



**MONITORING REPORT
OF THE NATIONAL CORPORATE GOVERNANCE
COMMISSION
ON THE STATE OF CORPORATE GOVERNANCE IN
BULGARIA
FOR 2025**

September, 2026

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This monitoring report contains information on the state of corporate governance in Bulgaria in 2025 and the activities of the National Corporate Governance Commission in accordance with the adopted program for 2026.

The report has been prepared on the basis of publicly disclosed annual financial statements and company management reports for the year ended 31.12.2025 of the public companies whose shares are admitted to trading on the leading segments of the Main Market of Bulgarian Stock Exchange AD (BSE) – Premium Equities Segment, EuroBridge Market Segment ¹ and Standard Equities Segment.

The purpose of the monitoring report is to track the development of corporate governance practices in Bulgaria, the degree of adherence to the National Code of Corporate Governance, as well as their compliance with internationally recognized standards and good practices in the field of corporate governance.

The analysis covers the publicly disclosed corporate governance statements, which form part of the companies' annual management reports; the self-assessment scorecards submitted on a voluntary basis; as well as the information published on the companies' corporate websites.

This edition continues the process of systematic monitoring of corporate governance in Bulgaria initiated in 2024. Compared with the previous monitoring report, the methodological approach has been expanded and structured in accordance with the thematic areas of the OECD Corporate Governance Factbook 2025, allowing for better international comparability of the results and tracking of the development of corporate governance in Bulgaria in the context of established international standards.

I. Research methodology

This monitoring report aims to provide a systematic, consistent and internationally comparable analysis of the state of corporate governance in Bulgaria. The report is structured in accordance with the thematic areas of the OECD Corporate Governance Factbook 2025, while also presenting an analysis of data from an empirical study of the corporate governance practices of Bulgarian public companies based on the recommendations of the National Code of Corporate Governance.

I.1 Sources of information

The analysis is based on the following main sources:

¹ The EuroBridge Market Segment is the new market segment of the BSE Main Market, created in 2024 by the BSE in cooperation with Deutsche Börse. It provides an opportunity for a company to be traded simultaneously on the regulated markets in Bulgaria and Germany. As of 31.12.2025, one share issue is traded on the EuroBridge Market, which in the statistics presented will be reported together with the Premium Equities Segment.

- publicly disclosed **annual financial statements and management reports** of public companies as of 31.12.2025;
- the **corporate governance statements included therein**;
- **non-financial statements**, prepared in accordance with the applicable legislation;
- **self-assessment scorecards**, provided by the companies on a voluntary basis;
- publicly available information published on **the corporate websites** of the companies;
- the applicable national and European **regulatory framework** in the field of corporate governance;
- **the National Code of Corporate Governance**, updated in 2024.
- publicly available information published **by the Financial Supervision Commission, the Bulgarian Stock Exchange** and other competent institutions, where relevant to the analysis.

I.2 Scope of the analysis

The analysis focuses on:

- the degree of application of the principles of good corporate governance by public companies;
- the ownership structure and ownership concentration;
- disclosure and transparency practices;
- the structure and functioning of corporate governing bodies;
- shareholder participation and rights;
- the development of non-financial reporting and sustainability reporting;
- digital transparency and communication with investors.

This report is not intended to provide a legal assessment of the compliance of individual companies with regulatory requirements. The analysis is research-oriented and aims to identify trends, good practices and areas where there are opportunities for improvement.

I.3 Methodology for systematization and presentation

The structure of this monitoring report has been developed in accordance with the main thematic areas of the OECD Corporate Governance Factbook 2025, while also taking into account the specific features of the Bulgarian regulatory framework and public capital market. The following thematic areas are included:

- capital markets and ownership structure in public companies;
- institutional and regulatory framework;
- shareholders' rights and key ownership functions;
- corporate governing bodies;
- corporate sustainability;
- digital transparency.

Within this structure, the content of the national monitoring analysis has been integrated as follows:

- the empirical data are allocated to the relevant thematic sections;
- where there is no correspondence with the Factbook structure, the information is presented in separate appendices;
- the areas for which company-level observations are available are clearly distinguished from those requiring additional regulatory or institutional description.

I.4 Limitations of the analysis

It should be borne in mind that:

- the analysis is based on **publicly available information**, which entails limitations regarding the depth of observation of companies' internal processes;
- the information provided through self-assessment scorecards is **voluntary** and does not cover all companies observed.

II. Recent developments

During the period 2023 – 2025, significant developments were observed in Bulgaria's corporate governance framework, related both to regulatory changes and to institutional initiatives aimed at increasing the transparency, accountability and sustainable governance of public companies.

A significant element in the development of the framework is the update of the National Code of Corporate Governance adopted in June 2024, which is aligned with the G20/OECD Principles and European requirements, including in the area of sustainable development.

The Code strengthens the recommendations related to:

- integrating sustainability factors into companies' governance and strategic decisions;
- increasing transparency in the selection of members of corporate governing bodies;

- linking remuneration to long-term performance and sustainability.

In 2025, the National Corporate Governance Commission (NCGC, the Commission) continued to actively promote the practical application of good practices through monitoring, training and interaction with capital market participants. Meetings and training sessions were held with representatives of public companies, aimed at raising awareness of the principles of corporate governance, sustainable development and the application of the updated National Code.

A significant international recognition of the development of the national framework is **Bulgaria's inclusion for the first time in the OECD Corporate Governance Factbook 2025**. The publication covers 52 jurisdictions, including all OECD and G20 economies, and presents national corporate governance frameworks in a comparative international context. A separate Country Note has been prepared for Bulgaria, containing an overview of the national framework and a comparison with the other jurisdictions included in the Factbook.

