

**MINUTES THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF “SOPHARMA” AD**

**SOFIA, February 7, 2025, 11:00 a.m. (UTC 8:00 a.m.)**

**ISIN BG11SOSOBT18  
Event identification code SFAEGM07022025**

**I. CONSTITUTING THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

Today, **February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.)**, at the headquarters of the Company in Sofia, at 5, Lachezar Stanchev Str., Ground floor, Sopharma Business Towers Event Center, an Extraordinary General Meeting of the shareholders of “Sopharma” AD was held, which was attended by shareholders and their proxies, according to the attached list. Under the conditions of art. 115 “b”, para 5 and 6 of LPOS and art. 16 “a”, para 2 of the Articles of Association of the Company, shareholders have also exercised their right to vote at the Extraordinary General Meeting by correspondence according to the lists and minutes prepared by the Commission for verification of the quorum and the represented capital. The total number of shareholders/proxies present at the meeting and of the shareholders who voted by correspondence and the number of shares held or represented by them is specified in the attached Minutes of the Commission for verification of the quorum and the represented capital.

The Executive Director of “Sopharma” AD, Mr. Ognian Donev welcomed the shareholders and proposed to the Extraordinary General Meeting to elect a Commission for Verification of the Quorum and Represented Capital, which will disclose information of the completed registration of the shareholders and their proxies for participation in the Extraordinary General Meeting as well as from the declarations for voting by correspondence received in the Company within the term under art. 115 “b”, para 6.

Mrs. Pelagia Viatcheva was proposed for Chairman of the Commission and for Secretary: Lyuba Nikolova

No other proposals were made, therefore Mr. Donev invited the present shareholders and proxies to vote for the election of Commission for verification of the quorum and represented capital in its proposed composition.

**Voting results:**

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	129 423 376	100.00%	72.26%	129 423 376	100.00%	0	0.00%	0	0.00%

- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	25.18%	18.20%	32 591 385	25.18%	0	0.00%	0	0.00%

**The Extraordinary General Meeting unanimously voted for a Commission for Verification of the Quorum and Represented Capital with the following members: Chairman - Pelagia Viatcheva and Secretary –Lyuba Nikolova**

*Mrs. Viatcheva presented to the shareholders a Protocol with the Commission's findings of the verification after the registration of the shareholders and their proxies was completed, namely:*

*Registered capital – 179 100 063 dematerialized registered shares, each with a nominal value of BGN 1 (one) and with the right to 1 (one) vote at the Extraordinary General Meeting of Shareholders.*

*Number of treasury shares of “Sopharma” AD – 13 356 996. Pursuant to art. 187a, para. 3 of the Commercial Law, the treasury shares rights are not exercised until their transfer.*

*Total number of shares with voting right that can participate in the Extraordinary General Meeting of Shareholders convened on February 7, 2025 is 165 743 067.*

Registration results:

Upon completion of the registration the following shareholders are registered for participation in the Extraordinary General Meeting of Shareholders:

**Personally**, are presented **96 831 991** number of shares or **54.07%** of the registered capital.

**Through a proxy** are presented **32 591 385** number of shares or **18.20%** of the registered capital.

**Through correspondence** before the date of the Extraordinary General Meeting, shareholders owning a total of **8 962 332** shares representing **5%** of the registered capital voted. According to art. 115 "b", para 6 of the LPOS, the shares of the individuals who voted by correspondence are taken into consideration in determining the quorum, and the vote is recorded in the minutes of meeting of the Extraordinary General Meeting.

**Total** presented shares at the Extraordinary General Meeting, including shares, with voting right exercised by correspondence – **138 385 708** representing **77.27%** of the Company’s registered capital.

The Commission compiled a list of shareholders and their proxies registered to participate at the Extraordinary General Meeting and each individual has personally signed after certifying their identity/representative authority before the registration officer. The list will be certified by the Chairman and the Secretary of the Extraordinary General Meeting held on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.).

A separate list was composed for the received within the term under Art. 115 "b", para. 6 declarations for exercising the voting rights in the EGM by correspondence which certifies the date of receipt of the declarations and their compliance with the rules for voting by correspondence, specified in the invitation for the Extraordinary General Meeting. The list is signed by the Chairman and the Secretary of the Commission for verifying the quorum and the presented capital and should be certified by the Chairman and the Secretary elected on the Extraordinary General Meeting at the Extraordinary General Meeting on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.).

On behalf of the Commission for verification of the quorum and represented capital, Mrs. Viatcheva confirmed to the Extraordinary General Meeting that:

- All represented shares are entitled to one vote at the Extraordinary General Meeting of Shareholders;
- The number of the shares presented in person, by proxy and by correspondence does not exceed the number of shares for the respective shareholder according to the Book of shareholders of the Company as at January 24, 2025 for the number of shares with voting rights at the Extraordinary General Meeting of Shareholders of “Sopharma” AD convened for February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.).

