

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

SOFIA, October 25, 2024, 11:00 a.m. (UTC 8:00 a.m.)

**ISIN BG11SOSOBT18
Event identification code SFAEGM25102024**

I. CONSTITUTING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Today, **October 25, 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 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: Pavlina Ivanova.

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: *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 – **13 356 996**. 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 October 25, 2024 is **165 743 067**.

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 126 593 969 number of shares or 70.68% of the registered capital.

Through a proxy are resented 13 456 821 number of shares or 7.51% of the registered capital.

Through correspondence before the date of the Extraordinary General Meeting, shareholders with total number of 4 809 363 shares presenting 2.69% 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 – 144 860 153 presenting 80.88% 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 October 25, 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 October 25, 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 October 11, 2024 for the number of shares with voting rights at the Extraordinary General Meeting of Shareholders of “Sopharma” AD convened on October 25, 2024 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 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 October 25, 2024 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	140 050 790	100.00%	78.20%	144 860 153	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	4 809 363	0%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.61%	7.51%	13 456 821	9.61%	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 – 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	140 050 790	100.00%	78.20%	144 860 153	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	4 809 363	0%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.61%	7.51%	13 456 821	9.61%	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 October 25, 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 September 24, 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 October 25, 2024, certified with their signatures.

3. For representing of shareholders 9 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 2 shareholders with a total of 4 809 363 shares.

5. For participation in the Extraordinary General Meeting are presented 144 860 153 shares, which is 80,88% of the Company’s capital, from which 126 593 969 are presented personally, 13 456 821 presented through a proxy and 4 809 363 - 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 present at the Extraordinary General Meeting:

- Ognian Donev – Chairman of the Board of Directors
- Mrs. Vessela Stoeva – Deputy Chairman of the Board of Directors
- Mrs. Bissera Lazarova – Member of the Board of Directors

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

- Zdravko Georgiev Pirinliev
- Veselin Milchev Arabov
- Vladimir Rusev Marashev
- Dimitar Georgiev
- Boncho Ivelinov
- Plamen Petkov

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	140 050 790	100.00%	78.20%	144 860 153	100.00%	0	0.00%	0	0.00%
- from them through correspondence	0	0.00%	0.00%	4 809 363	0%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.61%	7.51%	13 456 821	9.61%	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. **Adoption of the financial statements for the first half of 2024. Draft decision:** *The EGM adopts the financial statements of the Company for the first half of 2024.*

2. **Taking a decision under art. 30, para 5-7 of the Articles of association of the company for profit distribution and payment of an interim dividend based on the adopted 6-month financial statement. Draft decision:** *The EGM adopts a decision to distribute a 6-month gross dividend amounting to BGN 0.075 (7.5 stotinki) per share of the profit realized by the Company according to the prepared financial statements for the first half of 2024 in accordance with the Report on the requirements of Art. 115c of LPOS. The shareholders with dividend right are those persons entered in the registers of the Central Depository AD (CD) as at the 14th day after the day of the general meeting at which the 6-month financial statements were adopted and a decision for dividend distribution was taken. The company shall ensure the payment to the shareholders of the dividend voted at the General Meeting within 60 days of its holding. The costs for paying out the dividend are at the expense of the company. The payment of the dividend is made with the assistance of the CD. Shareholders with opened accounts with an investment intermediary (II) will receive their dividend through the respective II, and those with personal accounts in the CD will be able to receive their dividend from the branches of Eurobank Bulgaria AD (Postbank) in the country.*

3. **Approval of decision for buyback of treasury shares. Draft decision:** *The General Meeting of shareholders, on the basis of art. 187b of the Commercial Law and art. 111, para. 5 of the LPOS, adopts a decision to buyback treasury shares from the capital of the company under the following conditions: not more than 3% for each calendar year; term of the buyback - no longer than 18 (eighteen) months; minimum buyback price – not lower than the nominal value of one share of the company's capital; maximum buyback price BGN 7 (seven leva) per share; The General Meeting authorizes the Board of Directors of the company to determine all other parameters of the buyback and to carry out the necessary factual and legal actions to implement the decision of the General Meeting of Shareholders;*

4. **Election of a registered auditor of the Company for 2024; Draft decision:** *The EGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2024, in accordance with the recommendation of the Audit Committee, enclosed in the materials for the EGM;*

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 October 25, 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:

Adoption of the financial statements for the first half of 2024.

