|  |
| --- |
| **PROXY AUTHORIZATION FORM** |
| The undersigned, …………………………, personal number ....................., residing at: No ....., ………………. Str./Blvd., …… fl., ………. flat, ……….. city, ............. country, in the capacity of representative of ……………………, seat and registered office: No ………………., …………….. Str./Blvd., ............ fl., ………. office, ……….. city, .................... country, UIC / company identification code …………….. - **holding ....................... / ....................... / registered voting shares** in uncertificated (dematerialized) form from the capital of Telelink Business Services Group AD, UIC 205744019, pursuant to Art. 116, para. 1 of the Public Offering of Securities Act, |
| **HEREBY AUTHORIZE:** |
| **In the case of proxy – natural person**  **…………………………**, personal number ....................., identity card № ……….., issued by the Ministry of Interior ……….. on ………………., residing at: No ……, .......................... Str./Blvd., …… fl., ………. flat, ……….. city, ............... country  or |
| **In case of proxy – legal entity**  **……………………**, seat and registered office: No ………………., …………… Str./Blvd., .... fl., ……. office, ......... city, ......... country, UIC / company identification code: ………………………, duly represented by …………………………, personal number....................., identity card № ……………., issued by the Ministry of Interior ………… on ......................., in the capacity of ..................................... |
| to represent me/the company, managed by me, at the Regular General Meeting of Shareholders of Telelink Business Services Group AD, Sofia (the “Company”) convened for 18th of June 2025 at 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, 2 Donka Ushlinova Str., Garitage Park, Building 1, floor 1, with unique identification code TBSG18062025AGMS, respectively in the absence of a quorum for 3rd of July 2025 at 10:00 a.m. (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 and to vote with all **........................... shares** hold by me/the company, represented by me on the items of the agenda in the below referred manner and in particular: |
| **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 – 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. |
| **Vote:** |
| IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion |
| *(Place a checkmark on the preferred voting method)* |
| **II. Subject matters:** |
|  |
| 1. **Adoption of the Annual management report on the activities of the Company in 2024.**   **Proposal for a decision:** The General meeting of shareholders adopts the Annual management report on the activities of the Company in 2024. |
| **Vote:** |
| IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |
| **2.** **Adoption of the Audit Report on the audit of the Annual Financial Statement of the Company for 2024.**  **Proposed resolution:** The General meeting of shareholders approves the Audit report on the audit of the Annual financial statement of the Company for 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **3.** **Approval of the audited Annual financial statement of the Company for 2024.**  **Proposed resolution:** The General meeting of shareholders approves the audited Annual financial statement of the Company for 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **4.** **Presentation of the Report on implementation of the Remuneration Policy for the members of the Supervisory and Managing Board of the Company for 2024.**  **Proposed resolution:** The General meeting of shareholders accepts the remuneration policy implementation report and makes/ does not make recommendations on the Report on implementation of the Remuneration Policy for the members of the Supervisory and Managing board of the Company for 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **5.** **Adoption of the Consolidated annual management report on the activities of the Company in 2024.**  **Proposed resolution:** The General meeting of shareholders adopts the Consolidated annual management report on the activities of the Company in 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **6. Adoption of the Audit report on the audit of the consolidated Annual financial statement of the Company for 2024.**  **Proposed resolution:** The General meeting of shareholders approves the Audit report on the audit of the Consolidated Annual financial statement of the Company for 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **7.** **Approval of the audited consolidated Annual financial statement of the Company for 2024.**  **Proposed resolution:** The General meeting of shareholders approves the audited consolidated Annual financial statement of the Company for 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **8.** **Adoption of a decision for distribution of the financial result of the Company realized in 2024.**  **Proposed resolution:** The General Meeting of Shareholders accepts the proposal of the Managing Board, approved by the Supervisory Board, to cover the financial result - accounting loss of the Company, realized in 2024, in the amount of BGN 876,805.28 (eight hundred seventy-six thousand eight hundred and five BGN and twenty-eight stotinki) by the retained earnings of the Company for 2023.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **9.** **Adoption of a decision to discharge from liability the members of the Managing and Supervisory boards of the Company for their activities in 2024.**  **Proposal for a decision:** The General Meeting of Shareholders releases the members of the Managing Board of the Company - Ivan Krasimirov Zhitiyanov, Teodor Dimitrov Dobrev, Orlin Emilov Rusev, Yordanka Lyubchova Klenovska and Desislava Dancheva Torozova, as well as the members of the Supervisory Board of the Company - Wolfgang Werner Friedrich Ebermann, William Anthony Bowater Russell, Florian Huth, Hans van Houwelingen, Ivo Evgeniev Evgeniev, from liability for their activities in 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **10.** **Adoption of the annual report on the activities of the Investor Relations Director in 2024.**  **Proposed resolution:** The General meeting of shareholders adopts the annual Report on the activities of the Investor Relations Director in 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **11.** **Adoption of the report on the activities of the Audit committee in 2024.**  **Proposed resolution:** The General meeting of shareholders adopts the report on the activities of the Audit committee in 2024.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **12.** **Approval of the Statute of the Audit Committee**  **Proposed resolution:** Pursuant to Art. 107, para. 7 of the Independent Financial Audit and Sustainability Assurance Act, the General Meeting of Shareholders approves the Statute of the Audit Committee, which defines its functions, rights and responsibilities with respect to the financial audit and sustainability assurance commitments, internal control and internal audit, as well as its relations with the management bodies.