
- 3. Approval of the Audited Annual Individual Financial Statement of the Company for 2024; Draft decision:** The AGM approves the Audited Annual Individual Financial Statement of the Company for 2024;
- 4. Approval of the Audited Annual Consolidated Financial Statement of the Company for 2024; Draft decision:** The AGM approves the audited Annual Consolidated Financial Statement of the Company for 2024;
- 5. Approval of the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for the year 2024; Draft decision:** The AGM approves the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for 2024;
- 6. Approval of the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for the year 2024; Draft decision:** The AGM approves the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for 2024;
- 7. Approval of a decision for distribution of the Company's profit realized in 2024 and retained earnings from previous periods; Draft decision:** The AGM approves the proposal of the Board of Directors that the profit realized in 2024, in its full amount of BGN 28 227 214.06 (twenty-eight million, two hundred twenty-seven thousand, two hundred fourteen leva and 6 stotinki) to be distributed as follows: to pay a dividend to shareholders in the gross amount of 0.08 leva (8 stotinki), to deduct 12 430 732.88 leva (twelve million, four hundred thirty thousand, seven hundred thirty-two leva and 88 stotinki) for an advance dividend paid for the first half of 2024 and to cover the loss from the merger of a subsidiary in the amount of BGN 173 779.67 (one hundred seventy-three thousand, seven hundred seventy-nine leva and 67 stotinki). The remainder of the profit realized in 2024 shall be transferred to Additional reserves. The retained earnings in the amount of BGN 4 521 338.65 (four million five hundred twenty-one thousand three hundred thirty-eight leva and 65 stotinki) shall be transferred to Additional reserves. The right to receive a dividend belongs

to the individuals registered 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 (II) 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 2024; Draft decision: The AGM approves the Audit Committee's report on its activities in 2024;

9. Approval of a decision to determine the remuneration of the members of the Audit Committee for 2025; Draft decision: The AGM determines the remuneration of the members of the Audit Committee for 2025 shall be in the amount of BGN 2 (two) thousand.

10. Approval of the Report of the Board of Directors regarding the implementation of the Policy for the remuneration of the members of the Board of Directors of the Company for 2024; Draft decision: The AGM approves the Report of the Board of Directors regarding the implementation of Remuneration Policy for the members of the Board of Directors of the Company for 2024;

11. Approval of a decision to discharge of responsibility the members of the Board of Directors for their activities in 2024; Draft decision: The AGM discharge of responsibility the members of the Board of Directors from responsibility for their activities in 2024.

12. Determination of the remuneration of the members of the Board of directors and of Executive Director for 2025; Draft decision: Pursuant to Article 24, paragraph 3, letter "A" of the Company's Articles of Association, the AGM decided that the permanent monthly remuneration of the members of the Board of Directors for 2025 shall be in the amount of BGN 15 thousand (fifteen thousand), and the permanent monthly remuneration of the Executive Director for 2025 shall be in the amount of BGN 24 thousand (twenty-four thousand);

13. Election of a registered auditor of the Company for 2025; Draft decision: The AGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2025, in accordance with the recommendation of the Audit Committee, enclosed in the materials for the AGM;

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 net profit realized in 2024 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 2024 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 AGM approves a decision that 2% (two percent) of the net profit realized in 2024 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 a Long-Term Share Incentive Program for Key Employees; Draft decision The General Meeting approves a Long-Term Share Incentive Program for Key Employees, with the distributed repurchased shares for the purposes of the Program being up to 0.5% of the capital per year.

17. Approval of a decision to increase the capital with Company's own funds; Draft decision: The AGM increases the capital of the Company from BGN 179 719 201 (one hundred seventy-nine million seven hundred nineteen thousand two hundred and one) to BGN 539 157 603 (five hundred thirty-nine million one hundred fifty-seven thousand six hundred and three), by issuing BGN 359 438 402 (three hundred fifty-nine million four hundred thirty-eight thousand four hundred and two) ordinary, registered, dematerialized shares with voting rights and with a unit nominal value of BGN 1. The capital increase will be carried out on the basis of Art. 197, para. 1 and Art. 246, para. 4 of the Commercial Act with the Company's own funds from "Additional reserves" and from "Premium reserve". As a result of the

increase, each shareholder will receive 2 (two) new shares for each 1 (one) share held by him. For the purposes of the increase, the funds from the Company's reserves will be used as follows: from "Additional reserves" an amount of BGN 226 529 809.51 (two hundred twenty-six million five hundred twenty-nine thousand eight hundred nine and 51 stotinki) and from the Premium Reserve an amount of BGN 132 908 592.49 (one hundred thirty-two million nine hundred eight thousand five hundred ninety-two and 49 stotinki). After the increase, the Company's capital will be BGN 539 157 603 (five hundred thirty-nine million one hundred fifty-seven thousand six hundred three) divided into 539 157 603 (five hundred thirty-nine million one hundred fifty-seven thousand six hundred three) ordinary, registered dematerialized shares. The right to participate in the capital increase is granted to the persons registered in the Company's shareholders' book no later than 14 days after the date of the decision of the General Meeting to increase the capital. The investment intermediary that will service the increase will be the Investment Company "Sofia International Securities" AD, UIC: 121727057, with registered office and registered address: Sofia, Sredets district, 140 Georgi S. Rakovski Str., floor 4.

