

INVITATION

TO CONVENE EXTRAORDINARY GENERAL MEETING OF
THE SHAREHOLDERS OF
TELELINK BUSINESS SERVICES GROUP AD

21.09.2022

Sofia



telelink
BUSINESS SERVICES

INVITATION

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 an extraordinary present meeting of the General meeting of shareholders of Telelink Business Services Group AD

on 21.09.2022 from 10.00 a.m.

(Eastern European Standard Time EET=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 TBS21092022IOSA, 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: Proposed resolution: The General meeting of shareholders elects Mr. Ivan Zhitiyanov (and in his absence Ms. Nikoleta Stanailova) as Chairman, Mr. Ivan Daskalov (and Mrs. Daniela Peeva in his absence) as Secretary and teller of votes - Ms. Nikoleta Stanailova (and in her absence Mrs. Silvia Marinova)

II. Subject matters:

1. Adoption of the 6-month financial statement for the first half of 2022 and the management report to it

Proposed resolution: The General meeting of shareholders adopts the 6-month financial statement of the Company for the first half of 2022 and the management report to it

2. Taking a decision under art. 41 para. 2 of the Articles of Association of the Company for distribution of the profit and payment of a 6-month dividend

Proposed resolution: The General Meeting of shareholders adopts a resolution for distribution of a 6-month dividend in the amount of BGN 10 125 000 (ten million one hundred and twenty five thousand) or BGN 0.81 (eighty-one stotinki) per share of the profit realized by the Company, as BGN 2429535.15 are from the profit of the Company for 2021 and BGN 7695464.85 from the profit of the Company, realized according to the prepared 6-month financial report for the first half of 2022 and on the basis of the Report prepared by the Managing board on compliance with the requirements of art. 115c POSA. The right to receive a six-month dividend have the persons entered in the registers of the Central Depository as such with the right to dividend as of the 14th day after the date of the general meeting. The General meeting of shareholders authorizes the Managing board of the Company to take all necessary legal and factual actions regarding the payment of the six-month dividend to the shareholders, including selection of a commercial bank, initial and final term for payment of the six-month dividend

3. Election of a registered auditor to perform an independent financial audit for 2022

Proposed resolution: The General meeting of shareholders elects "ERNST AND YOUNG AUDIT" OOD as an auditor to perform an independent financial audit of the annual financial statement of the Company for 2022 and on the consolidated annual financial statement of the Company for 2022

4. Extension of the term of office of the current members of the Supervisory Board of the Company

Proposed resolution: The General Meeting of Shareholders extends the term of office of the current members of the Supervisory Board of the Company, namely: Hans van Houwelingen - independent member of the Supervisory Board, Ivo Evgeniev Evgeniev and Boris Nemsic by one year, starting from the date of expiry of the previous term of office

5. Determination of remuneration and management guarantee of the members of the Supervisory Board

Proposed resolution: The General Meeting of Shareholders retains the current amount of remuneration for the members of the Supervisory Board, namely: annual (gross) remuneration in the amount of BGN 30,000 (thirty thousand). The General Meeting of Shareholders retains the amount of the management guarantees of the members of the Supervisory Board at their current rate - three months' gross remuneration

6. Taking a decision to provide the members of the Managing board with remuneration based on shares of the Company for 2022 and approval of a scheme for remuneration based on shares of the Company to the members of the Managing board for 2022

Proposed resolution: The General meeting of shareholders takes a decision and approves the provision to the members of the Managing board with remuneration based on shares of the Company for 2022 and approves a scheme for remuneration based on shares of the Company to the members of the Managing board for 2022, as follows:

1. Maximum number of the remuneration shares

Up to 25 000 or 0.20% of all shares in the Company's capital (expressed in percentage of issued share capital as of the date of this approval), which shall be allocated in full or in part based on the satisfaction of the conditions defined in art. 3.1, 3.2 and 3.8 below