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **13.** **Adoption of a resolution for authorizing the Managing Board of the Company to adopt and implement a Policy for management incentive scheme for key employees of the Company and its subsidiaries**  **Proposed resolution:** The General Meeting of Shareholders authorizes the Managing Board of the Company to adopt and implement a Policy for management incentive scheme (“MIS”) for key employees of the Company and its subsidiaries through additional monetary remuneration (bonus), ensured by the sale of shares of the Company by shareholders who express their consent to participate in the MIS and under all other terms and conditions in accordance with the Proposal of the Managing Board, included in the agenda materials. The bonus will be ensured by the price for the sale of shares of the Company received by the respective selling shareholders who have expressed consent to participate in the MIS. The General Meeting of Shareholders assigns the Managing Board to perform all necessary legal and factual actions related to the adoption and implementation of a Policy for management incentive scheme for key employees of the Company and its subsidiaries through additional remuneration (bonus) and its provision to key employees who will be defined in the policy adopted by the Management Board as eligible, with the right to participate in the MIS. The General Meeting of Shareholders assigns the Managing Board to perform all necessary actions to conclude binding agreements with shareholders who have expressed their consent to participate in the MIS, to secure the funds for the provision of additional monetary remuneration (bonus) related to the sale of shares of the Company.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **14.** **Authorization of the Managing Board of the Company to conclude transactions within the scope of Art. 114, para. 1, item 1, p. b) of the POSA.**  **Proposed resolution:** The General Meeting of Shareholders authorizes the Managing Board of the Company to conclude a transaction within the scope of Art. 114, para. 1, item 1, first proposal, point b) of the Public Offering of Securities Act, on the terms and within the timeframe pursuant to the Motivated Report of the Management Board under Art. 114a, par. 1 of the Public Offering of Securities Act on the appropriateness and terms of transactions within the scope of Art. 114 of the Public Offering of Securities Act, consisting in the conclusion of an agreement between the Company and Mr Lyubomir Mihailov Minchev, for the provision by him of funds for the granting of additional monetary remuneration (bonus) for key employees of the Company and its subsidiaries, related to the sale of the Company's shares held by him, in an amount determined in accordance with the terms and conditions of the established Policy for management incentive scheme for key employees of the Company and its subsidiaries.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **15.** **Dismissal of Mr. Wolfgang Ebermann as member of the Supervisory Board**  **Proposed resolution:** the General Meeting of Shareholders dismisses Mr. Wolfgang Ebermann as member of the Supervisory Board at his request.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **16.** **Election of a new member of the Supervisory Board and determination of his term of office**  **Proposed resolution:** In relation with the provision of Art. 27.3 of the Articles of Association of the Company and in view of the decision taken under item 15 of the agenda to dismiss Mr. Wolfgang Ebermann as a member of the Supervisory Board, the General Meeting elects Mr. Lyubomir Mihailov Minchev as a member of the Supervisory Board. The mandate of the newly elected member of the Supervisory Board shall be equal to the remaining term for which the other members of the Supervisory Board were elected, namely until 28.08.2027.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* |   **17.** **Determination of the remuneration and the amount of the management guarantee of the newly elected member of the Supervisory Board**  **Proposed resolution:** The General Meeting of Shareholders determines the annual gross remuneration of the newly elected member of the Supervisory Board in the amount of 30,000 (thirty thousand) BGN. Determines a management guarantee for the new member of the Supervisory Board in the amount of his 3-month gross remuneration. Assigns and authorizes the Executive Director of the Company to conclude a contract on behalf of the Company with the newly elected member of the Supervisory Board.   |  | | --- | | **Vote:** | | IN FAVOUR  AGAINST  ABSTENTION  At Proxy’s discretion  *(Place a checkmark on the preferred voting method)* | |
| The proxy is obliged to vote in the above-mentioned manner.    In the case of instructions for voting "Against" and "Abstention", the proxy has / does not have the right to make additional motions on the agenda items at his/her discretion. The authorization covers / does not cover issues that are included in the agenda according to the provisions of Art. 231, para. 1 of the Commercial Act and have not been announced pursuant to Art. 223 and Art. 223a of the Commercial Act. In the cases under Art. 231, para 1 of the Commercial Act, the proxy has / does not have the right whether to vote and in what way at his/her own discretion. In the cases under Art. 223a of the Commercial Act the proxy has/ does not have the right whether to vote and in what way, as well as to make/ not to make proposals for decisions on the additionally included issues in the agenda at his/her own discretion.  According to Art. 116, para. 4 of the Public Offering of Securities Act, re-authorization of the above referred rights shall be null and void.  **DATE:** **\_\_.\_\_.2025**  **AUTHORIZER:** |
| **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  *(signature)*  **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  *(full name)* |
| *Notes:*  *1. For each of the items on the agenda, only one of the following votes must be indicated: ”In favour”, “Against” , “Abstention” or “At Proxy’s discretion”.*  *2. If the power of attorney does not specify the method of voting on the individual items of the agenda, it must be stated in it that the authorized person has the right to decide whether and in what way to vote.*  *3. The shareholder, giving the authorization, shall explicitly indicate one of the alternative options given in the final paragraph of the Proxy authorization form.*  *4. A member of the Company’s Managing Board may represent a shareholder at the General Meeting of Shareholders only if the shareholder has explicitly indicated in the proxy authorization form the manner of voting on each of the items on the agenda.* |