In 2025, the NCGC also undertook the relaunch of the Corporate Governance Index (CGIX), updating the rules for its calculation and determining the new composition of the index. The restoration of CGIX creates an additional market mechanism for promoting high standards of transparency, accountability and protection of shareholders' interests.

At the same time, interaction between the NCGC, the Financial Supervision Commission, the Bulgarian Stock Exchange and the representative organizations of capital market participants strengthened. This cooperation supports the convergence of national practices with international standards and creates better conditions for the consistent development of the corporate governance framework.

Developments during the period 2023 – 2025 show a gradual shift from primary regulatory compliance toward a broader understanding of corporate governance as a system for long-term value creation, risk management, sustainability and protection of the interests of shareholders and other stakeholders. Bulgaria's inclusion in the OECD Corporate Governance Factbook 2025 and the development of national monitoring provide a basis for more systematic comparison of Bulgarian practices with international standards and for identifying areas for further improvement.

III. Corporate Governance Index – CGIX

One of the most significant elements in the development of the national corporate governance framework in 2025 is the resumption of the calculation of the **Corporate Governance Index (CGIX)**.

CGIX is a specialized stock exchange index comprising the seven public companies with the highest corporate governance standards whose shares are admitted to trading on the regulated market of the Bulgarian Stock Exchange. Unlike traditional stock exchange indices, where selection is based mainly on market indicators, CGIX combines criteria related both to companies'

market capitalization and liquidity and to the quality of corporate governance and compliance with the National Code of Corporate Governance.

The companies are selected by the National Corporate Governance Commission in accordance with the Rules for the Calculation of the Corporate Governance Index (CGIX).

To be included in the index, each share issue must simultaneously meet predetermined criteria related to:

- a sufficient period of trading on the regulated market;
- minimum free-float market capitalization;
- minimum liquidity and market activity indicators;
- declared application of the National Code of Corporate Governance;
- a submitted self-assessment scorecard regarding application of the Code;
- absence of certain violations and compulsory administrative measures under the Public Offering of Securities Act affecting investors' interests.

The value of the index is calculated on the basis of the market capitalization of the included issues of ordinary shares, adjusted by the free-float factor, which provides a more realistic representation of the companies that are forming capital market liquidity. The index includes seven issues of ordinary shares, and its composition is subject to periodic review in accordance with the approved rules.

After a period during which calculation of the index had been suspended, in 2025 the National Corporate Governance Commission took steps to restore it.

At a meeting held on **29 July 2025**, the NCGC approved amendments to the **Rules for the Calculation of the Corporate Governance Index – (CGIX)**, which entered into force on **31 July 2025**. By the same decision, the Commission determined the composition of the index effective from **1 August 2025**.

The following companies are included in CGIX:

- Agria Group Holding AD;
- Bulgarian Stock Exchange AD;
- Doverie United Holding PLC;
- M+S Hydraulic AD;
- Sopharma AD;
- Shelly Group SE;
- Central Cooperative Bank AD.

The restoration of CGIX represents an important step in the development of the Bulgarian capital market and the national corporate governance framework. The index creates a **market-oriented mechanism for promoting good corporate governance**, providing additional visibility to companies that apply high standards of transparency, accountability and protection of shareholders' rights.

From the investors' perspective, CGIX serves as a reference point for identifying public companies that combine good corporate governance with sufficient liquidity and market representativeness. From the perspective of public companies, the index creates a reputational incentive to maintain and continuously improve corporate governance practices.

The use of a market index as an instrument for promoting good corporate governance is consistent with the international trend of assigning an increasingly important role to market mechanisms in assessing the quality of corporate governance. Alongside the regulatory framework and the "comply or explain" principle, such indices encourage companies to develop their policies in the areas of transparency, accountability and sustainable governance, thereby contributing to strengthening investor confidence and the development of the capital market.

IV. Capital markets and ownership structure of public companies

IV.1 Scope of the analysis

The information examined in this monitoring report covers 65 public companies registered on the leading segments of the BSE Main Market, organized by the Bulgarian Stock Exchange – Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment, namely:

- ✓ The corporate governance statements forming part of the annual management report as of 31.12.2025;
- ✓ The non-financial statements prepared in accordance with the applicable legislation;
- ✓ The self-assessment scorecards submitted by the companies on a voluntary basis, containing a self-assessment of the degree of adherence to the National Code of Corporate Governance;
- ✓ The publicly available information published on the companies' corporate websites.

The scope of the analysis is limited to companies included in the leading segments of the regulated market, since they are subject to the highest requirements regarding transparency, corporate governance and investor protection. This makes it possible to assess the practices of the companies that form the main part of Bulgaria's organized capital market.

Information on the number of companies included in the leading segments of the regulated market for the period 2023-2025 is presented in Table 1.

Table 1. Number of companies included in the leading segments
of the regulated market for the period 2023 – 2025

Segment/number of companies	2023	2024	2025
Premium	10	10	10
EuroBridge	-	1	1
Standard	51	53	54
Total	61	64	65

As of 31.12.2025, on the BSE Main Market, Premium Equities Segment, 10 (ten) share issues are admitted to trading, and on the EuroBridge Market Segment ² – 1 (one) share issue, representing a total relative share of 16.92% of the total number of companies, while on the Standard Equities Segment there are 54 (fifty-four) share issues, or 83.08% of the total 65 companies on the three segments.

