

REPORT
REGARDING
THE APPLICATION OF THE REMUNERATION POLICY FOR
THE MEMBERS OF THE BOARD OF DIRECTORS OF
“SOPHARMA” AD FOR 2022

The present report has been prepared in accordance with art. 12, par. 1 of Ordinance №48 of the Financial Supervision Commission from 20 March 2013 and art. 8 (2) of the Remuneration policy for the members of the Board of Directors of “Sopharma” AD, prepared by the Board of Directors and approved by the Annual General Meeting of shareholders on 25 September 2020.

In the present report the Company discloses the details of the application of the Remuneration policy for the members of the Board of Directors and the Executive Director, emphasising on the avoidance of incentives for taking excessive risk, conflict of interest or other behavior, leading to adverse consequences.

1. Information about the decision process in preparing the Remuneration policy, including, if applicable, information about the term and composition of the Remuneration committee, the name of the external consultants, whose services have been used in preparing the Remuneration policy

The Remuneration policy has been adopted in accordance with Ordinance № 48 from 20 March 2013 and in compliance with the provisions of the Law on Public Offering of Securities regulating the remuneration of the members of the managing and controlling bodies of public companies. The latest changes in the remuneration policy were adopted by the General Meeting of Shareholders on 25 September 2020.

The remunerations of the members of the Board of Directors are based on the operational results of the Company and are in accordance with the business strategy, goals, values and long-term interests of the Company, as well as the avoidance of discrimination, conflict of interest and unequal treatment of persons in determining their remuneration.

The Company has not formed a Remuneration committee. No external consultants have taken part in preparing the Remuneration policy.

In 2022 “Sopharma” AD applied Remuneration policy of the Board of Directors in accordance with legal requirements and the recommendations of the National Corporate Governance Code.

2. Information about the relative weight of the variable and fixed components of the remuneration of the members of management and controlling bodies

According to the Remuneration policy the members of the Board of Directors and the Executive Director are entitled to remuneration, the type, size and due period of which are determined with a decision of the Annual General Meeting and which is paid out under the terms and conditions of the management contracts between them and the Company.

On the basis of art. 24, par. 3, letter A of the Company's Articles of Association and a decision of the Annual General Meeting of 3 June 2022 the permanent monthly remuneration of a member of the Board of Directors is BGN 10 000 / ten thousand / or BGN 120 000 / one hundred and twenty thousand / annually, and of the Executive Director the permanent monthly remuneration is BGN 30 000 / thirty thousand / or BGN 360 000 / three hundred and sixty thousand/.

The Executive Director of the Company annually received an additional payment of 1% of the profit for 2021 recorded in the Separate Annual Financial Statements approved by the General Meeting of Shareholders, namely BGN 242 706 /two hundred and forty-two seven hundred and six/, with 40% being deferred by the GMS for a period of three years.

The ratio between fixed and variable remuneration in 2022 is 1.48.

3. Information about the criteria for achieved targets, based on which stock options, stocks of the Company or other types of variable payment are provided and an explanation how the criteria under art. 14, par. 2 and 3 from Ordinance 48 contribute to the long-term interests of the company

The current Remuneration policy for the members of the Board of Directors does not allow the inclusion of stocks, stock options or other rights for acquisition of stocks of the Company in the remuneration of the members of the Board of Directors. No part of the remuneration is based on changes in the price of the shares of the Company.

The criteria for the variable remuneration of the Executive Director are objective and measurable and are based on the achieved results, previously determined by the company in the remuneration policy, which promote the long-term stability of the company and include non-financial indicators, such as compliance with applicable rules and procedures.

4. Clarifications regarding the applied methods for determining the successful reaching of targets

The financial criteria for achieved results, which are set in the Policy for determining the remuneration and are used in the assessment for determining the variable remuneration of the Executive Director in 2022 are the realization of revenues from the operations of "Sopharma" AD and the realization of positive gross financial result.

The specific parameters of the financial criteria were determined at the end of 2020 by a decision of the Board of Directors dated 14 December 2020, based on an analysis of the results achieved under the financial criteria set for the previous year, as well as the approved budget and strategy for the next calendar year. The assessment of the fulfillment of the financial criteria for achieved results is performed annually, based on the audited by the auditor annual financial statements of the company.

The non-financial criteria for achieved results for 2022 are determined by the Board of Directors of "Sopharma" AD, according to the immediate need for change and a flexible approach to adjusting the work environment, processes and relationships with third countries in order to maintain the normal pace of work in the period of the crisis caused by

Russia's hostile invasion in Ukraine and the subsequent military actions on the territory of Ukraine, the economic sanctions imposed on Russia, as well as their consequences affected logistics, price agreements and led to an increase in inflation and a change in almost all business practices in Europe.

In addition, Art. 12 of the Policy for formation of the remuneration of the members of the Board of Directors contains a clause, allowing the Company to request the returning of the paid variable remuneration, determined on the basis of the principles of art. 9.3 of the same. Remuneration based on data, which subsequently proves to be false, shall be subject to returning. The decision for requesting the returning shall be taken by the General Meeting of Shareholders of the Company.

