

INVITATION
for the General Meeting of the Warrant Holders of
"SOPHARMA" AD
ISIN BG9200001212

Event identification code SFAGMW02062023

The Board of Directors hereby convenes a General Meeting of the holders of warrants of "SOPHARMA" AD with the unique identification code SFAGMW02062023 to be held on 2 June 2023 at 14:00 hours (11:00 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 23 June 2023 at the same location, with the same starting time and agenda.

Pursuant to Article 16a, para. 2 of the Articles of Association of the Company and Article 115b, para. 5 of the LPOS, the Board of Directors hereby notifies the Warrant holders that at the General Meeting of Warrant holders scheduled to be held on 2 June 2023 and, in the absence of a quorum on that date, on 23 June 2023, voting by correspondence and electronic means will be accepted as per the rules described in this notice.

That the General Meeting of Warrant holders scheduled to be held on June 2, 2023 be held with the following agenda and with the following proposed resolutions by the Board of Directors:

Procedural issues:

Election of chairperson, secretary and tellers to hold the General Meeting: *Draft decision:* The Board of directors proposes to elect Pelagia Viatcheva as chairperson of the General Meeting of warrant holders, for secretary Kristiana Buhcheva and for teller Yanita Mincheva.

Election of a Commission for verification and validation of the quorum: *Draft decision:* The Board of directors proposes to elect Pelagia Viatcheva as chairperson of the Commission for verification and validation of the quorum, for secretary Kristiana Buhcheva

Substantive issues:

1. Adoption of a Report on the movement of the price of ordinary shares of "SOPHARMA" AD on the regulated market, organized by the "Bulgarian Stock Exchange" AD, for the last 12 months; *Draft decision:* The general meeting of warrant holders accepts a Report on the movement of the price of ordinary shares of "SOPHARMA" AD on the regulated market, organized by the "Bulgarian Stock Exchange" AD, for the last 12 months;

2. Adopting a decision to exercise the warrants' rights. *Draft decision:* The general meeting of the holders of warrants with ISIN BG9200001212 adopts a decision to exercise the rights to subscribe shares from a future increase in the capital of "SOPHARMA" AD, by issuing 44 925 943 number of ordinary, registered, dematerialized shares, with the right to vote, with a nominal value of BGN 1 each and an issue value of BGN 4.13 per share, provided that the shares from the increase are subscribed solely by the warrant holders;

3. Requesting that the Board of Directors adopts a decision on a conditional capital increase. *Draft decision:* Requesting that the Board of Directors adopts a decision on a capital increase under the provisions of the Company's Articles of Association, Art. 195 of the Commercial Code and in accordance with art. 113, para. 2, item 2 of the LPOS, in which the warrant holders can exercise their rights under item 2 of the agenda, and under the terms and conditions described in the Prospectus for the public offering of warrants, confirmed with a Decision of the Financial Supervision Commission № 804 – E/04.11.2021.

At the General Meeting of Warrant holders scheduled for 2 June 2023, and in the absence of a quorum on that date, 23 June 2023, voting by correspondence and electronic means will be accepted subject to the following rules:

1. Warrant holders may exercise their voting rights prior to the date of the meeting by correspondence.

2. The voting right at the General Meeting of the Warrant holders of “SOPHARMA” AD exercised through correspondence, represents an explicit, written, notarized statement of will from a warrant holder of the Company, which is for a specific General Meeting of Warrant holders and contains data on: identification of the warrant holder in accordance with the requirements for registration for participation in the General Meeting of Warrant holders; the number of warrants owned by the warrant holder; the agenda items proposed for discussion at the specific General Meeting of Warrant holders of the Company, in accordance with the invitation for convening the General Meeting; 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 warrant holders, a letter of formal statement of will containing the relevant requisites is attached to this invitation.

3. The necessary data for identification of a warrant holder are – for a physical person: three names, a personal identification number (PIN) and address. The necessary data for identification of a warrant holder - legal entity are: name, registered office and management address, unique identification code (UIC) and the three names 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 art. 2a, para 2 of 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 Warrant holder - 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 - warrant holder, an up-to-date certificate for judicial registration of the fund - warrant holder, 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 Warrant holders of “SOPHARMA” 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 (UES or QES) by the Warrant holder 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 warrant holder 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 warrant holders 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 warrant holder, regardless of the chosen method of sending is received by the Company no later than 1 June 2023, which is the last business day, preceding the date set for the General Meeting of Warrant holders.