2. Rules of granting

- The shares are granted by resolution of the Supervisory Board to all members of the Managing Board, within the maximum number of the remuneration shares.
- The shares granted as remuneration to the executive members of the Managing Board, as well as to the members of the Managing Board engaged in the management of a subsidiary, process or function in the economic group of Telelink Business Services Group AD (the Group) will represent approximately 50% of the overall compensation of the respective member of the Managing board, but not more than 60% of their overall target compensation from the Group as a whole for the respective year, as estimated at the time of share granting.
- The shares granted as remuneration to the members of the Managing board who are not engaged in the management of a subsidiary, process or function in the Group will represent approximately 15% of the overall compensation of the respective member of the Managing board, but not more than 20% of their overall target compensation from the Group as a whole for the respective year, as estimated at the time of share granting.
- The shares shall be distributed among the five members of the Managing Board as follows:
 - executive member of the Managing Board – 40%;
 - each of the four other members of the Managing Board, taking into account that, currently, all of the latter are engaged in the management of a subsidiary, process or function in the Group of Telelink Business Services Group AD – 15%;
 - currently, there are no members of the Managing board not engaged in the management of a subsidiary, process or function in the Group of Telelink Business Services Group AD.

3. Conditions to the transfer of shares

3.1. The Managing board members shall be entitled to one third (33.33%), or a maximum of 8333 of the granted shares subject only to a condition of continuing employment over three consecutive years. Therefore, a member leaving the Group before the end of the three-year share vesting period shall not be entitled to receive their respective shares, except in cases allowed by the Supervisory board based on a reasoned opinion, or as provided in the Remuneration Policy regarding members of the Supervisory and Managing Board of the Company. Regarding the executive member of the Managing Board, the Supervisory Board may, where applicable, allow an exception to the continuous employment condition, but only on a partial and pro-rata basis.

3.2. The members of the Managing Board shall be entitled to two thirds (66.67%), or up to 16667 of the granted shares (hereafter referred to as the “Performance Shares”, or “PS”) subject to long-term performance criteria linked to the Group’s targeted results.

3.3. The performance conditions are determined by the Supervisory Board. They are equal to all beneficiaries and apply to all granted PS.

3.4. Performance conditions are objective and measurable and include indicators relevant to the Group’s long-term course of business and consistent with the current environment in which it operates. They include criteria representative of the Company’s business and adapted to the specific nature of its activities.

3.5 All performance conditions are tracked over a reference period of three years, i.e. 2022, 2023 and 2024.

3.6 The 2022 PS are subject to performance conditions based on four complementary criteria for the results of Group operations, each whereof shall participate in determining the final number of transferred shares as follows:

- average Revenue growth shall contribute up to 20% of the maximum number of PS, or up to 13.33% of the total maximum number of granted shares;
- average Sales Profit growth shall contribute up to 30% of the maximum number of PS, or up to 20% of the total maximum number of granted shares;
- average EBITDA growth shall contribute up to 30% of the maximum number of PS, or up to 20% of the total maximum number of granted shares;
- average NPS shall contribute up to 20% of the maximum number of PS, or up to 13.33% of the total maximum number of granted shares;

where:

- “Revenue” shall mean consolidated net sales revenue;
- “Sales Profit” shall mean consolidated gross profit less sales and marketing expenses;
- “EBITDA” shall mean consolidated earnings before interest, tax depreciation and amortization;
- “NPS” (Net Promoter Score) is a metric of customer satisfaction, calculated as the difference between the percentage of clients with high and low likelihood of recommending the Group as a supplier in the total number of respondents among surveyed Group clients;
- “average growth” shall mean the compound annual growth rate (CAGR) for the period 2022-2024, calculated as the ratio of the value of each relevant indicator for 2024 to the value of the same indicator in 2021, raised to a power of 1/3, minus 1;
- “consolidated” shall mean the value reported or calculated on the basis of the annual consolidated financial statements of Telelink Business Services Group AD under IFRS;

3.7. The assessment of the achievement of the performance conditions shall be made as follows:

- the performance of each of the above criteria and the respective final number of transferred shares shall be established against predefined performance ranges specific to each criteria, as shown in the table as per section 3.8 below;
- the Supervisory Board must establish whether and to what extent the performance conditions were met by a duly justified resolution included in the Supervisory Board’s report to the General Meeting of Shareholders regarding the implementation of the Remuneration Policy;
- the assessment of the achievement of the performance conditions shall be made in 2025, after the confirmation of the audited consolidated financial statements of Telelink Business Services Group AD for 2024.

