



**telelink
business
services**



INVITATION

**TO CONVENE EXTRAORDINARY
GENERAL MEETING OF THE
SHAREHOLDERS**

OF TELELINK BUSINESS SERVICES GROUP AD

18.09.2024 г.
Sofia

The Supervisory board of Telelink Business Services Group AD,

Sofia, with UIC 205744019 (the “Company”), pursuant to art. 223, para. 1 of the Commercial Act, art. 115 of the Public Offering of Securities Act and art. 19, para. 1 of the Articles of Association of the Company,

convenes a extraordinary present meeting of the General Meeting of Shareholders of Telelink Business Services Group AD

on 18.09.2024 from 10.00 a.m.

(Eastern European Summer Time EEST=UTC+3
(Coordinated Universal Time UTC)),

at the Company's headquarters in Sofia and with venue:

**Sofia, Vitosha district, v.a. "Malinova Dolina", 6 Panorama
Sofia Str., Richhill Business Center, ground floor,
Conference centre Richhill,**

with unique identification code TBSG18092024EGMS, with
the following agenda and proposals for decisions:

I. Procedure matters:

1. Election of a chairman, secretary and teller of votes for holding the General meeting

Proposed resolution: The General meeting of shareholders elects Mr. Ivan Zhitiyanov (and in his absence – other member of the Managing Board) as Chairman, Mr. Ivan Daskalov (and Mrs. Daniela Peeva in his absence) as Secretary and Ms. Yordanka Klenovska (and in her absence – Mrs. Desislava Torozova) – for teller of votes.

II. Subject matters:

1. Election of a registered auditor to perform an independent financial audit for 2024.

Proposed resolution: The General Meeting of shareholders elects Deloitte Audit OOD as an auditor to perform an Independent financial audit of the annual financial statement of the Company for 2024 and on the consolidated annual financial statement of the Company for 2024

2. Increase of the remuneration and defining of the amount of the guarantee for management of some of the members of the Supervisory Board.

Proposed resolution: With regard to the Enterprise Risk Committee to the Supervisory Board of the Company, established with Resolution of the Supervisory Board dated 17.06.2024, whose main purpose and functions are to monitor and supervise the internal control and risk management systems of Telelink Business Services Group AD and the mechanisms for identifying and managing of professional, operational and other business risks and to ensure that they are robust, appropriate and effective, with elected members of the Enterprise Risk Committee Hans van Houwelingen, William Anthony Bowater Russell and Ivo Evgeniev Evgeniev and due to fact that they are assigned with additional activities and responsibilities as members of the Enterprise Risk Committee, the General Meeting of Shareholders, in accordance with Art. 17, Item 13 of the Articles of Association, determines the annual (gross) remuneration of Hans van Houwelingen, William Anthony Bowater Russell and Ivo Evgeniev Evgeniev, increasing it from BGN 30,000 (thirty thousand) to BGN 40,000 (forty thousand). The management guarantee due by each of the named members of the Supervisory Board remains in the amount of their 3-month gross remuneration, and each of them should supplement the management guarantee provided by him until reaching the amount of three times of their monthly gross remuneration, in accordance with the Increase in remuneration, approved by this resolution. Assigns and authorizes the Executive Director of the Company to conclude,

on behalf of the Company, additional agreements to the contracts with the above-mentioned members of the Supervisory Board to increase their annual remuneration. The remuneration of the other members of the Supervisory Board remains unchanged.

All shareholders of the Company are invited to participate in person or through a representative and to exercise their voting rights through correspondence.

The total number of shares in the capital of Telelink Business Services Group AD as of the date of the decision of the Supervisory Board to convene the General Meeting – 23.07.2024, is 12 500 000 dematerialized registered voting shares, each with a nominal value of BGN 1 (one). The total number of voting rights of the shareholders of the Company as of the date of the decision of the Supervisory Board for convening the General Meeting – 23.07.2024, is 12,499,438 (twelve million four hundred ninety-nine thousand four hundred thirty-eight). All issued shares of the Company are of one class - ordinary (non-preferred), dematerialized shares and give equal rights to the shareholders, namely - the right to vote, the right to dividend and liquidation share, in proportion to the nominal value of the share. Each issued share entitles the shareholder to participate in the general meeting of shareholders and to vote with one vote in the general meeting of shareholders. As of the date of the decision of the Supervisory board of the Company for convening the Regular General Meeting of Shareholders, the repurchased by the Company shares are 562 (five hundred sixty-two) shares. According to the provision of Art. 187a, para. 3 of the Commercial Act, the exercise of all rights, including the right to vote, on the own shares repurchased by the Company, shall be suspended until the moment of their transfer. Accordingly, the total number of votes in the General Meeting is 12,499,438 (twelve million four hundred ninety-nine thousand four hundred thirty-eight).