18. Approval of a decision for implementing changes to the Company's Articles of Association; Draft decision: The AGM approves the proposed changes to the Company's Articles of Association in connection with the capital increase of the Company;

19. Adoption of a Substantiated Report of the Board of Directors on transactions within the scope of Art. 114, para. 1 of the LPOS; Draft decision: The AGM adopts the Reasoned Report of the Board of Directors on transactions within the scope of Art. 114, para. 1 of the LPOS;

20. Authorization within the meaning of Art. 114, para. 1 of the LPOS regarding a transaction between Sopharma AD and Sopharma Trading AD – Section One of the Substantiated Report; Draft decision: The AGM authorizes the Board of Directors to conclude a Lease Agreement between "SOPHARMA" AD as a lessor and "SOPHARMA TRADING" AD as a lessee – a transaction falling within the scope of Art. 114, para. 1 of the LPOS, in accordance with the terms of Section One of the Reasoned Report;

21. Authorization of the Board of Directors of the company to conclude a transaction within the scope of Art. 114, para. 1, item 2 of the LPOS. Draft decision: The AGM authorizes the Board of Directors of the company to conclude a Contract for the production of "SOPHARMA" AD as the contractor and "SOPHARMA TRADING" AD as the assignor - a transaction falling within the scope of art. 114, para. 1 of the LPOS, in accordance with the terms of Section Two of the Substantiated Report.

22. Miscellaneous.

Pursuant to art. 16a, para 2 of the Articles of Association of the Company and art. 115b, para 5 of the LPOS the voting for the Annual General Meeting, scheduled for June 27, 2025 and in the absence of a quorum on that date for July 18, 2025 through correspondence and electronic means will be accepted subject to the following rules:

1. Pursuant to art. 16a of the Articles of Association of the Company the shareholders may exercise their voting right before the date of the meeting by correspondence

2. The voting right at the AGM "Sopharma" AD exercised through correspondence, represents an explicit, written, notarized statement of will from a shareholder of the Company, which is for a specific AGM and contains data on: identification of the shareholder in accordance with the requirements for registration for participation in the AGM; the number of shares owned by the shareholder; the agenda items proposed for discussion at the specific AGM of the Company, in accordance with the invitation for convening the General Meeting announced in the Commercial Register; proposals for decisions on each of the items on the agenda; the manner of voting on each of the agenda items (for each agenda item only one of the listed voting methods must be indicated: 'For', 'Against' or 'Abstained'); date and signature. For convenience of the shareholders, a letter of formal statement of will containing the relevant requisites is attached to this invitation.

3. The necessary data for identification of a shareholder are – for a physical person: Full name, a personal identification number and address. The necessary data for identification of a shareholder - legal

entity are: name, registered office and management address, unique identification code and full name of the company representative (s).

4. The statement of will under item 2 above in a foreign language must be accompanied by a translation into Bulgarian language, certified in accordance with the Regulations for the legalization, certification and translation of documents and other papers. The translation of official documents is done by an interpreter engaged at a company that has signed a contract with the Ministry of Foreign Affairs. The fact that the interpreter is registered with such a company is certified by the Ministry of Foreign Affairs with the signature of the interpreter or with an explicit certificate together with a statement by the interpreter that he/she has not been removed from the list at the Ministry of Foreign Affairs. If there is a discrepancy between the texts, the data in the Bulgarian translation will be accepted as valid.

5. In case the voting right is exercised through correspondence by a shareholder - legal entity, the explicit statement of will must be accompanied by an original or a certified copy of a valid commercial registration certificate, respectively of the respective fund - shareholder, an up-to-date certificate for judicial registration of the fund - shareholder, and for the funds under the Activities of Collective Investment Schemes and other Collective Investment Companies Law (ACISCICL) - the documents stipulated in the Act, certifying the existence and identification of the fund and its management company and their right to carry on business, as well as identification of the persons who manage and represent the fund (BULSTAT certificate of the fund, certificate of current status of the management company, license to operate under the ACISCICL and permission to organize and manage the fund). The commercial and/or court registration certificate and/or other identification documents issued in a foreign language must be accompanied by a translation into Bulgarian subject to the conditions set out in item 4 above.

