

## **MINUTES**

### **OF MEETING OF THE BOARD OF DIRECTORS OF SOPHARMA AD**

A meeting of the Board of Directors of "SOPHARMA" AD was held on 5 June 2023.

The following members of the Board of Directors participated in the meeting:

1. Ognian Ivanov Donev - Chairman of the Board of Directors, Executive Director;
2. Vesela Lyubenova Stoeva - Deputy Chairman of the Board of Directors;
3. Alexander Viktorov Tchaushev - Member of the Management Board;
4. Ivan Venetskov Badinski- member of the Board of Directors.

The members of the Board of Directors have been regularly notified of the meeting and the agenda. Absent from the meeting was Bisera Nikolaeva Lazarova - member of the Board of Directors.

The meeting was held with the following agenda:

1. Adoption of a resolution on the increase of the capital of "SOPHARMA" AD on the condition that the shares from the increase are subscribed by the warrant holders, based on the resolution legally adopted at the General Meeting of Warrant Holders (GMWV) on 02.06.2023.
2. Miscellaneous

The Board of Directors, after discussion, has taken the following

#### **DECISIONS:**

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

The Board of Directors of "SOPHARMA" AD on the basis of the resolution adopted at the General Meeting of Warrant holders (GMWH) on 2 June 2023, adopted a resolution, pursuant to Article 195 and Article 196 of the Commercial Code (CC), Article 113, paragraph 2, item 2 of the Law on Public Offering of Securities (LPOS) and Art. 25 of the Company's Articles of Association, to increase the capital of "SOPHARMA" AD by issuing up to 44 925 943 ordinary registered dematerialized freely transferable shares, provided that the shares from the increase are subscribed by the holders of warrants issue ISIN code BG9200001212, in accordance with the Prospectus for Public Offering of Warrants, confirmed by Resolution of the FSC No. 804 - E/04.11.2021, namely:

1. The capital of the Company shall be increased, pursuant to Article 195 of the Commercial Code, by exercising the rights of the holders of warrants issued by "SOPHARMA" AD, ISIN code BG9200001212, to subscribe for shares of a future capital increase by issuing up to 44 925 943

ordinary, registered, dematerialized, voting shares with a nominal value of BGN 1 each and an issue value of 4.13 BGN per share, provided that the shares of the increase are subscribed by the warrant holders. The capital increase will be carried out by exercising up to 44 925 943 of registered, freely transferable, unexercised warrants from issue with ISIN code BG9200001212, subject to the expressed wish to exercise by the warrant holders.

2. Determines "SOFIA INTERNATIONAL SECURITIES" AD, UIC: 121727057, with registered office and registered address. Sofia, Sredets district, ul. "Georgi S. Rakovski" №140, floor 4, as an investment intermediary to service the capital increase of "SOPHARMA" AD and the subscription of shares to be issued by the Company against the exercise of warrants with ISIN code BG9200001212.
3. Determines the following procedure, terms and conditions for the exercise of the warrants and subscription of the shares, namely:
  - Warrant holders have the right to subscribe for shares in a forthcoming conditional capital increase of the Company.
  - The decision of the Board of Directors of "SOPHARMA" AD does not create any obligation for the warrant holders to subscribe for shares against the warrants held, but gives them the opportunity to exercise this right. Warrant holders who have not exercised their right to subscribe for shares in the capital increase based on the decision of the Board of Directors may do so until the maturity date of the issue on the relevant terms and conditions. Upon the maturity of the issue, the unvested rights under the warrants shall terminate.
  - At least 7 days prior to the specified Initial Exercise Date for the Warrants, "SOPHARMA" AD shall disclose the decision on the capital increase, the initial and final date for the exercise of the Warrants by way of subscription for Shares, as well as the other material terms of the offering. The Company shall disclose the decision referred to in the preceding sentence on the website of X3news.com news agency, on the website of "SOPHARMA" AD and on the website of the investment intermediary selected to service the capital increase.
  - The right to participate in the capital increase of "SOPHARMA" AD by exercising the rights under the warrants shall be vested in the persons who acquired the warrants no later than 5 business days after the later date between the date of publication of the announcement under Article 89t, paragraph 2 of the Public Offering of Securities Act (POSA) on the website of X3news.com Information Agency, on the website of "SOPHARMA" AD and on the website of the investment intermediary selected to service the capital increase. This date is also the Commencement Date on which the warrants may be exercised by subscription for shares.
  - Exercise period - 15 business days from the Exercise Date.
  - Warrant holders who wish to exercise their rights under the warrants should make an express declaration to exercise the warrants by submitting an application to the authorized investment intermediary for subscription of shares of the capital increase of "SOPHARMA" AD and pay the issue value of the subscribed shares. The application for subscription of shares shall be submitted to the investment intermediary servicing the capital increase of "SOPHARMA" AD, directly or through another licensed investment intermediary, in whose account with the "Central Depository" AD the warrants of the respective holder are registered, which in turn sends the application to the investment intermediary servicing the capital increase.