Mr. Donev proposed that the EGM, by a vote of the shareholders and proxies present in the hall, adopts a Protocol signed by the members of the Commission for Verification of the Quorum and the Represented Capital as well as an original List of Shareholders, proxies and List of shareholders voted by correspondence for the Extraordinary General Meeting of Shareholders of “Sopharma” AD, held on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.).

**Voting results:**

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	129 423 376	100.00%	72.26%	129 423 376	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	2.18%	18.20%	32 591 385	25.18%	0	0.00%	0	0.00%

**The Commission’s Protocol for verification of the quorum and the presented capital was adopted unanimously by the presented shares.**

There are no objections to the way of voting and the announced results.

***ELECTION OF MANAGEMENT OF THE EXTRAORDINARY GENERAL MEETING:***

*1. Proposals made for the management of the Extraordinary General Meeting:*

- For Chairman – Pelagia Viatcheva
- For Secretary – Lyuba Nikolova
- For Teller – Venika Mileva.

**Voting results:**

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	129 423 376	100.00%	72.26%	129 423 376	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	25.18%	18.20%	32 591 385	25.18%	0	0.00%	0	0.00%

**Through a vote of the present shareholders and proxies, the EGM elected the proposed persons for Chairman, Secretary and Tellers of the Extraordinary General Meeting, which takes place in Sofia on February 7, 2025.**

There are no objections regarding the voting method and the announced results.

***FINDINGS OF THE CHAIRMAN AND THE SECRETARY OF THE MEETING:***

After opening the session of the Extraordinary General Meeting, the Chairman and the Secretary notified the shareholders about the following circumstances:

1. The invitation was announced in the Commercial Register with registration from December 17, 2024, as well as on the Company's website. The announcement was within the statutory period under art. 223, para 5 of the Commercial Law and in compliance with the requirements of the Law on Public Offering of Securities for notifications to the Financial Supervision Commission, the Bulgarian Stock Exchange and the Public regarding the convening of the Extraordinary General Meeting of Shareholders, the agenda and the draft decisions.

2. The Chairman and the Secretary received an original List of Shareholders and their proxies and List of shareholders who voted by correspondence for the Extraordinary General Meeting of Shareholders of "Sopharma" AD, held on February 7, 2024, certified with their signatures.

3. For representing of shareholders 8 proxies were submitted, which correspond to the form and content of LPOS requirements and the voting rules through a proxy adopted by the Company, the same were submitted electronically within the term specified in the invitation, namely by the end of the business day preceding the day of the Extraordinary General Meeting.

4. According to the provisions and under the conditions of art. 16a of the Articles of Association of the Company, art. 115 "b", para 6 of LPOS, the voting rights by correspondence have been exercised by 3 shareholders with a total of 8 962 332 shares.

5. For participation in the Extraordinary General Meeting are presented 138 385 708 shares, which is 77.27% of the Company's capital, from which 96 831 991 are presented personally, 32 591 385 presented through a proxy and 8 962 332 - through correspondence.

The quorum required by the Law and Articles of Association of the Company is sufficient and the Extraordinary General Meeting may be held and may adopt valid decisions on the announced agenda.

6. The following members of the Board of Directors are present at the Extraordinary General Meeting:

Ognian Donev, PhD – Chairman of the Board of Directors and Executive Director  
Mrs. Bissera Lazarova – Member of the Board of Directors

7. The following persons have expressed their desire to attend the meeting as guests:

- Svilen Galinov Bachvarov

The Chairman put the attendance of the guests to a vote.

**Results from the voting:**

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	129 423 376	100.00%	72.26%	129 423 376	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	25.18%	18.20%	32 591 385	25.18%	0	0.00%	0	0.00%

**The General Meeting accepts the listed persons to attend the General Meeting of Shareholders as guests.**

There are no objections regarding the voting method and the announced results.

*The Agenda of the Extraordinary General Meeting announced in the Commercial Register and the proposals for decisions on the items on the agenda are as follows:*

**1. Election of a registered auditor of the Company's sustainability reports for 2024.**

**Draft decision:** *The EGM elects for appointment the auditing company "BAKER TILLY CLITOU & PARTNERS" EOOD, UIC 131349346, included in the Register of Registered Auditors under Art. 20 of the LIFAEAS with registration number 129, as the statutory sustainability auditor of the annual sustainability reports of "Sopharma" AD for 2024.*

**2. Approval of an updated Statute of the Audit Committee of "Sopharma" AD.**

**Draft decision:** *The EGM approves an updated Statute of the Audit Committee of "Sopharma" AD.*

**3. Miscellaneous.**

At the General Meeting of Shareholders not all the voting shares issued by the Company are represented, therefore, and **on the grounds of art. 231, para. 1 of the Commercial Law the examination of other issues outside the announced agenda is not possible.**

**Following the announcement of the invitation in the Commercial Register, additional agenda items are not included under the terms of art. 223a of the Commerce Law to the announced agenda for today's General Meeting of shareholders, as well as other proposals for decisions on the announced issues on the agenda in the sense of art. 118, para. 2, item 4 of LPOS.**

Shareholders registered for participation in the Extraordinary General Meeting on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.) are entitled, in compliance with the law, to make substantive proposals for decisions on any matter on the agenda to terminate the debate on this issue before voting of a decision on it by the Extraordinary General Meeting.