6. As a valid means of exercising the right to vote by correspondence, the shareholders of "SOPHARM" AD may use any of the following exhaustively listed methods: mail/courier - by means of a letter sent to the Company through "Bulgarian Posts" EAD/courier with a return receipt, certifying the moment of receipt of the letter from the Company; e-mail - by means of an electronic message, which should be signed with a universal or qualified electronic signature by the shareholder and attached to it an electronic document (electronic image) of the declaration of intent and all accompanying documents, also signed with universal or qualified electronic signature (UES or QES) by the shareholder or the proxy; personal delivery, against an incoming number, to an employee of "Sopharma" AD at the address: Sofia city, 1756, 5 Lachezar Stanchev Str., Sopharma Business Towers, Reception building A after a pre-arranged time for delivery by phone 02 8134 319. When using "Bulgarian Posts" EAD/courier to send the documents, the shareholders may indicate that the costs of the shipment will be covered by the recipient.

7. "SOPHARMA" AD will only accept voting by correspondence if the written statement with the vote of the respective shareholder, regardless of the chosen method of sending is received by the Company no later than June 26, 2025 which is the last business day, preceding the date set for the AGM.

8. In case that a shareholder of "SOPHARM" AD who exercised his voting right through correspondence attends the Annual General Meeting on June 27, 2025, his exercised voting right through correspondence is valid unless the shareholder states otherwise upon registration to attend the meeting. In this case, on the matters on which the shareholder votes at the General Meeting in person will outweigh the vote by correspondence.

9. Mailing or courier correspondence address: Sofia city, 1756, 5 Lachezar Stanchev Str., Sopharma Business Towers, Building A, floor 11 for "Sopharma" AD - to the attention of the Investor Relations Director. E-mail correspondence address: ir@sopharma.bg.

Written materials for the meeting are available to shareholders at the company's headquarters in Sofia, every working day from 8:30 a.m. to 5:00 p.m. (5:30 a.m. to 2:00 p.m. UTC). The invitation, together with the written materials on the agenda items of the meeting, have been sent to the Commission for Financial Supervision, "Central Depository" AD and the regulated market, announced to the public and published on the website of "Sopharma" AD - www.sopharmagroup.com for the time from the announcement of the invitation in the Commercial Register until the end of the General Meeting.

The Board of directors of "Sopharma" AD informs that the total number of voting shares at the AGM of the Company at the date of the decision of the Board of directors to convene the Annual General

Meeting is 179 719 201 dematerialized, registered shares with voting right, ISIN code of the emission: BG11SOSOB18. At the date of the decision of the Board of directors for convening of the AGM, the treasury shares purchased by the Company are 13 357 228 shares.

Pursuant to art. 115b, para 1 of LPOS the right to vote in the AGM is exercised by the persons registered as such with the registers of the Central Depository 14 days before the date of the AGM, the respective valid date for the Annual General Meeting is **June 13, 2025**. Persons registered as such with voting right at that date are entitled to participate and exercise their voting right at the Annual General Meeting. To determine the circle of voting persons at the General Meeting, scheduled for **June 27, 2025**, the Company will obtain a Book of Shareholders from the “Central Depository” AD valid as at is **June 13, 2025** in accordance with the provisions of art. 115b, para 2 of LPOS.

According to the provision of art. 187a, para 3 of the CA the exercise of all rights, including the right to vote, on the treasury shares bought back by the Company shall cease until the moment of their transfer.

On the grounds of art. 118, para 2, item 4 of LPOS, persons holding together or separately at least 5 per cent of the capital of the public company “SOPHARMA” AD may in compliance with the restriction under art. 118, para 3 of LPOS, request the inclusion of agenda items and propose resolutions on already included agenda items for the General Meeting under the provisions of art. 223a of the Commercial Law. Not later than 15 days before the opening of the General Meeting, these shareholders shall submit for announcement with the Commercial Register a list of the items that they would like to be included in the agenda and the respective proposals for decisions on them, respectively proposals for decisions on items already on the agenda. With the announcement in the Commercial Register, the items are considered included in the proposed agenda of the General Meeting, respectively proposals for decisions on items already on the agenda. At the latest on the next business day, following the announcement, the shareholders shall submit the list of items, the proposals for decisions and the written materials at the address of the company's management, as well as to the Financial Supervision Commission and the regulated market in which the shares of the Company are admitted to trading.

Shareholders have the right, subject to the requirements of the law, to make substantive proposals for decisions on any item included on the agenda until the debate on this item is terminated and before the General Meeting votes a resolution on the respective item. In exercising this right, the restriction provided in art. 118, para 3 of LPOS is valid.

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 situation and the commercial activity of the Company, no matter whether they are related to the agenda or not.