5. *Clarification regarding the correlation between the remuneration and the achieved results*

Chapter II and III of the Remuneration policy contain the main guidelines applied in determining the remuneration of the members of the Board of Directors.

6. *Base remuneration and justification of the annual scheme for bonus payments and/or all other non-monetary additional remunerations*

On the basis of art. 24, par. 3, letter B of the Articles of Association the Executive Director of the company will receive an additional payment of 1% of the profit for 2021 recorded in the approved Annual Financial Statements by the General Meeting of shareholders, namely BGN 242 706 / two hundred and forty-two seven hundred and six BGN/.

In 2022 in favour of the the Executive Director have been accrued tantiems for the amount of BGN 242 706 and BGN 278 817 has been paid.

According to Article 9.3, para. 4 of the Remuneration Policy 40% of the Executive Director's additional remuneration is deferred for a period of three years. As of 31 December 2022 the deferred variable remuneration of the Executive Director amounts to BGN 355 981,40 and shall be distributed as follows:

- BGN 153 290,87 has a maturity in 2023;
- BGN 108 811,82 has a maturity in 2024;
- BGN 93 878,71 has a maturity in 2025.

7. *Description of the main features of the scheme for additional voluntary retirement insurance and information about the paid and/or due contributions by the Company in favor of the relevant member of the management or supervisory body for the for the respective financial year, when applicable*

The Company has no obligations regarding an additional voluntary retirement insurance of the members of the Board of Directors and the Company has no liabilities related to retirement benefits for the members during the reporting financial year.

8. Information regarding the deferment period for the payment of the variable remuneration

According to the Articles of Association, in case of a positive financial result /profit/ and by decision of the General Meeting, the Executive Director is entitled to receive a one-time bonus of up to one percent of the net profit of the Company.

The payment 40% of the one-time payment to the Executive Director shall be deferred for a period of 3 years. Repayment of the deferred portion of the variable remuneration is made once a year at maturity.

9. Information about the compensation policy after contract termination

In case of early termination of the Management contract with a member of the Board of Directors, respectively with the Executive Director, the total amount of the compensations, due in relation to the early termination, as well as the payments, related to the notification period or provisioned in the clause, prohibiting the conduct of competing activities, cannot exceed the amount of the annual fixed remuneration of the person paid for the last two years. The above mentioned compensations shall not be payable when the contract is terminated due to unsatisfactory results and/or faulty behavior of the member of the Board of Directors, respectively of the Executive Director.

10. Information about the period, in which the shares cannot be transferred and the options on shares cannot be exercised, concerning variable remuneration, based on shares

The current Remuneration policy for the members of the Board of Directors does not provision for this type of remuneration.

11. Information about the policy for retaining of certain amount of stock until the end of the term of the members of the management and controlling bodies after expiration of the period under item 10 in which the shares cannot be transferred and the options on shares cannot be exercised

The Remuneration policy for the members of the Board of Directors does not envisage provisions for this type of remuneration.

12. Information about the contracts of the members of the management and controlling bodies, including the term of each contract, the notification period for termination and details regarding the compensations and/or other due payments in the event of early termination

The members of the Board of Directors were elected by decision of the General Meeting held on 4 June 2021 for a period of 5 years.

13. Full amount of the remuneration and other incentives of the members of the management and controlling bodies for the respective financial year

Total accrued remuneration of the Board of Directors for the current financial year amounted to BGN 1 271 772.

14. Information about the remuneration of each person, who has been member of a management or controlling body of a public company for a certain period in the respective financial year

- a) the full amount of the paid and/or accrued remuneration of the person for the respective financial year**

BGN	Paid remuneration	Accrued remuneration
Ognian Ivanov Donev	638 817	602 706
Vessela Lyubenova Stoeva	194 315	194 315
Bissera Nikolaeva Lazarova	120 000	120 000
Alexandar Viktorov Tchaoushev	120 000	120 000
Ivan Venetskov Badinski	174 751	174 751
Procurator - Ivan Badinski	60 000	60 000
Procurator - Simeon Donev	488 413	488 413

- b) the remuneration and other tangible and intangible incentives received by the person from companies of the same group**

Total remuneration received from other companies in the same group amounted to BGN 24 000 for Ognian Donev.

- c) remuneration received by the person in the form of profit sharing and/or bonuses and the reasons for its provision**

In 2022 at the Annual General meeting held on 3 June 2022 is voted (on the basis of art. 24, par. 3, letter "B" of the Company's Articles of Association) to Ognian Ivanov Donev, in his capacity as Executive Director of the Company and member of the Board of Directors, to be paid an additional remuneration of 1% (one percent) of the amount of profit realized in 2021 according to the adopted Annual Financial statements.

None of the other members of the Board of Directors of "Sopharma" AD received any remuneration from the Company in the form of profit sharing and/or other bonuses.