- In cases where the application is submitted by a proxy, the latter shall be identified by an express written power of attorney with notarized signature of the authorizing person.
- Simultaneously with the submission of the application for subscription of shares, the holders of warrants shall also submit to the investment intermediary an order for blocking the warrants requested for exercise by the “Central Depository” AD.
- The application for subscription of shares shall be submitted each business day, during the exercise period of the warrants, to the investment intermediary servicing the capital increase as follows. Sofia, Sredets district, ul. "Georgi S. Rakovski" №140, 4th floor, **+3592 937 9865, contact person: Atanas Videv.**
- Legal entities shall submit the application through their legal representatives or through a person authorized by them, attaching to the written application:
  - a certificate of the current status of the applicant legal entities. Foreign legal entities shall submit duly translated and legalized documents.
  - identity document of the natural persons - legal representatives of the legal entity. The investment intermediary shall retain a certified copy of the identity document submitted.
  - a notarized explicit power of attorney and the identity document of the attorney - in case of submission of an application by an attorney. The investment intermediary shall retain for its records the power of attorney and a certified copy of the proxy's identity document submitted. Foreign legal entities shall submit duly translated and legalized documents.
- Natural persons shall submit their applications in person, identifying themselves by means of an identity document, a copy of which shall be attached to the application, or by means of a proxy who shall identify themselves by means of a notarized express power of attorney and an identity document. The investment intermediary shall retain for its records the power of attorney and a certified copy of the identity document presented.
- At the request of the investment intermediary to which the application for subscription of shares has been submitted, the “Central Depository” AD shall block the relevant number of warrants in a client sub-account.
- The issue value of the subscribed securities shall be paid into a special collection account, which shall be further disclosed in the announcement under Article 89t, par. 1 of the Securities Act, which the Board of Directors will publish regarding the capital increase as described above.
- Persons subscribing for shares shall pay the amount corresponding to the issue value of the shares they subscribe for by the expiry of the subscription period at the latest.
- The amounts on the subscription account may not be used by “SOPHARMA” AD before the successful completion of the subscription and the registration of the capital increase of “SOPHARMA” AD in the Commercial Register maintained by the Registry Agency.

4. The subscription is considered successfully completed regardless of the number of shares subscribed.

5. Within 3 days of the completion of the subscription, “SOPHARMA” AD shall notify the Financial Supervision Commission of the results of the subscription, including any difficulties and disputes in the

exercise of the warrants and the subscription of the shares, as well as the exact amount of the capital increase resulting from the exercise of warrants by subscription of shares.

6. Following the above, the capital increase shall be entered in the Commercial Register and the following actions shall be carried out:

- Upon completion of the subscription and the entry of the capital increase in the Commercial Register, the “Central Depository” AD shall register the shares of the capital increase and shall issue a Capital Increase Registration Act certifying the total number of shares following the capital increase and details of the shareholders who acquired shares from the capital increase.
- The capital increase shares shall be registered in the client sub-accounts of the shareholders, to the account at the CS of the investment intermediary through which they are subscribed. At the request of the shareholders, they may obtain depositary receipts evidencing title to the shares they have purchased through the investment firm with which their client sub-accounts are opened.
- Pursuant to the requirement of Article 110, par. 9 of the Securities Act, “SOPHARMA” AD is obliged within 2 working days from the entry of the capital increase in the Commercial Register to request the entry of the new issue of shares in the register referred to in Art. 30, par. 1(3) of the FCS Act, and then request its admission to trading on a regulated market.

7. After admission to trading, the shares of the capital increase of the Company will be freely traded on the Bulgarian Stock Exchange.

8. The rights under the warrants which have not been exercised by the maturity date of the issue shall be terminated for non-exercise.

Voting results:

1. Ognian Ivanov Donev - FOR
2. Vesela Lyubenova Stoeva - FOR
3. Alexander Viktorov Tchaushev - FOR
4. Ivan Venetskov Badinski – FOR

**The decision on item 1 of the agenda was adopted unanimously by the members of the Board of Directors present.**

**II. On item 2 of the agenda:**

The Board of Directors authorises the Executive Director/Procurator of “SOPHARMA” AD to carry out all necessary legal and/or factual actions, including signing all documents required for the registration of the adopted resolutions in the Commercial Register at the Registry Agency.

Voting results:

1. Ognian Ivanov Donev - FOR
2. Vesela Lyubenova Stoeva - FOR
3. Alexander Viktorov Tchaushev - FOR
4. Ivan Venetskov Badinski – FOR

**The decision on item 2 of the agenda was adopted unanimously by the Board of Directors present.**

As the agenda had been exhausted, the Board of Directors meeting was closed.

These minutes were signed as follows:

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|---------------------------------|-------------|
| 1. Ognian Ivanov Donev          | /signature/ |
| 2. Vesela Lyubenova Stoeva      | /signature/ |
| 3. Alexander Viktorov Tchaushev | /signature/ |
| 4. Ivan Venetskov Badinski      | /signature/ |