For comparison, as of 31.12.2024, on the BSE Main Market, Premium Equities Segment, 10 (ten) share issues are admitted to trading, and on the EuroBridge Market Segment – 1 (one) share issue, representing a total relative share of 17.19% of the total number of companies, while on the Standard Equities Segment there are 53 (fifty-three) share issues, or 82.81% of the total 64 companies on the three segments.

Regarding comparison with the 2023 data, as of 31.12.2023, 10 share issues were admitted to trading on the Premium Equities Segment of the BSE Main Market, accounting for 16.39% of the total number of companies on the two segments, while on the Standard Equities Segment – there were 51 share issues, or 83.61% of the total 61 companies on the two segments. (See Figure 1)

² The one share issue registered on the EuroBridge Market Segment is reported in this report together with the companies from the Premium Equities Segment.

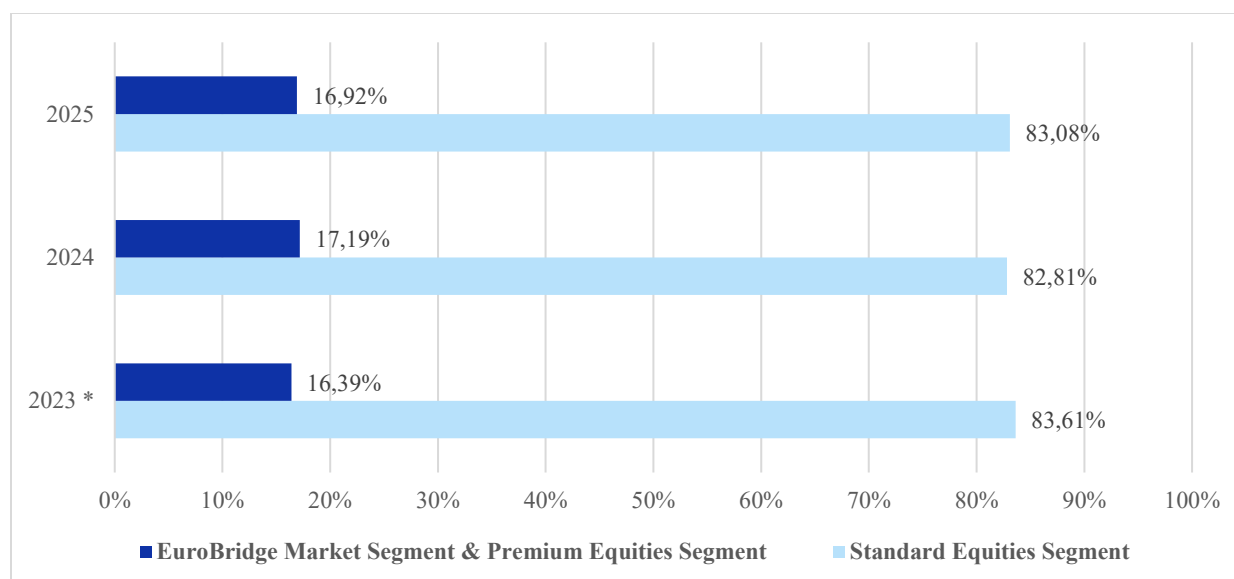


Figure 1: Relative share of companies from the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in the total number of companies at the end of 2025, 2024 and 2023.

**The EuroBridge Market Segment was created in 2024. The 2023 data include the Premium Equities Segment and Standard Equities Segment*

The data show a relatively stable structure of the leading segments of the BSE Main Market over the three-year period under review. The only change in 2025 is an increase by one company in the number of issues included in the Standard Equities Segment, while the number of companies in the Premium Equities Segment remains unchanged. This demonstrates the preservation of a stable structure of the leading market segments and provides a good basis for tracking the development of corporate governance over time.

Maintaining a relatively constant number of companies in the leading segments of the regulated market allows the results of the present monitoring to be comparable with those of previous years, making it possible to link the observed changes primarily to the development of corporate governance practices rather than to changes in the scope of the analyzed sample. This stability should be assessed positively against the background of the growing delisting trend at the international level.

IV.2 Sample characteristics

The sample under study covers companies which, due to their size, liquidity and market significance, form the reference group for assessing corporate governance in Bulgaria. It includes companies whose shares are admitted to trading on the leading segments of the Main Market of the Bulgarian Stock Exchange – Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment. These companies form the most representative part of Bulgaria's

regulated capital market and therefore provide a reliable basis for assessing the development of corporate governance practices.

V. The corporate governance and institutional framework

V.1 National Corporate Governance Framework

The national corporate governance framework in Bulgaria is based on a combination of legislative requirements, the European regulatory framework and self-regulatory mechanisms. The main self-regulatory instrument is the National Code of Corporate Governance, which is applied on the "comply or explain" principle and defines good practices for public companies. The development, updating and promotion of the application of the National Code of Corporate Governance are carried out by the National Corporate Governance Commission (NCGC).

The National Corporate Governance Commission (NCGC, the Commission) was established for the purpose of promoting the application of good corporate governance practices and the development of the Bulgarian National Code of Corporate Governance (BNCGC or the Code).

The Commission is a permanent independent body established on 3 September 2009 under the auspices of the Bulgarian Stock Exchange (BSE) and the Financial Supervision Commission (FSC), with the support of the World Bank and the International Finance Corporation (IFC).

The Commission's mission is to promote the establishment of good corporate governance practices, contributing to greater transparency, investor protection, the sustainable development of public companies and increased confidence in the Bulgarian capital market.