8. In case that a warrant holder of “SOPHARMA” AD who exercised his voting right through correspondence attends the General Meeting on 2 June 2023 his exercised voting right through correspondence is valid unless the warrant holder states otherwise upon registration to attend the meeting. In this case, on the matters on which the warrant holder 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.

The written materials for the Meeting are available to Warrant holders at the registered office and registered address of the Company in the City of Warsaw. Sofia, ul. "16 Iliensko Shose, at the Registry Office, 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 items on the agenda of the Meeting, have been sent to the Financial Supervision Commission, the “Central Depository” AD and the regulated market, have been announced to the public and have been published on the website of “SOPHARMA” AD - www.sopharmagroup.com for the period from the announcement of the invitation until the conclusion of the General Meeting.

The Board of Directors of “SOPHARMA” AD hereby informs that the total number of warrants with voting rights at the General Meeting of the Company's warrant holders as at the date of the Board of Directors' decision to convene the General Meeting is 44 925 943 registered book-entry warrants with voting rights, ISIN code of the issue: BG9200001212.

On the basis of Art. 115b, para. The voting rights at the General Meeting shall be exercised by the persons registered as such with voting rights in the records of the Central Depository 14 days prior to the date of the General Meeting, which date, valid for this General Meeting of Warrant holders, is 19 May 2023. In order to determine the circle of persons entitled to vote at the General Meeting scheduled for 2 June 2023, the Company will procure from the “Central Depository” AD a register of warrant holders up to date as at 19 May 2023 in accordance with the provisions of Article 115b para. of the LPOS.

Warrant holders shall be entitled, subject to the requirements of the law, to make substantive proposals for resolutions on any matter included in the agenda until the debate on that matter is concluded and before the General Meeting votes on a resolution thereon. In exercising this right, the restriction provided for in Article 118 para.3 of the LPOS shall apply accordingly.

During the General Meeting, holders of the Company's warrants shall have the right to raise questions on all items on the agenda, as well as questions concerning the Company's economic and financial situation and business activities, regardless of whether the latter are related to the agenda.

Registration of Warrant holders to attend the General Meeting will take place on the day announced for the General Meeting from 13:00 to 13:50 (10:00 to 10:50 UTC).

For registration and participation in the GMW, the individual Warrant holders shall present an identity document. Legal entities - holders of warrants shall present an original or a certified copy of a current certificate of commercial/judicial registration as well as a document of identity of the legal representative.

Proxy voting rules. 1 of the Securities Act.

In the case of voting by proxy of a Warrant holder at the General Meeting, pursuant to the provision of Article 18, Paragraph 2 of the Articles of Association of the Company, it is necessary to submit an express written proxy for the specific General Meeting with the minimum content pursuant to Article 116, Paragraph 2 of LPOS.

In the case of a proxy of a legal entity-holder of warrants by a proxy of an individual - the proxy shall present his/her identity document, the original or a certified copy of the current certificate of commercial/judicial registration of the relevant legal entity-holder of warrants, resp. 5 of the rules for voting by correspondence above for the holders of warrants - funds under the ACISCICL, as well as an express written proxy for the specific general meeting with the content referred to in Art. 116, para. 1 of the LPOS, signed by the legal representative of the legal entity - holder of warrants, entered in the certificate of current status.

In the case of representation of a warrant holder by a proxy - legal entity - the proxy, in addition to his/her identity document, shall present the original or a certified copy of the current certificate of commercial/judicial registration of the relevant legal entity - proxy, an explicit written power of attorney for the specific general meeting with the content referred to in Art. 116, para. 1 of the LPOS, issued by the Warrant holder, and if the Warrant holder is a legal entity, then the person representing the proxy should also submit the original or a certified copy of the current certificate of commercial/judicial registration of the Warrant holder, respectively the documents described in item 5 of the rules for voting by correspondence above for the Warrant holders - 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 a power of attorney for representation in the General Meeting issued in a foreign language must be accompanied by a translation into Bulgarian, certified in accordance with requirements of the Regulations on legalizations, 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

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](https://www.sopharmagroup.com)

In view of the technical support of the registration procedure for participation in the General Meeting of Warrant holders, 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 17:00 (14:00 UTC) on 1 June 2023.

“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 physical 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 the case of an absence of a quorum of the date of the General Meeting of Warrant holders announced with this invitation, the same shall be held on 23 June 2023 at 11:00 a.m. (8:00 a.m. UTC) on the same place and with the same agenda.

Signature: /electronic signature/

Ognian Donev, PhD

Executive director

“Sofarma” AD