During the Extraordinary 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 status and the commercial activity of the Company, whether these are related to the agenda.

The materials related to the items of the announced agenda of the Extraordinary General Meeting are at disposal of the shareholders from the moment of announcing the invitation for the Extraordinary General Meeting in the Commercial Register at the Registry Agency. The same are available and in the hall where the Extraordinary General Meeting is held. In electronic form, the materials for the Extraordinary General Meeting are also available on the official website of the Company, including at the time of holding the Extraordinary General Meeting of Shareholders.

**II. DISCUSSION AND DECISIONS ON THE AGENDA**

**Under item 1 of the agenda:**

**1.Election of a registered auditor of the Company's sustainability reports for 2024.**

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM elects for appointment the auditing company "BAKER TILLY CLITOU & PARTNERS" EOOD, UIC 131349346, included in the Register of Registered Auditors under Art. 20 of the LIFAEAS with registration number 129, as the statutory sustainability auditor of the annual sustainability reports of "Sopharma" AD for 2024.*

Until the end of the discussion on this item from the agenda, no other proposals for decisions were made in accordance with the provision of Art. 115, para. 2, item 6 of the LPOS.

The Chairman announced the end of the discussions and initiated voting on the proposal of the Board of Directors by announcing that the decision should be taken with ordinary majority of the represented shares of the Company's capital.

**Voting results:**

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	138 385 708	100.00%	77.27%	138 385 708	100.00%	0	0.00%	0	0.00%
- from them through correspondence	8 962 332	6.48%	5.00%	8 962 332	6.48%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	23.55%	18.20%	32 591 385	23.55%	0	0.00%	0	0.00%

Under the results the Extraordinary General Meeting took the following **DECISION:**

**The EGM elects the auditing company "BAKER TILLY CLITOU & PARTNERS" EOOD, as the statutory sustainability auditor of the annual sustainability reports of "Sopharma" AD for 2024.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.

**Under item 2 of the agenda:**

**2. Approval of an updated Statute of the Audit Committee of “Sopharma” AD.**

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM approves an updated Statute of the Audit Committee of “Sopharma” AD.*

Until the end of the discussion on this item from the agenda, no other proposals for decisions were made in accordance with the provision of Art. 115, para. 2, item 6 of the LPOS.

The Chairman announced the end of the discussions and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by ordinary majority of the represented shares of the Company’s capital.

**Voting results:**

	Actual votes			Voted “FOR”		Voted “AGAINST”		Voted “ABSTAINED”	
	Number	% of the presented capital with voting right	% of the registered capital	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right	Number	% of the presented capital with voting right
Total	138 385 708	100.00%	77.27%	138 385 708	100.00%	0	0.00%	0	0.00%
- from them through correspondence	8 962 332	6.48%	5.00%	8 962 332	6.48%	0	0.00%	0	0.00%
- from them through proxy	32 591 385	23.55%	18.20%	32 591 385	23.55%	0	0.00%	0	0.00%

Under the results the EGM took the following **DECISION**:

**EGM approves an updated Statute of the Audit Committee of “Sopharma” AD.**

The decision was taken with a majority as per the Commercial Law and the Articles of Association of the Company.

No objections to the manner of voting and the results were received.



**Under item 3 of the agenda:**

**Miscellaneous.**

There are no suggestions and no voting on this item.

The agenda of the Extraordinary General Meeting of Shareholders of “Sopharma” AD was exhausted, therefore the Chairman closed the meeting.

These Minutes of Meeting were prepared and signed in three identical copies. The following are an integral part of these Minutes: The Protocol of the Commission for Quorum Verification and the presented capital; List of the presented shareholders and proxies with the number of the shares owned/represented; List of shareholders who voted by correspondence for the Extraordinary General Meeting of Shareholders of “Sopharma” AD, held on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.); Proxies; Certificates for current registration status of the shareholders and proxies - legal entities; Declarations for voting by correspondence as well as Materials for the Extraordinary General Meeting, held on February 7, 2025 at 11:00 a.m. (UTC 8:00 a.m.) in Sofia.

CHAIRMAN OF THE EGM:

SECRETARY OF THE EGM:

*/Signature/*  
Pelagia Viatcheva

*/Signature/*  
Lyuba Nikolova

TELLER:

*/Signature/*  
Venika Mileva