The NCGC interacts with state institutions, the Bulgarian Stock Exchange, the Financial Supervision Commission, professional organizations, the academic community and business representatives with the aim of developing good corporate governance practices.

In 2025, there was no change in the membership of the NCGC and no new members were admitted. The expansion of the Commission's representation carried out in 2024 through the accession of the Bulgarian Association of Asset Management Companies (BAAMC), the Bulgarian Association of Licensed Investment Intermediaries (BALII), the Bulgarian Association of Supplementary Pension Security Companies (BASPSC) and the Association of Bulgarian Insurers (ABI) created a sound basis for broader participation by institutional investors and representative organizations of the non-bank financial sector in the activities of the NCGC.

As of 31.12.2025, the members of the Management Board (MB) of the NCGC are:

- Prof. Bistra Nikolova Boeva, DSc (Econ.)
- Assoc. Prof. Dr Manyu Todorov Moravenov
- Prof. Dr Stefan Hristov Petranov

- Association of Bulgarian Insurers (ABI)
- Association of Bulgarian Investor Relations Directors (ABIRD)
- Special Investment Purpose Companies Association (SIPCA)
- Bulgarian Industrial Capital Association (BICA)
- Bulgarian Association of Supplementary Pension Security Companies (BASPSC)
- Bulgarian Association of Licensed Investment Intermediaries (BALII)
- Bulgarian Association of Asset Management Companies (BAAMC)
- Bulgarian Stock Exchange AD
- Zlaten Lev Capital AD
- Institute of Internal Auditors in Bulgaria (IIA Bulgaria)
- Monbat AD
- Sopharma AD
- Stara Planina Hold AD

On 11.09.2024, the Bulgarian Association of Asset Management Companies was entered in the Commercial Register and Register of Non-Profit Legal Entities at the Registry Agency as the representative of the NCGC, through the Chair of the organization's Management Board – Natalia Petrova.

As of 31.12.2025, the NCGC is chaired by the Bulgarian Association of Asset Management Companies (BAAMC), represented by the Chair of the association's Management Board - Natalia Petrova.

The Code is applied on the "comply or explain" principle and is addressed primarily to public companies, as well as to companies planning to acquire public status. Application of this principle provides companies with the necessary flexibility in implementing good practices, while at the same time requiring transparency and public explanation of any deviation from the Code's recommendations. In this way, the Code complements the statutory framework through a mechanism of market discipline and investor awareness.

The 2024 update aims to align the National Code with developments in international standards and the European regulatory framework. In particular, it takes into account:

- the G20/OECD Principles (2023);
- the requirements of the European Union (EU), including the Corporate Sustainability Reporting Directive (CSRD);
- the sustainable development and climate reporting objectives.

In this way, the National Code expands the traditional focus on shareholders' rights and the functioning of corporate governing bodies, placing greater emphasis on sustainable development, diversity, transparency and long-term value creation for all stakeholders.

The development of the national institutional framework in recent years shows a gradual convergence of Bulgarian practice with international corporate governance standards. Alongside legislative requirements, self-regulatory mechanisms, transparency and market incentives are playing an increasingly important role in encouraging public companies to apply higher corporate governance standards.

V.2 Information on the application of the Corporate Governance Code

All public companies included in the scope of this monitoring disclose information on the application of the National Code of Corporate Governance, with the relevant corporate governance statements published both as part of their annual management reports and on the companies' corporate websites. Full coverage in the disclosure of this information shows that the requirements of the regulatory framework and the National Code have been adopted as an established standard among companies included in the leading segments of the regulated market. (See Figure 2)

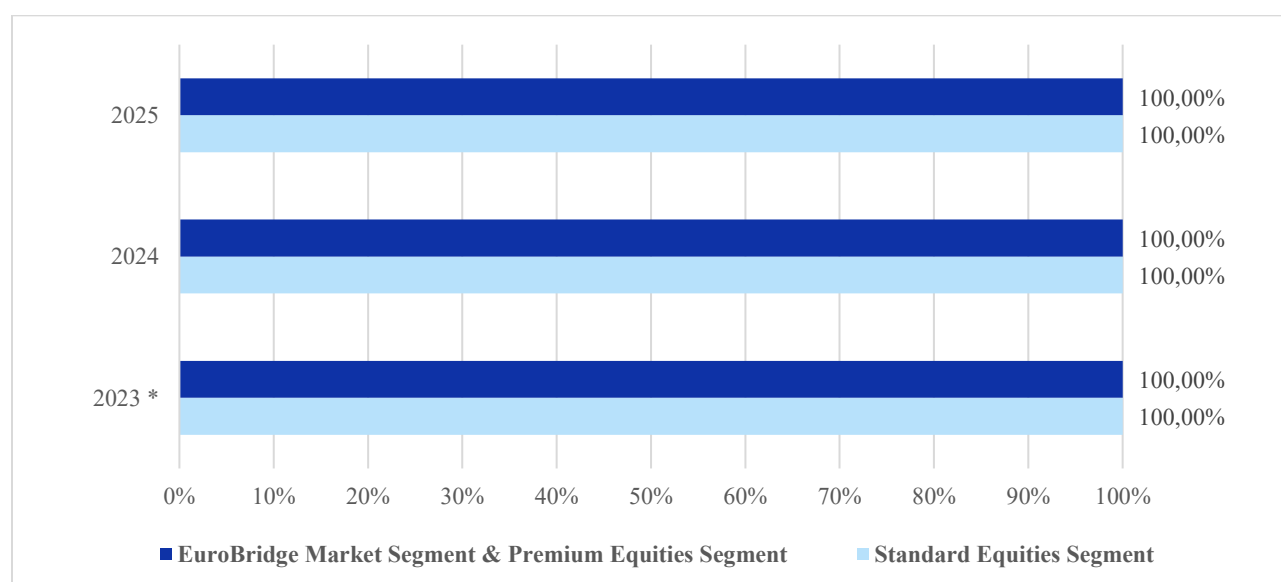


Figure 2: Disclosure of information on the application of the Good Corporate Governance Code by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023.