The international identification code (ISIN code of the issue) assigned by Central Depository AD, to the issue of Telelink Business Services Group AD, is BG1100017190.

According to Art. 115b, para. 1 POSA, the right to participate and vote in the General Meeting of Shareholders have only the persons entered in the registers of Central Depository AD as such with voting rights 14 days before the date of the General Meeting, namely - as of 04.09.2024, and in lack of quorum – 14 days before the second announced date – as of 19.09.2024.

Persons who together or separately own at least 5% (five percent) of the Company's capital have the right to request inclusion of matters on the agenda and to propose decisions on matters already included in the agenda of the General Meeting under Art. 223a of the Commercial Act, as the deadline for exercising this right is not later than 15 days before the opening of the General Meeting or no later than 03.09.2024. The shareholders under the previous sentence shall submit for announcement in the commercial register a list of matters, which will be included in the agenda and proposals for resolutions. With their announcement in the Commercial Register, the matters are considered included in the proposed agenda.

No later than the next business day after the announcement, the shareholders shall submit the list of the included matters, the proposals for resolutions on them and the written materials at the registered office and the address of management of Telelink Business Services Group AD, the Financial Supervision Commission and the Bulgarian Stock Exchange AD - the regulated market on which the Company's securities are admitted to trading.

The shareholders have the right to make proposals on the merits for resolutions on each matter included in the agenda and in compliance with the requirements of the law, as the restriction under Art. 118, para. 3 POSA shall be applied accordingly; the deadline for exercising this right is until the end of the discussions on this matter before the vote of the resolution by the General Meeting.

During the meeting of the General Meeting, each shareholder has the right to ask questions both on the announced agenda and on the economic and financial condition and commercial activity of the Company, except for the circumstances that constitute inside information. Shareholders may ask such questions, whether or not they relate to the agenda. The members of the Managing Board are obliged to answer the questions correctly, comprehensively and on the merits.

Shareholders - individuals identify themselves by presenting an identity document. The shareholders - legal entities are identified by presenting a certificate of current status of the legal entity, respectively an official extract from the relevant register of their current status or other similar document for shareholders - foreign legal entities and an identity document of the legal representative.

Foreign-issued certificates of current status or other similar document for shareholders - foreign legal entities must be presented in the appropriate form, depending on whether the relevant issuing country is a party to the Convention on the Elimination of the Requirement for Legalization of Foreign Public Acts (The Hague Convention), whether there is an effective and active mutual legal assistance treaty between issuing country and the Republic of Bulgaria, or whether this country does not fall into any of the first two groups of countries, namely:

- **A document issued by an authority of a foreign country that is a party to the Hague Convention should be authenticated with an apostille affixed by the authorities designated by it, which in accordance with their official duties are authorized to issue it. The foreign document certified in this way is not subject to additional legalizations and certifications. Member states and countries that are partners of the Hague Convention on the abolition of the requirement for legalizations for foreign public acts can be found on the official website of the Convention: <https://www.hcch.net/en/states/hcch-members>.**
- **A document issued by an authority of a foreign country with which the Republic of Bulgaria has signed a mutual legal assistance treaty, which contains texts for the exemption of documents from legalization and other certifications, should bear the relevant details, according to the bilateral agreements.**

- **A document issued by a foreign country that is not a party to the Hague Convention, and with which the Republic of Bulgaria does not have an active mutual legal assistance treaty, is subject to legalization, according to the procedure defined in the current Bulgarian Regulation for legalizations, certifications and translations of documents and other papers.**

Documents issued by an authority of a foreign country, drawn up in the required manner according to the above, must be accompanied by a translation into Bulgarian, as the translator's signature, placed on the translation performed by him, is certified by a notary in accordance with the procedure of Art. 21a, para. 1 of the Regulations on legalizations, certifications and translations of documents and other papers. In case of inconsistency between the texts, the data in the Bulgarian translation are accepted as correct.

Pursuant to Art. 16, para. 3 of the Articles of Association of Telelink Business Services Group AD, in connection with the requirements of Art. 115, para. 3 POSA, the Managing Board of the Company has adopted the following **RULES FOR PROXY VOTING**:

In case of representation of a shareholder in the General Meeting of Shareholders of Telelink Business Services Group AD, **the power of attorney for participation in the General Meeting of Shareholders should be in writing, explicit and meet the statutory requirements for power of attorney for shareholder representation in the General Meeting of Shareholders of a public company.**

In case the principal is a legal entity, the power of attorney shall be signed by the legal representative of the legal entity. The proxy shall present an identity document, original of a current certificate of commercial registration (official extract from the relevant register for their current status or another similar document) of the respective legal entity - shareholder and an explicit written power of attorney for the specific General Meeting with the content under Art. 116, para. 1 POSA.

