INVITATION
for Annual General Meeting of the Shareholders
of "SOPHARMA" AD
ISIN BG11SOSOBT18
Event identification code SFAAGM03062022

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 Annual General Meeting of Shareholders of "SOPHARMA" AD with unique identification code SFAAGM03062022, for **3 June 2022** 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 17 June 2022 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 3 June 2022 and in the absence of a quorum on that date, for 17 June 2022, will be possible by correspondence and electronic means, according to the rules described in this invitation.

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

I. Procedural issues:

1. 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 Annual General Meeting of shareholders, for secretary Kristiana Buhcheva and for tellers Teodora Poplazarova, Yanita Mincheva.

2. 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.

II. Substantive issues:

1. Approval of the Annual Report of the Board of directors on the company's activities in 2021; *Draft decision:* The AGM approves the Annual Report of the Board of directors on the Company's activities in 2021;

2. Approval of the Annual report of the Investor Relations Director for 2021; *Draft decision:* The AGM approves the Annual report of the Investor Relations Director for 2021;

3. Approval of the Audited Annual Individual Financial Statement of the Company for 2021; *Draft decision*: The AGM approves the Audited Annual Individual Financial Statement of the Company for 2021;

4. Approval of the Audited Annual Consolidated Financial Statement of the Company for 2021; *Draft decision:* The AGM approves the audited Annual Consolidated Financial Statement of the Company for 2021;

5. Approval of the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for the year 2021; *Draft decision:* The AGM approves the Auditor's report on the audit of the Annual Individual Financial Statements of the Company for the year 2021;

6. Approval of the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for the year 2021; *Draft decision:* The AGM approves the Auditor's report on the audit of the Annual Consolidated Financial Statements of the Company for the year 2021;

7. Approval of a decision for distribution of the Company's profit realized in 2021 and retained earnings from previous periods; *Draft decision*: The AGM approves the proposal of the Board of directors for the distribution of the Company's profit for 2021 in the amount of BGN 24,270,606.84 (Twenty-four million two hundred and seventy thousand six hundred and six leva and 84 stotinki) as follows: 10% or BGN 2,427,060.68 (Two million four hundred and twenty-seven thousand sixty leva and 68 stotinki) for mandatory reserve. The remainder of the Company's profit for 2021 in the amount of BGN 21,843,546.16 (Twenty-one million eight hundred forty-three thousand five hundred forty-six leva and 16 stotinki) and the retained earnings from previous years in the amount of BGN 730,966.25 (Seven hundred and thirty thousand nine hundred and sixty-six leva and 25 stotinki) to be transferred to additional reserves of the company. No dividend should be distributed to shareholders;

8. Approval of the Audit Committee's report in 2021; *Draft decision:* The AGM approves the Audit Committee's report on its activities in 2021;

9. Approval of a decision to discharge the members of the Board of directors for their activities in 2021; *Draft decision:* The AGM discharges the members of the Board of directors from responsibility for their activities in 2021;

10. Approval of a decision to discharge Ognian Kirilov Palaveev from liability for his activities as a member of the Board of directors in 2021; *Draft decision:* The AGM discharges Ognian Kirilov Palaveev for his activities as a member of the Board of directors in 2021;

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 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 2021; *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 2021;

13. Determination of the remuneration of the members of the Board of directors for 2022; *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 2021 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 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; *Draft decision:* The General Meeting adopts a decision that of 2% (two percent) of the profit realized in 2021 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 "Sopharma Imoti" REIT - Section One of the Substantiated Report; *Draft decision:* The General Meeting of Shareholders of "SOPHARMA" AD to approve and authorize the representative of the company for the conclusion of a Lease Agreement between "SOPHARMA" AD as a tenant and "SOPHARMA IMOTI" REIT as a landlord;

18. 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 3 June 2022 and in the absence of a quorum on that date for 17 June 2022 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 Annual General Meeting of Shareholders of "SOPHARMA" AD exercised through correspondence, represents an explicit, written, notarized statement of will from a shareholder of the Company, which is for a specific General Meeting of Shareholders and contains data on: identification of the shareholder in accordance with the requirements for registration for participation in the General Meeting of Shareholders; the number of shares owned by the shareholder; the agenda items proposed for discussion at the specific General Meeting of Shareholders 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 'Absteined'); 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: three names, a unique civil number (PIN) and address. The necessary data for identification of a shareholder - 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 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 "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 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 2 June 2022, which is the last business day, preceding the date set for the General Meeting of Shareholders.

8. In case that a shareholder of "SOPHARMA" AD who exercised his voting right through correspondence attends the Annual General Meeting on 3 June 2022 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, the exercised right to vote by correspondence will not be considered.

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 AGM are available to shareholders at the headquarters of the Company in Sofia, 16 Iliensko shose Str., the Records Department, every workday 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 related to the items of the agenda of the Meeting, have been sent to the Financial Supervision Commission, are disclosed to the public and are published on the website of "SOPHARMA" AD - www.sopharmagroup.com from the moment the invitation is announced in the Commercial Register until the completion of the AGM.

The Board of directors of "SOPHARMA" AD informs that the total number of voting shares at the General Meeting of Shareholders of the Company at the date of the decision of the Board of directors to convene the Annual General Meeting is 134 797 899 dematerialized registered shares with voting right, ISIN code of the emission: BG11SOSOBT18. At the date of the decision of the Board of directors for convening of the Annual General Meeting, the treasury shares purchased by the Company are 13 055 000 shares.

Pursuant to art. 115b, para 1 of LPOS the right to vote in the General Meeting is exercised by the persons registered as such with the registers of the Central Depository 14 days

before the date of the General Meeting, the respective valid date for the Annual General Meeting of Shareholders in subject is **20 May 2022**. 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 **3 June 2022**, the Company will obtain a Book of Shareholders from the "Central Depository" AD valid as at **20 May 2022** 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 General meeting of shareholders, the natural persons - 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 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.

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) on 2 June 2022.

"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 the 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 17 June 2022 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/
Ognian Ivanov Donev,
Executive director of
“Sopharma” AD