**The EuroBridge Market Segment was created in 2024.*

As mentioned above, the Code is applied on the basis of the "comply or explain" principle. This means that companies comply with the Code and, in the event of a deviation, their governing

bodies should explain the reasons for it. This flexible framework aims to promote good practices while taking into account the specific features of individual companies and the market environment, while also promoting transparency and accountability. The effectiveness of this model is determined not only by the number of companies declaring application of the Code, but above all by the quality, specificity and transparency of the explanations provided when deviating from its recommendations. It is precisely the quality of these explanations that allows investors to make an informed assessment of whether a deviation is justified and consistent with the company's specific circumstances.

The results of the survey concerning the application of the Good Corporate Governance Code by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for the period 2023 – 2025, are presented in Figure 3.

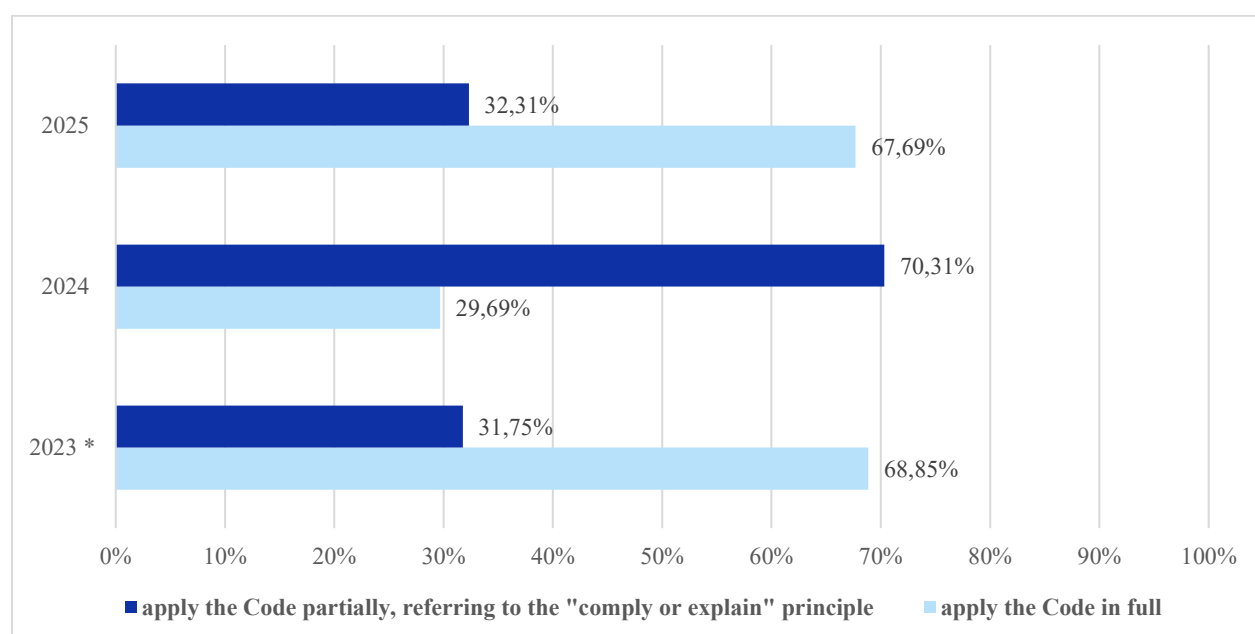


Figure 3: Application of the Good Corporate Governance Code by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023.

**The EuroBridge Market Segment was created in 2024.*

The analysis of the 2025 data shows that all 65 public companies declare application of the National Code of Corporate Governance. This confirms that the Code has become established as the main corporate governance standard among companies included in the leading segments of the Bulgarian Stock Exchange. A review of the publicly disclosed information shows that there are differences in the way companies apply and report on the "comply or explain" principle. For some companies, there is no clear distinction between full and partial application, and explanations for deviations from the "comply or explain" principle are not always sufficiently specific or consistent.

It should be borne in mind that these summaries do not claim to be exhaustive, but aim to present the overall picture of the observed practices, taking into account the specific wording and structure of the reports. As of 31.12.2025, approximately 67.69% of the companies apply the Code in full, while 32.31% apply it partially, referring to the "comply or explain" principle.

For comparison, as of 31.12.2024, all 64 public companies also declared compliance with the Code, with approximately 29.69% of the companies applying the Code in full and 70.31% applying it partially, referring to the "comply or explain" principle.

As of 31.12.2023, all 61 public companies declared compliance with the Code, with approximately 68.85% applying the Code in full and 31.75% applying it partially, referring to the "comply or explain" principle.

The findings show that in 2023 and 2025 the majority of public companies applied the provisions of the Code in full. The remaining companies referred to the "comply or explain" principle instead of declaring full compliance with all its recommendations. This approach is consistent with the philosophy of the Code, which allows deviations from individual recommendations where they are duly justified and publicly explained. The amendments to the Code adopted in 2024 concerning sustainability issues are likely the reason why, in 2024, the majority of companies applied the Code on the "comply or explain" principle.