In case of representation of a shareholder of the Company by a legal entity - proxy, in addition to the identity document of the representative of the company - proxy, an original of a current certificate of commercial registration (official extract from the relevant register for their current status or another similar document) of the legal entity - proxy, as well as an explicit written power of attorney for the specific General Meeting with the content under Art. 116, para. 1 POSA shall be also presented.

The power of attorney for representation in the general meeting of shareholders, issued in a foreign language, must be accompanied by a translation into Bulgarian, as the translator's signature, placed on the translation executed by him, is certified by a notary in accordance with the procedure of Art. 21a, para. 1 of the Regulations on legalizations, certifications and translations of documents and other papers. In case of inconsistency between the texts, the data in the Bulgarian translation are accepted as correct.

Pursuant to Art. 116, para. 4 POSA, the re-authorization with the rights, granted to

the proxy according to the given power of attorney, as well as a power of attorney, given in violation of the provision of Art. 116, para. 1 POSA are null and void.

The certificate of commercial registration (official extract from the relevant up-to-date register or other similar document), issued in a foreign language, must be presented in the relevant form (legalized, with an apostille or otherwise) according to the above rules for identifying a shareholder – legal entity. The document must be accompanied by a translation into Bulgarian, as the translator's signature, placed on the translation performed by him, is certified by a notary in accordance with the procedure of Art. 21a, para. 1 of the Regulations on legalizations, certifications and translations of documents and other papers. In case of inconsistency between the texts, the data in the Bulgarian version shall prevail.

Telelink Business Services Group AD presents a sample written power of attorney on paper and electronic media, together with the materials for the General Meeting. The sample power of attorney is also available on the Company's website, section "General Meetings of Shareholders" <https://www.tbs.tech/general-meetings-of-shareholders/>. Upon request, a sample written power of attorney shall be submitted after convening the meeting of the General Meeting of Shareholders.

Telelink Business Services Group AD will receive and accept for valid notifications and powers of attorney electronically on the following e-mail: lr-tbs@tbs.tech, as the electronic messages should be accompanied by an electronic document (electronic image) of the power of attorney. The powers of attorney must be presented to the Company no later than the last working day preceding the day of the General Meeting.

The proxy has the same rights to speak and ask questions at the General Meeting as the shareholder he/she represents. The proxy is obliged to exercise the right to vote in accordance with the instructions of the shareholder contained in the power of attorney. If the power of attorney does not specify the manner of voting on the individual items on the agenda, it must state that the proxy has the right to decide whether and how to vote.

One person may represent more than one shareholder at the General Meeting. In such a case, the proxy may vote differently on the shares held by the individual shareholders he/she represents. A shareholder may authorize a member of the Managing Board of the Company only if he/she has explicitly indicated in the power of attorney the manner of voting on each item on the agenda.

Voting by electronic means is not applicable to this specific meeting of the General Meeting.

Pursuant to Art. 19, para. 5 of the Articles of Association of Telelink Business Services Group AD, the Supervisory Board of the Company notifies the shareholders that at the General Meeting scheduled for 18.09.2024, and in the absence of a quorum – 03.10.2024, **VOTING BY CORRESPONDENCE** will be accepted, subject to the following rules:

Persons registered as shareholders of the Company with voting rights in the registers of the Central Depository 14 days before the date of the General Meeting

may exercise their voting rights before the date of the General Meeting by correspondence.

The right to vote at the General Meeting may be exercised through:

A. an explicit, written, notarized statement of intent issued by a shareholder of the Company and sent by mail or courier;

or

B. electronic document /electronic image/ of the statement, which is signed with a qualified electronic signature /QES/ by the shareholder and sent by e-mail

and contains:

1. data for identification of the shareholder;
2. number of the shares to which it refers;
3. agenda of the issues proposed for discussion at the General Meeting;
4. the proposals for resolutions on each of the issues on the agenda;
5. method of voting on each of the issues on the agenda /for each of the issues on the agenda only one of the listed methods of voting must be indicated: "for", "against" or "abstained"/;
6. date and signature.

The necessary identification data are:

- of a shareholder – individual - name, PIN/ PNF, address;
- of a shareholder – legal entity - name, UIC/ BULSTAT or number in the respective national register, registered office and address of management, as well as the full name of the representative/s of the shareholder – legal entity.

