

## ADDITIONAL AGREEMENT #1

### TO CONTRACT FOR TRANSFORMATION THROUGH MERGER DATED 16.01.2024

Today, 03.08.2024, this Additional Agreement No. 1 to the Contract for transformation thorough merger as of 01.16.2024 was concluded between:

1. **"SOPHARMA" AD**, UIC 831902088, with headquarters and management address in the city of Sofia, "Nadezhda" district, 16, "Iliensko Shose" Str., represented by the procurator Simeon [REDACTED] Donev, PIN: [REDACTED], with ID card No. [REDACTED], issued by the Ministry of the Interior - Sofia on [REDACTED], hereinafter referred to as **the "Receiving Company"** or **"Sopharma"**, on the one hand, and

2. **"VETA PHARMA" AD**, UIC 104111084, with registered office and management address in the city of Veliko Tarnovo, 32, Dulga Laka Str., represented by the Executive Director Violeta [REDACTED] Tsacheva, PIN: [REDACTED], with ID card No. [REDACTED], issued on [REDACTED] of the Ministry of Internal Affairs, hereinafter referred to as **"Merging Company"** or **"Veta pharma"** each of them individually referred to as **"Party"** and collectively **"Parties"**.

**pursuant to Art. 14.2. of the Merger Contract concluded on 16.01.2024, this Additional Agreement was concluded for the following:**

#### 1. Article 2.2. of the Contract shall be edited as follows:

"Article 2.2. Basic information about the Receiving Company

"Sopharma" AD is a joint-stock company, UIC 831902088, with its registered office and management address in the city of Sofia, "Nadezhda" district, 16, "Iliensko Shose" Str. The company's capital is BGN 172,590,578, fully paid. The capital of the company is divided into 172,590,578 ordinary, registered, dematerialized shares with a nominal value of BGN 1 (one) each. "Sopharma" AD is a public company within the meaning of Art. 110 et seq. of the Law on Public Offering of Securities and is entered in the register under Art. 30, para. 1, item 3 of the Law on the Financial Supervision Commission with decision No. 57 of 01.10.1998.

As of 15.01.2024, shareholders owning 5 percent or more of the voting shares of the capital of "Sopharma" AD are:

Shareholder	Share of capital (%)
Donev Investments Holding AD, UIC 831915121, Sofia, 12, "Positano" Str.	38,572
"Telecomplex invest" AD, UIC 201653294, Sofia, Sredets District, 9, "Slaveykov" Square	16.155

Ognian Ivanov Donev, 18, "Cherni Vrah" Blvd., entrance B	8,367
"Sopharma" JSC, EIK: 831902088, Sofia , 16, "Iliensko shose" Str.	8,302

"

## **2. Article 4.2. of the Contract shall be edited as follows:**

"Article 4.2. In order to determine the fair values of the Parties' shares when applying the methods under Art. 5 of Ordinance No. 41 and the possibility of minimal deviations due to rounding, the Parties accept that the final calculations of the fair values per share, as well as the total fair values of the two companies, shall be rounded down to the second decimal place. In determining the exchange ratio by dividing the fair price per share of the Merging Company by the fair price per share of the Receiving Company, the Parties shall accept rounding down to the second decimal place. The parties ascertain and accept the following summarized financial data for the amount of the net value of the property of each of the companies participating in the transformation as of 15.01.2024.

The registered capital of the Mergin Company is BGN 4,540,000, divided into 4,540,000 ordinary, registered, materialized, freely transferable shares, each with a nominal value of BGN 1. According to the calculated fair value of one share of "Veta pharma" AD, the fair value (net value of the property) of the company is BGN 33,686,800.

The registered capital of the Receiving Company is BGN 172,590,578, divided into 172,590,578 ordinary, registered, dematerialized shares shares with voting right and a nominal value of BGN 1 each. As of 31.12.2023, "Sopharma" AD owns 14,328,336 treasury shares and in this connection there are 158,262,242 shares in circulation, on the basis of which the calculations were made for the fair value according to the Calculated fair value of one share of "Sopharma" AD, the fair value (net value of the property) of the company is BGN 1,198,045,171.94.

## **3. Article 4.3. of the Contract shall be edited as follows:**

"Article 4.3. Based on the established and accepted circumstances, the Parties establish and accept the following fair price of the shares, determined as of 15.01.2024:

To the Merging Company: the fair price of one share of "VETA PHARMA" AD is BGN 7.42;

To the Receiving Company: the fair price of one share of "SOPHARMA" AD is BGN 7.57.

## **4. Article 4.5. of the Contract shall be edited as follows:**

"Article 4.5. Based on the fair price of the shares of the companies participating in the transformation, an exchange ratio of 0.98 is formed, which means that one share of the Merging Company ("Veta pharma" AD) should be replaced by 0.98 shares of the Receiving Company ("Sopharma" AD). The share exchange ratio was determined as of 15.01.2024. The property of the Receiving Company ("Sopharma" AD) is increased by the part of the net value of the property of the Merging Company ("Veta pharma" AD), which corresponds to the shares of the capital of the Merging Company ("Veta pharma" AD), which are not owned by the Receiving Company

("Sopharma" AD). Thus, the portion of the net assets of the Merging Company ("Veta pharma" AD), which increases the net assets of the Receiving Company ("Sopharma" AD) is BGN 7,791 and the total value of the net assets of the Receiving Company ("Sopharma" AD) increases to BGN 1,198,052,962.94.

In view of the provisions of Art. 261b of the Commercial Law, when forming the ratio of exchange of shares of the Receiving Company with shares of the Merging Company, after the Merger the principle of equivalence is observed, as the shares in the Receiving Company acquired by the shareholders of the Merging Company, including the additional cash payments under section 5 below, are equivalent to the fair value of the shares they owned before the Merger in the Merging Company."

**5. In Article 6.3. from the Agreement the words "under Art. 264h, para 5 of the Commercial Law" are replaced by the words "under Art. 262h, para 5 of the Commercial Law".**

The following attachments form an integral part of this Additional Agreement:

Appendix No. 1: Justification of the fair price of the shares of "Veta pharma" AD for transformation through merger of "Veta pharma" AD in "Sopharma" AD;

Appendix No. 2: Justification of the fair price of the shares of "Sopharma" AD for transformation through the merger of "Veta pharma" AD in "Sopharma" AD;

Appendix No. 3: Description of the real esetate that passes from the Merging Company to the Receiving Company as a result of the Merger.

This contract is signed in 4 identical copies as follows:

**for "SOPHARMA" AD,**

*/signature/*

*Simeon [REDACTED] Donev*

**for "VETA PHARMA" AD**

*/signature/*

*Violeta [REDACTED] Tsacheva*