3.8. The number and percentage distribution of granted shares and the ranges of the final number of transferred shares according to the criteria as per sections 3.1 and 3.2 above, including the specific performance ranges and respective percentage and number of finally transferred shares, are summarized in the table below, as follows:

Basis	Criteria	Relative weight (maximum contribution to) total granted CS	Maximum contribution to performance-based CS	Performance range	Actually allocated CS in % of granted CS	Actually allocated CS (number of shares)
employment-based	continuing employment in 2022-2024	33.33%	-	<3 years	0%	0
				≥3 years	33.33%	8,333
performance-based	average Revenue growth for 2022-2024	13.33%	20%	<5%	0%	0
				5-15%	3.33%	833
				15-21%	6.67%	1,667
				>21%	13.33%	3,333
	average Sales Profit growth for 2022-2024	20.00%	30%	<5%	0%	0
				5-15%	5.00%	1,250
				15-21%	10.00%	2,500
				>21%	20.00%	5,000
	average EBITDA growth for 2022-2024	20.00%	30%	<5%	0%	0
				5-15%	5.00%	1,250
				15-21%	10.00%	2,500
				>21%	20.00%	5,000
average NPS for 2022-2024	13.33%	20%	<0	0%	0	
			0-30	3.33%	833	
			30-70	6.67%	1,667	
			>70	13.33%	3,333	

4. Transfer of share ownership

The transfer of ownership over the finally transferred shares shall follow the completion of the relevant three-year period for which the conditions are tracked, but not earlier than three years after the date of the Supervisory Board's resolution on their granting.

5. Post-transfer share retention conditions

No conditions shall be defined or applied towards the retention of the shares after their transfer.

6. Deadline for the provision of remuneration in the form of shares

The Supervisory Board may grant to the members of the Managing Board share-based remuneration for 2022 by the end of December 2022, subject to the prior approval of this Schedule by the General meeting of shareholders.

All shareholders of the Company are invited to participate in person or through a representative.

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 – 11.08.2022 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 – 11.08.2022 is 12 493 970. 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 Telelink Business Services Group AD for convening the extraordinary general meeting of shareholders, the repurchased by the Company shares are 6 030. 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 12 493 970 (twelve million four hundred ninety-three thousand nine hundred and seventy).

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 07.09.2022, and in lack of quorum on the second announced date - as of 23.09.2022.

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 06.09.2022. 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 decisions. 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 decisions 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. 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 decisions 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 decision 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.

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 of the 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, pursuant to POSA, 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 the 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 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 of the legal entity - proxy, as well as an explicit written power of attorney with the content under art. 116, para. 1 POSA.

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, as well as the power of attorney for representation at the general meeting of shareholders, issued in a foreign language, must be accompanied by a legalized translation into Bulgarian, in accordance with the requirements of applicable law. In case of discrepancy between the texts, the data in the translation into Bulgarian are considered correct.

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/documents/general-meetings/>. 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: ir-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 only if he 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 21.09.2022, and in the absence of a quorum – 07.10.2022, 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 decisions 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, seat 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 a foreign language must be accompanied by a legalized translation into Bulgarian, in accordance with the requirements of applicable law.

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 address for correspondence of the Company - Telelink Business Services Group AD, Sofia, Vitosha district, v.a. Malinova Dolina, 6 Panorama Sofia Str., Richhill Business Center, bl. B, floor 2;
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 ir-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, issued in a foreign language, must be accompanied by a translation into Bulgarian in accordance with the requirements of applicable law.

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 right to vote by correspondence, is present at the General meeting in person, the right to vote by correspondence exercised by him 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 21.09.2022 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 07.10.2022 from 10.00 am (Eastern European Standard Time EET = 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 Extraordinary general meeting of shareholders on 21.09.2022 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/documents/general-meetings/>, as well as in the channels for communication with the shareholders. The live broadcast of the Extraordinary general meeting of shareholders 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/documents/general-meetings/> 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 and the address for correspondence of the company - Sofia, Vitosha region, v.a. Malinova dolina, 6 Panorama Sofia Str., Business Center Richhill, bl. B, 2nd floor every working day from 9.30 to 16.00.

Regards,

Hans van Houwelingen – Chairman of the Supervisory board
of Telelink Business Services Group AD