The registration of the shareholders for participation in the General Meeting will take place on the announced day of its holding from 9:30 a.m. to 10:50 a.m. (6:30 a.m. to 7:50 a.m. UTC).

For registration and participation in the EGM, individuals - shareholders present an identity document. Legal entities - shareholders shall present an original or a certified copy of a current commercial / judicial registration certificate as well as an identity document of the legal representative.

Rules for proxy voting:

Pursuant to the provisions of art. 18, para 2 of the Articles of Association of the Company a proxy of shareholders in the general meeting must contain an explicit written letter of attorney for the particular general meeting with a minimum content as per art. 116, para 1 of LPOS.

In case a shareholder – legal entity is represented by a physical person the authorized person must provide their identity document, original or a certified copy of a current certificate of commercial/court registration of the shareholder – legal entity, resp. the documents described in item 5 of the rules for voting by correspondence above for the shareholders - funds under the **ACISCICL**, as well as an explicit written letter of attorney for the particular general meeting with content as per art. 116, para 1 of LPOS signed by the legal representative of the shareholder – legal entity, entered in the current certificate of commercial/court registration.

In case a shareholder is represented by a legal entity - the person, representing the proxy, apart from their identification document must present an original or a certified copy of a current certificate of

commercial/court registration of the proxy - legal entity, an explicit written letter of attorney for the particular general meeting with content as per art. 116, para 1 of LPOS issued by the shareholder. If the shareholder is a legal person, the person representing the proxy must also present an original or a certified copy of a current certificate of commercial/court registration of the shareholder resp. the documents described in item 5 of the rules for voting by correspondence above for the shareholders - funds under the **ACISCICL**

The power of attorney should contain:

- A statement on the rights of the proxy in the cases of further included issues and/or proposals for decisions under art. 118, para 2, item 4 of the LPOS in connection with art. 223a of the Commercial Law;
- A statement on the rights of the proxy in the hypothesis of art. 231, para 1 of the Commercial Law;
- A statement on the right of the proxy to make substantive proposals for decisions on the items included in the agenda until the discussion on the respective issue – art. 115, para 2, item 6 of LPOS. In this case the authorizing officer should explicitly indicate in the power of attorney a way to vote or give the proxy the right to vote at his own discretion.

Pursuant to art. 116, para 4 of LPOS the re-authorization with the rights granted to the proxy according to the power of attorney given to him, as well as the power of attorney given in violation and/or in inconsistency with the provisions of art. 116, para 1 of the LPOS is void.

A commercial/court registration certificate as well as all documents for the identification of a legal entity - shareholder or proxy, as well as a power of attorney for representation in the General Meeting, issued in a foreign language, must be accompanied by a translation into Bulgarian, certified according to the requirements of the Regulations for legalizations, certifications and translations of documents and other books. The translation of official documents is carried out by a translator to a company contracted by the Ministry of Foreign Affairs. The fact that the translator is registered with such a company is certified by the Ministry of Foreign Affairs with a certification of the translator's signature or with an express certificate, together with a declaration by the translator that he has not been deleted from the list of the Ministry of Foreign Affairs. In case of discrepancy between the texts, the data in the Bulgarian translation will be accepted as correct.

The Board of directors of “SOPHARMA” AD shall provide a sample of a power of attorney together with the materials for the General meeting. The sample of a power of attorney is also available on [the Company's website - https://www.sopharmagroup.com/bg/investitori/obshcho-sbranie-na-akcionerite](https://www.sopharmagroup.com/bg/investitori/obshcho-sbranie-na-akcionerite).

In view of the technical support of the registration procedure for participation in the General Meeting of Shareholders copies of the powers of attorney should be submitted to the Company on paper or in electronic form at the latest by the end of the working day preceding the date of the General Meeting, namely 5:00 p.m. (2:00 p.m. UTC) June 26, 2025.

“SOPHARMA” AD will receive and accept valid electronic notifications and proxies by e-mail to the following e-mail: ir@sopharma.bg as the electronic messages should be signed with an universal or qualified electronic signature (UES or QES) by the legal representative or natural person and accompanied by an electronic document (electronic image) of the power of attorney, which is also signed with an or qualified electronic signature (UES or QES) by the legal representative.”

Pursuant to art. 227, para 3 Commercial Law, in case of an absence of a quorum of the date of the Annual General Meeting of Shareholders announced with this invitation, the same shall be held on July 18, 2025 at 11:00 a.m. (8:00 a.m. UTC) on the same place and with the same agenda. In this case, agenda items may not be included under the provisions of art. 223a of the Commercial Law.”

/Signature/

Ognyan Donev, PhD

Executive Director and

Chairman of the Board of Directors

"Sopharma" AD