**DECLARATION OF VOTING BY CORRESPONDENCE**

**Regarding exercising the right to vote at the Extraordinary General Meeting of the shareholders of TELELINK BUSINESS SERVICES GROUP AD, convened for 21 September 2022, at 10.00 a.m. (EET = UTC + 3 (Coordinated Universal Time UTC)), respectively in the absence of a quorum for 7 October 2022, at 10:00 a.m. (EET = UTC + 3 (Coordinated Universal Time UTC))**

**IDENTIFICATION CODE OF THE MEETING: TBS21092022IOSA**

**In the case of a shareholder - legal entity:**

The undersigned, **…………………………**, personal number ....................., in the capacity of representative of ……………………, seat and registered office ………………………, No ………………., street…… , fl.……., company identification code …………….. - shareholder holding ....................... / ....................... / registered voting shares in uncertificated (dematerialized) form from the capital of Telelink Business Services Group AD, Sofia, pursuant to Art. 226 of the Commerce Act in connection with Art. 116, para. 1 of the Public Offering of Securities Act (POSA)

**In the case of a shareholder - natural person:**

The undersigned, **…………………………**, personal number ....................., residing at ………… No, ………………. Str., ……fl., ………. flat, ………..city, in my capacity of shareholder, holding ....................... /......................./ registered voting shares in uncertificated (dematerialized) form from the capital of Telelink Business Services Group AD, Sofia, pursuant to Art. 226 of the Commerce Act in connection with Art. 116, para. 1 of the Public Offering of Securities Act

Pursuant to Art. 115, para. 5 of the POSA, I hereby exercise my right to vote through correspondence at the Extraordinary General Meeting of the shareholders of Telelink Business Services Group AD, convened for 21 September 2022 at 10:00 a.m. EET = UTC + 3 (Coordinated Universal Time UTC), respectively for 7 October 2022 at 10.00 a.m. (Eastern European Standard Time EET = UTC + 3 (Coordinated Universal Time UTC)) at the company's headquarters: 6 Panorama Sofia Street, Richhill Business Center, ground floor, Richhill Conference Center, Malinova Dolina, district of Vitosha, Sofia.

AND REPRESENT AND WARRANT THAT:

I vote with the **………………..** shares I hold and ………… voting rights [[1]](#footnote-1) from the capital of Telelink Business Services Group AD on the issues on the agenda of **the Extraordinary General Meeting of the shareholders of Telelink Business Services Group AD** as follows:

**I. PROCEDURAL 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 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. Silviya Marinova)

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

1. **MATTERS OF SUBSTANCE:**

**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

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

**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

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

**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

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

**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

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

**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

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

**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 approvall), 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 laving 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:

 

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.

**Voting method:**

* **IN FAVOUR**
* **AGAINST**
* **ABSTENTION**

*(Underline the chosen vote)*

I am aware that according to Art. 115, para. 6 of the POSA, in order for my vote exercised with this declaration to be valid [[2]](#footnote-2), the declaration along with the documents specified in the rules for voting by correspondence, described in the invitation for the General meeting of the shareholders of**Telelink Business Services Group AD,** convened for **21 September 2022** at 10.00 a.m. (Eastern European Standard Time EET = UTC + 3 (Coordinated Universal Time UTC)), and in the absence of a quorum on that date - on 7 October 2022 at 10.00 a.m. (Eastern European Standard Time EET) = UTC + 3 (Coordinated Universal Time UTC)), shall be received by the Company in one of the ways indicated in the invitation at the latest on the day, preceding the date of the general meeting.

**SIGNATURE:**

 **..........................................................**

 *(signature)*

**(Date) ..........................................................**

*(name)*

1. the number of voting rights shall be specified only if it does not coincide with the number of shares held [↑](#footnote-ref-1)
2. The right to vote in the general meeting can be exercised through:

A. an explicit, written, notarized statement of intent, sent by mail or courier; or

B. electronic document /electronic image/ of the statement, which must be signed with a qualified electronic signature /QES/ [↑](#footnote-ref-2)