- d) any additional payments for services provided by the person outside of their normal functions when such payments are allowed under the contract signed with him/her**

Vessela Lyubenova Stoeva – Deputy Chairman of the Board of Directors of "Sopharma" AD was paid BGN 74 315 under a contract of employment as an "Adviser on Economic Affairs to the Executive Director".

Ivan Venetskov Badinski, member of the Board of Directors of "Sopharma" AD, was paid BGN 54 751 under a contract of employment as a "Director of Co-operation and Licensing" and BGN 60 000 in his capacity as procurator of the Company.

Simeon Ognianov Donev - in his capacity as procurator of the Company, was paid BGN 60 000 and BGN 428 413 under an employment contract for the position of "Director of Business Development".

The contracts with the other members of the Board of Directors of “Sopharma” AD do not provide for additional payments for services provided by them outside of their normal functions.

- e) paid and / or accrued compensation for the termination of their contract during the last financial year**

None.

- f) an overall assessment of all non-monetary benefits, expressed as a remuneration, outside of those specified in letters a) – e)**

In 2022 no member of the Board of Directors of “Sopharma” AD has received non-monetary benefits, expressed as remuneration, outside of those specified in letters a) – e).

- g) information regarding all loans, payments of welfare cost and guarantees by the Company or its subsidiaries or other companies subject to consolidation in its annual financial statements, including data on the remaining outstanding part and interests.**

In 2022 no member of the Board of Directors of “Sopharma” AD has received loans, guarantees by the Company or its subsidiaries or other companies subject to consolidation in its annual financial statements. Social insurances for the members of the Board of Directors in the amount of BGN 14 790,19 have been accrued.

15. *Information about shares and/or share options and/or other incentive schemes based on shares*

- a) number of offered stock options or the provided shares by the Company during the financial year and the conditions under which they were proposed, respectively provided;**
- b) the number of exercised shares options during the financial year and for each of them, the number of shares and the exercise price of the options or the interest amount under the share incentive scheme at the end of the financial year;**
- c) the number of unexercised share options at the end of the financial year, including data on their price and date of exercise and the essential conditions for the exercise of rights;**
- d) any changes in the terms and conditions of existing share options adopted during the financial year.**

The current remuneration policy of members of the Board of Directors of “Sopharma” AD does not provide for granting stock options, shares of the Company or other incentive schemes based on shares to the members of the corporate management and such were not paid or provided.

16. Information about the annual change in remuneration, the company's performance and the average full-time remuneration of non-directors in the previous at least five financial years, presented together in a way that allows comparison

Year	2014 BGN'000	2015 BGN'000	2016 BGN'000	2017 BGN'000	2018 BGN'000	2019 BGN'000	2020 BGN'000	2021 BGN'000	2022 BGN'000
Gross remuneration of all members of the Board of Directors for the year (incl. tantieme)	1,168	999	1,157	1,120	1,190	1,141	1,233	1,122	1,083
Average amount of remuneration per member of the Board of Directors per year	234	200	231	224	198	228	247	187	217
Results of the company (net profit)	27,291	25,354	38,347	44,228	33,298	40,382	28,664	24,271	39,429
Gross remuneration based on full-time employees of the company (excl. BoD)	23,729	24,886	24,367	30,273	34,671	34,879	36,397	33,256	36,767
Average amount of remuneration based on full-time employees of the company (excl. BD)	13	13	13	15	15	16	18	19	22

17. Information on exercising the possibility to demand a refund of the variable remuneration

The return of paid variable remuneration is regulated in Chapter VI, item 12 of the Policy for formation of the remuneration of the members of the Board of Directors of Sopharma AD, adopted by EGM on 25 September 2020.

18. Information about all deviations from the procedure for the implementation of the remuneration policy in connection with extraordinary circumstances under Art. 11, para. 13, including an explanation of the nature of the exceptional circumstances and an indication of the specific components not implemented

During the current period there are no deviations from the procedure for the implementation of the remuneration policy.

Program for the application of the Remuneration policy for the next financial year.

The current Policy adopts as guiding principles Recommendation 2009/386/EC in addition to Recommendation 2004/913/EC and Recommendation 2005/162/EC regarding the remuneration of directors of companies, the shares of which are admitted to trading on a regulated market, implemented through Ordinance №48 from 20 March 2013 by the Financial Supervision Commission.

The Board of Directors believes that the principles for determining the remuneration, underlying the Policy, are effective as of the present moment with regard to the accomplished financial results for the reporting period.

As at the date of preparation of the report the Board of Directors has not proposed any changes of amendments in the Remuneration policy, approved by the General Meeting of shareholders.

The Board of Directors is responsible for the timely announcement of the Remuneration policy, approved by the General Meeting of Shareholders, and its subsequent amendments, in a clear and accessible manner.

The Company prepares an annual Report on the remuneration of the members of the Board of Directors, which is a separate document to the annual financial statements. The Report contains the necessary information described in art. 13 of Ordinance №48 of the Financial Supervision Commission and after its adoption by the General Meeting of shareholders it is published on the website of the Company - www.sopharmagroup.com.

28.03.2023

Ognian Donev, PhD

/ Executive Director/