The monitoring shows a gradual improvement in the quality of corporate governance statements. Companies increasingly structure the information in accordance with the National Code, providing more detailed descriptions of the policies and practices applied. Nevertheless, there remains a need for more specific and individualized explanations when deviating from individual recommendations of the Code.

VI. The rights of shareholders and key ownership functions

VI.1 Shareholders' rights regarding the general meeting

VI.1.1 General meetings held – quorum

The general meeting of shareholders (GMS) is the main mechanism for exercising shareholders' rights and for owners' participation in making key decisions concerning the company's activities. Therefore, the degree of shareholder participation is an important indicator of active ownership and the effectiveness of corporate governance.

The analysis of the annual general meetings held in 2025 by companies registered for trading on the three main segments shows a high level of shareholder engagement. The largest share of companies (33.85%) reported a quorum of more than 61% of the voting shares. In 30.77% of the companies, more than 75% of the voting shares were represented, while 21.54% reported a quorum between 50% and 60%. In only 13.85% of the companies, the meetings were held on the reserve date due to lack of quorum, and accordingly shareholder participation was below 50% of the registered voting capital. The results show a high degree of shareholder participation in general

meetings. In more than four-fifths of the companies, the quorum exceeds 50% of the voting capital, indicating active owner participation in decisions concerning company management.

Unlike in 2025, in 2024 the largest share of companies (35.94%) reported a quorum of more than 75% of the voting shares. In 29.69% of the companies, more than 61% of the voting shares were represented, while 20.31% reported a quorum between 50% and 60%. In only 14.06% of the companies, the meetings were held on the reserve date due to lack of quorum, and accordingly shareholder participation was below 50% of the registered voting capital.

In 2023, similarly to 2024, the largest share of companies (34.43%) reported a quorum of more than 75% of the voting shares. In 29.51% of the companies, more than 61% of the voting shares were represented, while 22.95% reported a quorum between 50% and 60%. In 13.11% of the companies, the meetings were held on the reserve date due to lack of quorum, and accordingly shareholder participation was below 50% of the registered voting capital.

The comparison of the three years analyzed shows relatively stable levels of shareholder participation in general meetings. Despite certain changes in the distribution across individual categories, there are no significant changes in the overall picture, and the share of companies whose meetings are held with an initially secured quorum remains consistently high.

The results of the survey of the quorum at regular general meetings held by companies registered on the Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment in 2025, 2024 and 2023 confirm the high degree of engagement of majority shareholders, as well as institutional and individual shareholders, in relation to their participation in general meetings. (See Figure 4).

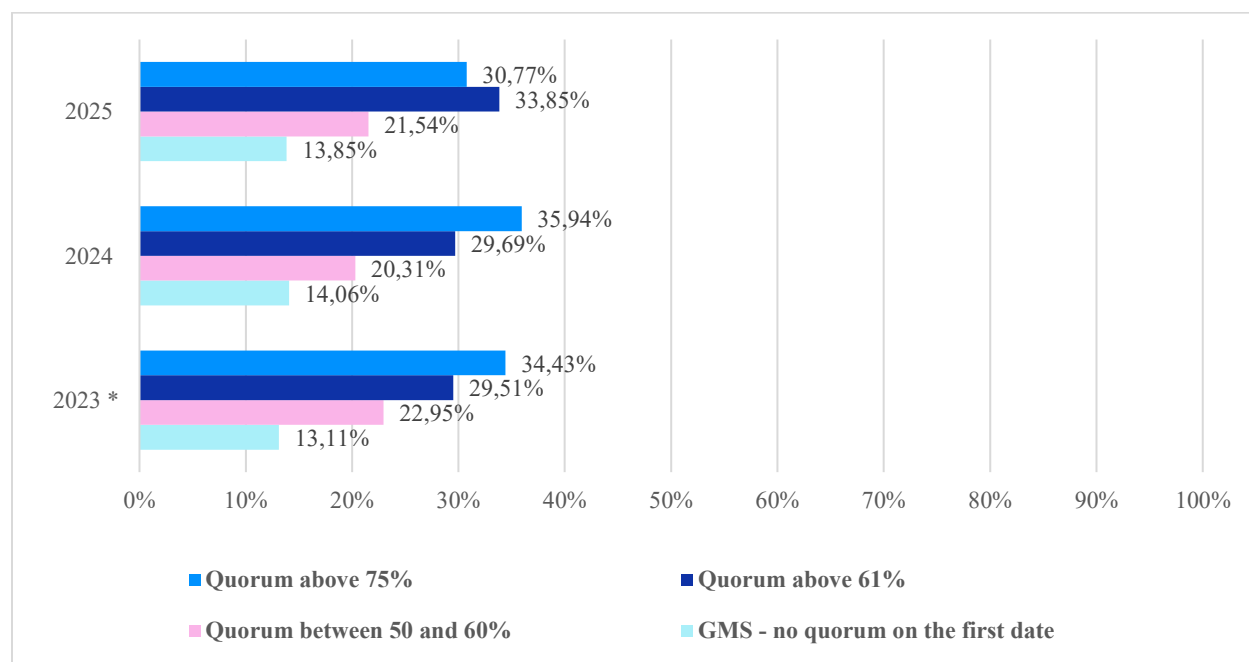


Figure 4: Quorum results for the annual general meetings held in 2025, 2024 and 2023 by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment

VI.1.2 General meetings held – annual/extraordinary

The analysis of the general meetings held in 2025 by companies registered for trading on the three main segments shows that 50.77% of the companies held only the annual general meeting of shareholders during the year. An annual and one extraordinary GMS were held by 27.69% of the companies, 20.00% held the annual and two extraordinary general meetings, and 1.54% held the annual and three extraordinary general meetings.

