

**MINUTES THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF "SOPHARMA" AD**

SOFIA, August 9, 2024, 11:00 a.m. (UTC 8:00 a.m.)

**ISIN BG11SOSOBT18
Event identification code SFAEGM09082024**

I. CONSTITUTING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Today, **August 9, 2024 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 Investor Relations Director of "Sopharma" AD, Mrs. Pelagia Viatcheva 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: Pavlina Ivanova.

No other proposals were made, therefore Mrs. Viatcheva 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: *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 – Pavlina Ivanova.*

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 – **13 363 998**. Pursuant to art. 187a, para. 3 of the Commercial Law, the rights for the treasury shares are not exercised until their transfer.

Total number of shares with voting rights that can participate in the Extraordinary General Meeting of Shareholders convened on August 9, 2024 is **165 736 065**.

Registration results:

At the completion of the registration, to participate in the Extraordinary General Meeting of Shareholders are registered shareholders and proxies of shareholders, as follows:

Personally, are presented 7 449 498 number of shares or 4.16% of the registered capital.

Through a proxy are presented 118 298 465 number of shares or 66.05% of the registered capital.

Through correspondence before the date of the Extraordinary General Meeting, shareholders with total number of 13 736 293 shares presenting 7.67% of the registered capital voted. According to art. 115 "b", para 6 of the LPOS, the shares of the individuals 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 – 139 484 256 presenting 77.88% 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 to the registration person. The list should be certified by the Chairman and the Secretary of the Extraordinary General Meeting held on August 9, 2024 at 11:00 a.m. (UTC 8:00 a.m.).

For the received within the term under Art. 115 "b", para. 6 declarations for exercising the voting rights in the EGM by correspondence was composed a list that 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 committee 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 August 9, 2024 at 11:00 a.m. (UTC 8: 00 h.).

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 July 26, 2024 for the number of shares with voting rights

at the Extraordinary General Meeting of Shareholders of “Sopharma” AD convened on 9 August, 2024 at 11:00 a.m. (UTC 8:00 a.m.).

Mrs. Viatcheva proposed that the EGM by a vote of the shareholders and proxies present in the hall adopt 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 August 9, 2024 at 11:00 a.m. (UTC 8:00 a.m.).

Mrs. Viatcheva proposed to the Extraordinary General Meeting to vote for the adoption of the Commission's Minutes of Meeting on the verification of the quorum and the presented 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	125 747 963	100.00%	70.21%	125 747 963	100.00%	0	0	0	0
- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0	0	0
- from them through proxy	118 298 465	94.08%	66.05%	118 298 465	94.08%	0	0	0	0

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 – Pavlina Ivanova

For Teller – Lyuba Nikolova and 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	125 747 963	100.00%	70.21%	125 747 963	100.00%	0	0	0	0
- from them through correspondence	0	0.00%	0.00%	0	0.00%	0	0	0	0
- from them through proxy	118 298 465	94.08%	66.05%	118 298 465	94.08%	0	0	0	0

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 August 9, 2024.

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 July 4th, 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 August 9, 2024, certified with their signatures.

3. For representing of shareholders 11 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 4 shareholders with a total of 4 773 961 shares.

This document is a translation from Bulgarian of the EGM Minutes of Meeting of "Sopharma" AD held on August 9, 2024 at 11:00 a.m. (UTC 8:00 a.m.). In case of discrepancies the Bulgarian shall prevail.

5. For participation in the Extraordinary General Meeting are presented 147 434 165 shares, which is 82.32% of the Company's capital, from which 24 574 882 are presented personally, 118 085 322 presented through a proxy and 4 773 961 - 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. Members of the Board of Directors are not present at the Extraordinary General Meeting:

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. Taking a decision for transformation through merger of "Veta Pharma" AD into "Sopharma" AD. Draft decision: EGM transforms "Sopharma" AD through the merger of "Veta Pharma" AD into it. As a result of the merger, all the assets of "Veta Pharma" AD will be transferred to "Sopharma" AD under the conditions of general succession.

2. Approval of the Contract for transformation through the Merger of "Veta Pharma" AD into "Sopharma" AD, concluded on January 16, 2024, Supplementary Agreement No.1, dated March 8, 2024 and Supplementary Agreement No.2 dates April 26, 2024. to it ("Contract for Transformation through Merger"). Draft decision: EGM approves the Merger Transformation Agreement between "Veta Pharma" AD and "Sopharma" AD, concluded on January 16, 2024, Supplementary Agreement No.1, dated March 8, 2024 and Supplementary Agreement No.2 dates April 26, 2024. to it ("Contract for Transformation through Merger").

3. Approval of the Report of the Board of Directors "Sopharma" AD under Art. 262i of the Commercial Law to the Company's shareholders regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD. Draft decision: The EGM approves the Board of Directors Report of "Sopharma" AD to the shareholders of the Company regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD.

4. Approval of the Auditor's report under Art. 262m of the Commercial Law regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD. Draft decision: The EGM approves the Auditor's report under Art. 262m of the Commercial Law regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD.

5. 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 issues 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 August 09, 2024 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:

Taking a decision for Transformation by Merging "Veta Pharma" AD into "Sopharma" AD.