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM adopts the financial statements of the Company for the first half of 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	144 860 153	100%	80.88%	144 828 338	99.98%	31 815	0.02%	0	0.00%
- from them through correspondence	4 809 363	3.32%	2.69%	4 809 363	3.32%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.29%	7.51%	13 425 006	9.27%	31 815	0.02%	0	0.00%

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

The EGM adopts the financial statements of the Company for the first half of 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:

Taking a decision under art. 30, para 5-7 of the Articles of association of the company for profit distribution and payment of an interim dividend based on the adopted 6-month financial statement

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *EGM adopts a decision to distribute a 6-month gross dividend in the amount of BGN 0.075 (7.5 stotinki) per share from the profit realized by the Company, according to the prepared 6-month financial report for the first half of 2024 based on the Report of the Board of the directors regarding the requirements of art. 115c of the Law on Public Offering of Securities. The right to receive a dividend have the persons entered in the registers of the "Central Depository" AD (CD) as shareholders on the 14th day after the day of the general meeting, at which the 6-month financial report was adopted and a decision was taken to distribute a dividend. The company must ensure the payment to the shareholders of the dividend voted at the general meeting within 60 days of its holding. The costs of paying the dividend are at the expense of the company. The payment of the dividend is carried out with the assistance of the CD. Shareholders with open accounts with an investment intermediary (II) will receive their dividend through the respective II, and those with personal accounts in the CD, will be able to receive their dividend from the branches of "Eurobank Bulgaria" AD (Postal Bank) in the country.*

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	144 860 153	100%	80.88%	144 860 153	100.00%	0	0.00%	0	0.00%
- from them through correspondence	4 809 363	3.32%	2.69%	4 809 363	3.32%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.29%	7.51%	13 456 821	9.29%	0	0.00%	0	0.00%

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

EGM adopts a decision to distribute a 6-month gross dividend in the amount of BGN 0.075 (7.5 stotinki) per share from the profit realized by the Company, according to the prepared 6-month financial report for the first half of 2024 based on the Report of the Board of the directors regarding the requirements of art. 115c of the Law on Public Offering of Securities. The right to receive a dividend have the persons entered in the registers of the "Central Depository" AD (CD) as shareholders on the 14th day after the day of the general meeting, at which the 6-month financial report was adopted and a decision was taken to distribute a dividend. The company must ensure the payment to the shareholders of the dividend voted at the general meeting within 60 days of its holding. The costs of paying the dividend are at the expense of the company. The payment of the dividend is carried out with the assistance of the CD. Shareholders with open accounts with an investment intermediary (II) will receive their dividend through the respective II, and those with personal accounts in the CD, will be able to receive their dividend from the branches of "Eurobank Bulgaria" AD (Postal Bank) in the country.

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 decision for acquisition of own shares.

The Chairman read the proposal of the Board of Directors for a decision on this agenda item, namely: *The EGM adopts a decision to buy back own shares from the capital of the company under the following conditions: no more than 3% for each calendar year; period of execution of the buy-back - no longer than eighteen months; minimum buy-back price – not lower than the nominal value of one share of the company's capital; maximum buy-back price BGN 7 (seven BGN) per share; The General Meeting authorizes the Board of Directors of the company to determine all other parameters of the buy-back and to carry out the necessary factual and legal actions to implement the decision of the General Meeting of Shareholders.*

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	144 860 153	100%	80.88%	135 897 821	93.81%	0	0.00%	8 962 332	6.19%
- from them through correspondence	4 809 363	3.32%	2.69%	4 809 363	3.32%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.29%	7.51%	4 494 489	3.10%	0	0.00%	8 962 332	6.19%

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

The EGM adopts a decision to buy back own shares from the capital of the company under the following conditions: no more than 3% for each calendar year; period of execution of the buy-back - no longer than eighteen months; minimum buy-back price – not lower than the nominal value of one share of the company's capital; maximum buy-back price BGN 7 (seven BGN) per share; The General Meeting authorizes the Board of Directors of the company to determine all other parameters of the buy-back and to carry out the necessary factual and legal actions to implement the decision of the General Meeting of Shareholders.

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:

Election of a registered auditor of the Company for 2024. The Chairman read the proposal of the Board of Directors for a decision on this item on the agenda, namely: *The EGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2024 in accordance with the proposal of the Audit Committee included in the materials for the agenda.*

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	144 860 153	100.00%	80.88%	144 860 153	100.00%	0	0.00%	0	0.00%
- from them through correspondence	4 809 363	3.32%	2.69%	4 809 363	3.32%	0	0.00%	0	0.00%
- from them through proxy	13 456 821	9.29%	7.51%	13 456 821	9.29%	0	0.00%	0	0.00%

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

The EGM elects a registered auditor to verify and certify the Annual Financial Statements of the Company for 2024 in accordance with the proposal of the Audit Committee included in the materials for the agenda.

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 October 25, 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 October 25, 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/