The predominant share of companies that hold only an annual general meeting indicates a relatively stable corporate governance cycle, in which extraordinary general meetings are called mainly when there is a specific need to take decisions outside the usual annual agenda.

For comparison, the data on general meetings held in 2024 by companies registered for trading on the three main segments show that 50% of the companies held only the annual GMS during the year. An annual and one extraordinary GMS were held by 42.19% of the companies, 4.69% held the annual and two extraordinary general meetings, and 3.13% held the annual and three extraordinary general meetings. In 2024, an increase was observed in the number of extraordinary general meetings compared with 2023, due to the calling of extraordinary GMS to elect a sustainability assurance provider.

The higher number of extraordinary general meetings in 2024 should be regarded as a result of specific regulatory changes rather than an indicator of greater instability in company governance. The holding of extraordinary general meetings to elect a sustainability assurance provider represents a one-off effect of the introduction of the new European requirements for corporate sustainability reporting.

The analysis of the general meetings held in 2023 by companies registered for trading on the two main segments shows that 68.85% of the companies held only the annual GMS during the year. An annual and one extraordinary GMS were held by 21.31% of the companies, 8.20% held the annual and two extraordinary general meetings, and 1.64% held the annual and three extraordinary general meetings.

The comparison of the survey results regarding the number of general meetings held by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023, is presented in Figure 5.

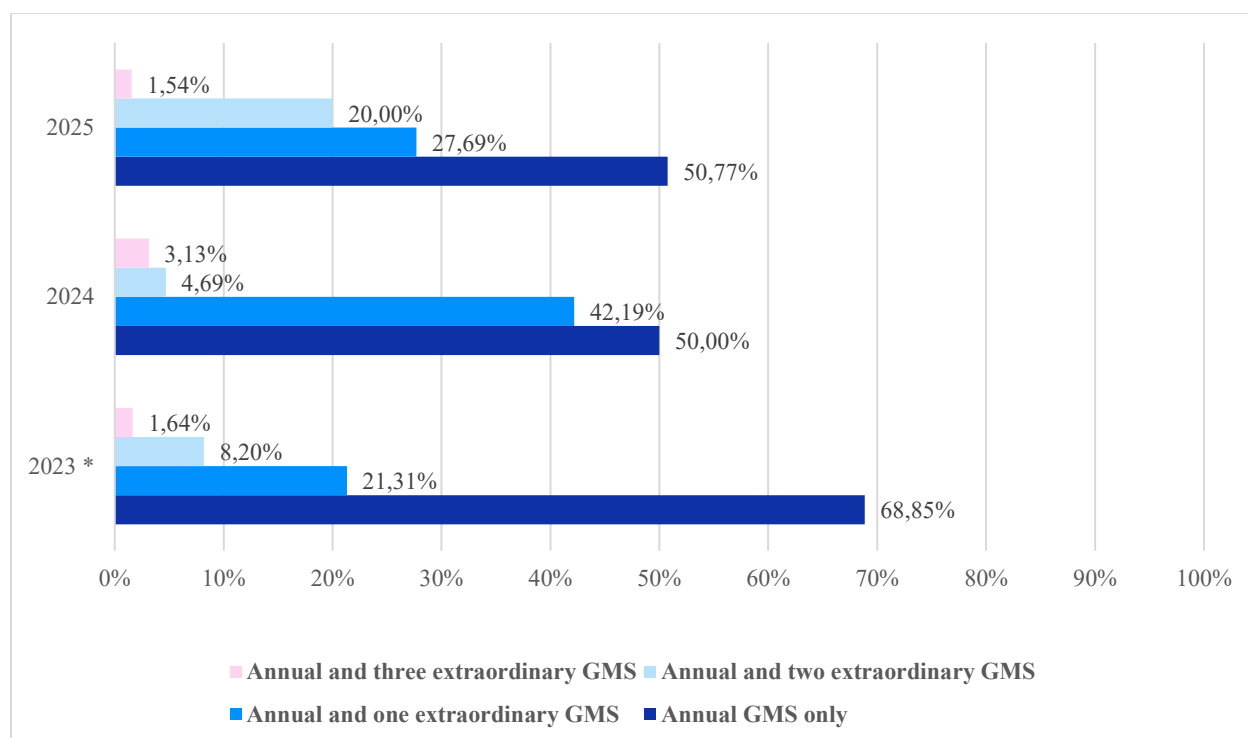


Figure 5: Results for the number of general meetings held in 2025, 2024 and 2023 by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment

The analysis by individual segments of the BSE Main Market of the general meetings held by companies shows that in 2025, 9.09% of the companies registered on the EuroBridge Market Segment and Premium Equities Segment held only an annual general meeting, 45.46% held an annual and one extraordinary meeting, and the remaining 45.45% held an annual and two extraordinary general meetings.

59.27% of the companies on the Standard Equities Segment held only an annual general meeting, 24.07% held an annual and one extraordinary meeting, 14.81% held an annual and two extraordinary meetings, and 1.85% – held an annual and three extraordinary general meetings. There were no companies in these segments that held an annual and three extraordinary general meetings.

