

**INVITATION
For Extraordinary General Meeting of the Shareholders
of “SOPHARMA” AD
ISIN BG11SOSOB18**

Event identification code: SFAEGM02042021

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 Extraordinary General Meeting of Shareholders of “SOPHARMA” AD with unique identification code SFAEGM02042021, which to be held on **2 April 2021** at 11:00 a.m. (08:00 a.m. UTC) at the Company's headquarters in Sofia 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 23 April 2021 at the same place, with the same starting hour and the same agenda.

Pursuant to art. 16a, para 3 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 Extraordinary General Meeting, scheduled for 2 April 2021, and in the absence of a quorum on that date, for 23 April 2021, will be possible by correspondence and electronic means, according to the rules described in this invitation. **The Board of Directors invites all shareholders of the Company to exercise their voting right on the agenda items of the Extraordinary General Meeting of Shareholders through correspondence in order to protect the health of the participants in the EGM and that of their loved ones in a state of emergency and enhanced epidemiologic measures restricting the spread of the virus causing COVID-19.**

The Extraordinary General Meeting of Shareholders, scheduled for 2 April 2021, 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 Extraordinary General Meeting of shareholders, for Secretary Nikolay Georgiev and for tellers Teodora Poplazarova, Yanita Mincheva and Kristiana Buhcheva.

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 a decision for amendments to the Articles of Association of the Company; Draft decision: *The General meeting of shareholders (GMS) approves the amendments proposed by the Board of Directors of the Articles of Association of the Company, namely:*

„Article 7 is amended as follows:

Para. 1, letter B shall be repealed;

In para. 1, letter C/ the following text is added: "... when the bonds are issued as convertible", the text acquires the following version: „conversion of bonds into shares when the bonds are issued as convertible“;

In para. 1, letter E/ the following text shall be added: "conversion of part of profit into capital;"

In para. 1, letter F/ the following text shall be added: "other ways permitted by law;"

The old text of para. /2/ is replaced by the text: "the decision for capital increase has a legally defined content, as the procedure for capital increase follows the requirements and rules provided in the law, the present Articles of Association and the decisions of the management bodies of the company."

In Article 8, a new paragraph 5 is adopted as follows:

/5/ The capital of the Company may be increased by decision of the Board of Directors under the terms of this article and in connection with Art. 25 and Art. 26a, para. 1, item 13.

In Article 16a, para. 2 the text... "in the Rules for Voting by Electronic Means and Correspondence, adopted by the Company" **shall be replaced by the text** "by the Board of Directors in specific rules or for each individual meeting of the General Meeting, the relevant information shall be provided to the shareholders in the invitation to convene the General Meeting."

In Article 16a, para. 4 shall be amended as follows: "The rules for voting by proxy, the samples used for voting by proxy and the ways in which the company will be notified of performed authorizations electronically shall be determined by the Board of Directors - in special rules or for each separate meeting of the General Meeting of Shareholders, such as the requirements for the content of the voting form, the methods for its receipt by the shareholders and the conditions for identification of the shareholders shall be provided to the shareholders in the invitation to convene the General Meeting."

In Article 25, a new paragraph 9 is added with the following text:

"Increase of the capital of the company under the following conditions:

A/ The capital of the company can be increased by a decision of the Board of Directors up to BGN 750 million;

B/ The Board of Directors has the right to take decisions for capital increase until reaching the amount under letter /A/ within 5 years after the entry of this amendment in the Articles of Association and in the Commercial Register;

C/ Within the term under letter /B/, the Board of Directors has the right to make decisions for issuance of ordinary shares, preference shares, convertible bonds (bonds that can be converted into shares) and warrants, giving the right for subscription for shares of future capital increases of the company. In case of exercising warrants, respectively convertible bonds in fulfillment of the authorization under the previous sentence, the Board of Directors has the right to take a decision for capital increase under on condition, according to art. 113, para 2, item 2 of LPOS, in order to ensure the rights of the holders of warrants and / or convertible bonds. The amount of the increase under the previous sentence may not exceed the amount specified in letter /A/, taking into account the possibility for the rights under all warrants / respectively convertible bonds to be exercised.

D/ In exercising the powers under the previous points, the Board of Directors is considered to be explicitly authorized to adopt the relevant amendments to the Articles of

Association of the company, if such are necessary as a result of the implementation of the decisions to increase the capital;

E / The threshold of BGN 750 million provided for in letter /A/ shall be applied in total to the sum of the values of all capital increases, including the value of the shares for which warrants or convertible bonds have been issued.

In Article 26a, para. 1 a new point 13 shall be added with the following text:

13. Decisions under Art. 25, para. 9 of the Articles of Association."

2. Miscellaneous.

The Board of Directors invites all shareholders of the Company to exercise their voting right on the agenda items of the Extraordinary General Meeting of Shareholders through correspondence in order to protect the health of the participants in the EGM and that of their loved ones in a state of emergency and enhanced epidemiological measures restricting the spread of the virus causing COVID-19.

Pursuant to art. 16a, para 3 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 Extraordinary General Meeting, scheduled for 2 April 2021, and in the absence of a quorum on that date, for 23 April 2021, 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 Extraordinary 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 'Abstained'); 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 - by a letter sent to the Company with a return receipt confirming the moment of receipt of the letter by the Company; e-mail - via e-mail that must be signed with a universal or qualified electronic signature (UES or QES) by the shareholder and an electronic document (electronic image) of the statement of will and all accompanying documents, which are also signed with a universal or qualified electronic signature (UES or QES) by the shareholder or proxy, are attached to it; courier - by a letter sent to the Company by a courier service selected by the shareholder. When using a courier to send the documents, shareholders may indicate that the cost 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 1 April 2021, which is the last business day, preceding the date set for the Extraordinary General Meeting of Shareholders.

8. In case that a shareholder of "SOPHARMA" AD who exercised his voting right through correspondence attends the Extraordinary General Meeting on 2 April 2021, 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, 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 EGM 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 17:00 p.m. (5:30 a.m. to 14:00 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 EGM.

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 Extraordinary General Meeting is 134 797 899 dematerialized registered shares with voting right. At the date of the decision of the Board of directors for convening of the Extraordinary General Meeting, the treasury shares purchased by the Company are 9 011 467 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 Extraordinary General Meeting of Shareholders in subject is **19 March 2021**. Persons registered as such with voting right at that date are entitled to participate and exercise their voting right at the Extraordinary General Meeting. To determine the circle of voting persons at the General Meeting, scheduled for **2 April 2021**, the Company will obtain a Book of Shareholders from the “Central Depository” AD valid as at **19 March 2021** in accordance with the provisions of art. 115b, para 2 of LPOS.

According to the provision of art. 187a, para 3 of the LPOS, 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. 3 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 the 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., para 3 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 art. 2a, para 2 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 power of attorney form 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 17:00 p.m. (14:00 p.m. UTC) on 1 April 2021.

“SOPHARMA” AD will receive and accept valid electronic notifications and proxies by e-mail to the following e-mail: ir@sopharma.bg the electronic messages should be signed with a 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 Extraordinary General Meeting of Shareholders announced with this invitation, the same shall be held on 23 April 2021 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