The statement of intent made in foreign language must be accompanied by a certified translation into Bulgarian, as the translator's signature, placed on the translation performed by him, is certified by a notary in accordance with the procedure of Art. 21a, para. 1 of the Regulations on legalizations, certifications and translations of documents and other papers. In the event that a notarized statement of intent is presented, the latter should be presented in the relevant form (legalized, with an apostille or otherwise), depending on the applicable rules for the country of notarization and according to the rules for presenting foreign official documents described herein above.

As a valid means of sending the statement of intent to exercise the right to vote by correspondence, the shareholders of the Company may use:

1. **mail or courier** – for sending the notarized statement of intent to the management address of the Company - **Telelink Business Services Group AD, Sofia 1766, Vitosha District, 2 Donka Ushlina Str., Garitage Park, Building 1, 4th floor;**
2. **e-mail** – for submission of the electronic message containing the electronic

document /electronic image/ of the statement signed with a qualified electronic signature /QES/, which electronic message is sent to lr-tbs@tbs.tech.

In case the right to vote is exercised by correspondence from a shareholder – legal entity, the explicit statement of intent should be accompanied by an original of a current certificate of commercial registration of the company – shareholder (only for a shareholder – a legal entity that is not established under Bulgarian law or is not entered in the Commercial Register and the Register of Non-Profit Legal Entities at the Registry Agency of the Republic of Bulgaria).

The certificate of commercial registration of the relevant legal entity (official extract from the relevant up-to-date register or other similar document) should be presented in the relevant form (legalized, with an apostille or otherwise) according to the above rules for identifying a shareholder – legal entity. The document must be accompanied by a translation into Bulgarian, as the translator's signature, placed on the translation performed by him, is certified by a notary in accordance with the procedure of Art. 21a, para. 1 of the Regulations on legalizations, certifications and translations of documents and other papers. In case of inconsistency between the texts, the data in the Bulgarian translation are accepted as correct.

The vote received by the Company not later than the day preceding the date of the General Meeting and meeting the regulatory requirements and the rules adopted by the Company shall be considered valid voting by correspondence. The shareholders are responsible for the content of their statement of intent and for its proper receipt by the Company.

In case a shareholder of the Company, who has exercised his/her right to vote by correspondence, is present at the General Meeting in person, the right to vote by correspondence exercised by him/her is valid, unless the shareholder states the opposite. In this case, on the issues on which the shareholder votes, the exercise of the right to vote by correspondence shall cease.

The shares of the persons who voted by correspondence shall be taken into account in determining the quorum for the General Meeting, and the voting shall be noted in the minutes.

The registration of the shareholders for participation in the General Meeting starts at 09:00 and ends at 09:55 on 18.09.2024 at the venue of the General Meeting of Shareholders.

In the absence of a quorum at the time announced as beginning of the meeting, pursuant to Art. 115, para. 12 POSA and Art. 227, para. 3 of the Commercial Act, the General Meeting will be held regardless of the represented capital on 03.10.2024 from 10:00 am (Eastern European Summer Time EEST = UTC+3 (Coordinated Universal Time UTC)), at the same place, with the same agenda and with the same requirements and registration procedure. The agenda of the new meeting may not include items under Art. 223a of the Commercial Act.

The Regular General Meeting of Shareholders on 18.09.2024 will be able to be viewed live by shareholders who are not present or represented at the

General Meeting. More information on how to access the live broadcast and on the way of identification of shareholders who wish to view it this way will be provided on the website of Telelink Business Services Group AD, section "General Meetings of Shareholders" - <https://www.tbs.tech/general-meetings-of-shareholders/>, as well as in the channels for communication with the shareholders. **The live broadcast of the Regular General Meeting of Shareholders on 18.09.2024 WILL NOT ALLOW the shareholders who have elected to view it in this way to participate in the discussions, to make substantive proposals for decisions on each item on the agenda, and to vote on items on the agenda.**

This invitation to convene the General Meeting of Shareholders and the written materials related to the agenda of the General Meeting of Shareholders, as well as the sample power of attorney for representing a shareholder at the General Meeting of Shareholders are published on the website of Telelink Business Services Group AD, section "General Meetings of Shareholders" - <https://www.tbs.tech/general-meetings-of-shareholders/> for the period from the announcement of the invitation in the Commercial Register to the end of the General Meeting of Shareholders.

The written materials for the meeting are available to the shareholders at the registered office, at the management address of the Company - Sofia 1766, Vitosha District, 2 Donka Ushlinova Str., Garitage Park, Building 1, 4th floor, every working day from 9:30 a.m. to 16:00 p.m.

Regards,



Wolfgang Ebermann – Chairman of the Supervisory Board
of "Telelink Business Services Group" AD