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM transforms "Sopharma" AD through the merger of "Veta Pharma" AD into it. As a result of the merger, all the assets of "Veta Pharma" AD will be transferred to "Sopharma" AD under the conditions of general succession.*

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 a special majority of $\frac{2}{3}$ of the presented shares of 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	139 484 256	100.00%	77.88%	139 484 256	100.00%	0	0	0	0
- from them through correspondence	13 736 293	9.85%	7.67%	137 36 293	9.85%	0	0	0	0
- from them through proxy	118 298 465	84.81%	66.05%	118 298 465	84.81%	0	0	0	0

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

The EGM approves Transformation through Merger of "Veta Pharma" AD to "Sopharma" AD. As a result of the merger, all the assets of "Veta Pharma" AD will be transferred to "Sopharma" AD under the conditions of general legal succession.

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:

Approval of the Contract for transformation through the Merger of "Veta Pharma" AD into "Sopharma" AD, concluded on January 16, 2024, Supplementary Agreement No.1, dated March 8, 2024 and Supplementary Agreement No.2 dated April 26, 2024 to it ("Contract for Transformation through Merger").

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM approves the Merger Transformation Agreement between "Veta Pharma" AD and "Sopharma" AD, concluded on January 16, 2024, Supplementary Agreement No.1, dated March 8, 2024 and Supplementary Agreement No.2 dated April 26, 2024. to it ("Contract for Transformation through Merger").*

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 a special majority of $\frac{2}{3}$ of the presented shares of Company's capital.

Voting results:

	Actual votes			Voted "FOR"		Voted "AGAINST"		Voted "ABSTAINED"	
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Total	139 484 256	100.00%	77.88%	139 484 256	100.00%	0	0	0	0
- from them through correspondence	13 736 293	9.85%	7.67%	137 36 293	9.85%	0	0	0	0
- from them through proxy	118 298 465	84.81%	66.05%	118 298 465	84.81%	0	0	0	0

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

EGM approves the Merger Transformation Agreement between "Veta Pharma" AD and "Sopharma" AD, concluded on January 16, 2024, Supplementary Agreement No.1, dated March 8, 2024 and Supplementary Agreement No.2 dated April 26, 2024. to it ("Contract for Transformation through Merger").

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:

Approval of the Report of the Board of Directors "Sopharma" AD under Art. 262i of the Commercial Law to the Company's shareholders regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD. The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *The EGM approves the Board of Directors Report of "Sopharma" AD to the shareholders of the Company regarding the transformation by merger of "Veta Pharma" AD into "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 a simple majority of the presented 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	139 484 256	100.00%	77.88%	139 484 256	100.00%	0	0	0	0
- from them through correspondence	13 736 293	9.85%	7.67%	137 36 293	9.85%	0	0	0	0
- from them through proxy	118 298 465	84.81%	66.05%	118 298 465	84.81%	0	0	0	0

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

The EGM approves the Board of Directors Report of "Sopharma" AD to the shareholders of the Company regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD.

The decision was taken with a majority according to 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 4 of the agenda:

Approval of the Auditor's report under Art. 262m of the Commercial Law regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD.

The Chairman read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The EGM approves the Auditor's report under Art. 262m of the Commercial Law regarding the transformation by merger of "Veta Pharma" AD into "Sopharma" AD.*

Until the discussions on this item of the agenda have been concluded, no other proposals for decisions have been made in accordance with the provision of Art. 115, para. 2, item 6 of the Law on Public Offering of Securities.

The Chairman announced the end of the deliberations and initiated the voting on the proposal of the Board of Directors by announcing that the decision should be taken by a simple majority of the presented 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	139 484 256	100.00%	77.88%	139 484 256	100.00%	0	0	0	0
- from them through correspondence	13 736 293	9.85%	7.67%	137 36 293	9.85%	0	0	0	0
- from them through proxy	118 298 465	84.81%	66.05%	118 298 465	84.81%	0	0	0	0

Under these results the AGM took the following **DECISION:**

The EGM approves the Auditor's report under Art. 262m of the Commercial Law regarding the transformation by merger of "Veta Pharma" AD into "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 5 of the agenda:

Miscellaneous.

There are no suggestions on this point and there is no vote.

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

The present Minutes of Meeting was prepared and signed in three identical copies. An integral part of these Minutes is: The Commission's Quorum Verification and the presented capital; List of the presented shareholders and proxies with the number of the holt shares; List of shareholders voted by correspondence for the Extraordinary General Meeting of Shareholders of “Sopharma” AD, held on August 9, 2024 at 11:00 a.m. (UTC 8:00 a.m.). Written powers of attorney represented shareholders at the Extraordinary General Meeting; Certificates for current registration status of the shareholders and proxies - legal entities, Declarations for voting by correspondence as well as Materials on the convening of the Extraordinary General Meeting, held on August 09, 2024 at 11:00 a.m. (UTC 8:00 a.m.) in Sofia.

CHAIRMAN OF THE EGM:

SECRETARY OF THE EGM:

/Signature/
/Pelagia Viatcheva/

/Signature/
/Pavlina Ivanova/

TELLERS:

/Signature/
/Lyuba Nikolova/

/Signature/
/Venika Mileva/