The 2024 data show that, for companies in the two segments – EuroBridge Market and Premium Equities Segment – the respective shares were 36.36% (annual GMS only), 45.45% (annual and one extraordinary GMS) and 18.18% (annual and two extraordinary GMS), with no companies holding an annual and three extraordinary general meetings. 52.83% of the companies on the Standard Equities Segment held only an annual general meeting, 41.51% held an annual and one extraordinary meeting, 1.89% held an annual and two extraordinary meetings, and 3.77% held an annual and three extraordinary general meetings.

In 2023, 70% of the companies on the Premium Equities Segment held only an annual general meeting, 10% held an annual and one extraordinary meeting, and 20% held an annual and two extraordinary general meetings. Since the EuroBridge Market Segment was created in 2024, the 2023 data cover only the Premium Equities Segment, which should be kept in mind when comparing with the subsequent periods. 68.63% of the companies on the Standard Equities Segment held only an annual general meeting, 23.53% held an annual and one extraordinary meeting, 5.88% held an annual and two extraordinary meetings, and 1.96% held an annual and three extraordinary general meetings.

The results by segment for the number of general meetings held by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023, are presented in Figure 6.

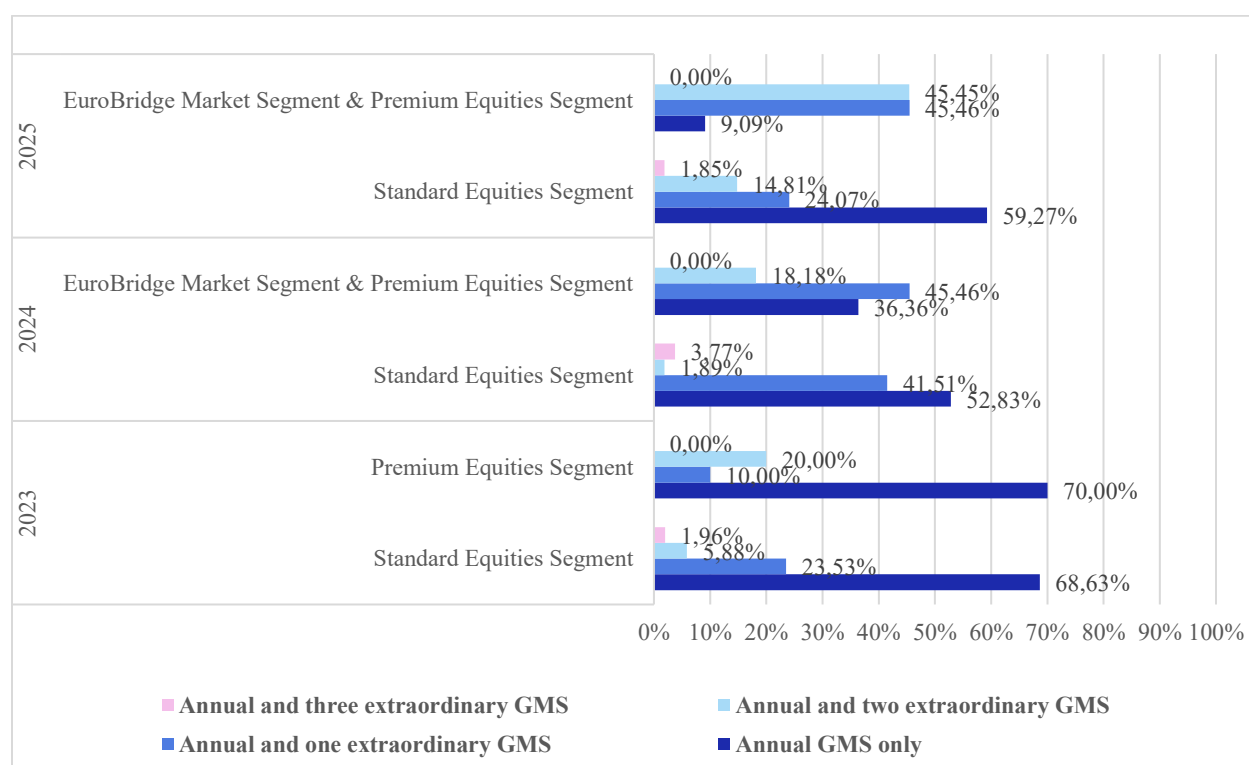


Figure 6: Results by segment for the number of general meetings held by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023.

**The EuroBridge Market Segment was created in 2024.*

The participation of members of corporate governing bodies at the general meeting is an important element of good corporate governance, as it creates an opportunity for direct dialogue between governing bodies and shareholders and contributes to greater transparency and

accountability. With regard to the participation of members of the corporate governing bodies at the annual GMS held in 2025 by companies registered on the three segments under review, the data show the following:

In seven public companies (10.77%), all members of the corporate governing bodies attended the annual GMS held in 2025. In the majority of companies, 44 of them (or 67.69%), between 1 and 5 representatives of the Board of Directors or, respectively, the Management Board or Supervisory Board attended the annual GMS. In 14 companies (21.54%), the minutes of the annual GMS did not state whether a representative of the corporate governing bodies was present.

For comparison, in 2024, in seven public companies (10.94%), all members of the corporate governing bodies attended the annual GMS held in 2024. In the majority of annual GMS held, namely those of 50 companies (78.13%) in total across the three segments, between 1 and 5 representatives of the Board of Directors or, respectively, the Management Board or Supervisory Board were present. In 7 companies (10.94%), the minutes of the annual GMS did not state whether a representative of the corporate governing bodies was present. The 2024 results are similar to the 2023 data presented in the 2023 monitoring report. (See Figure 7).

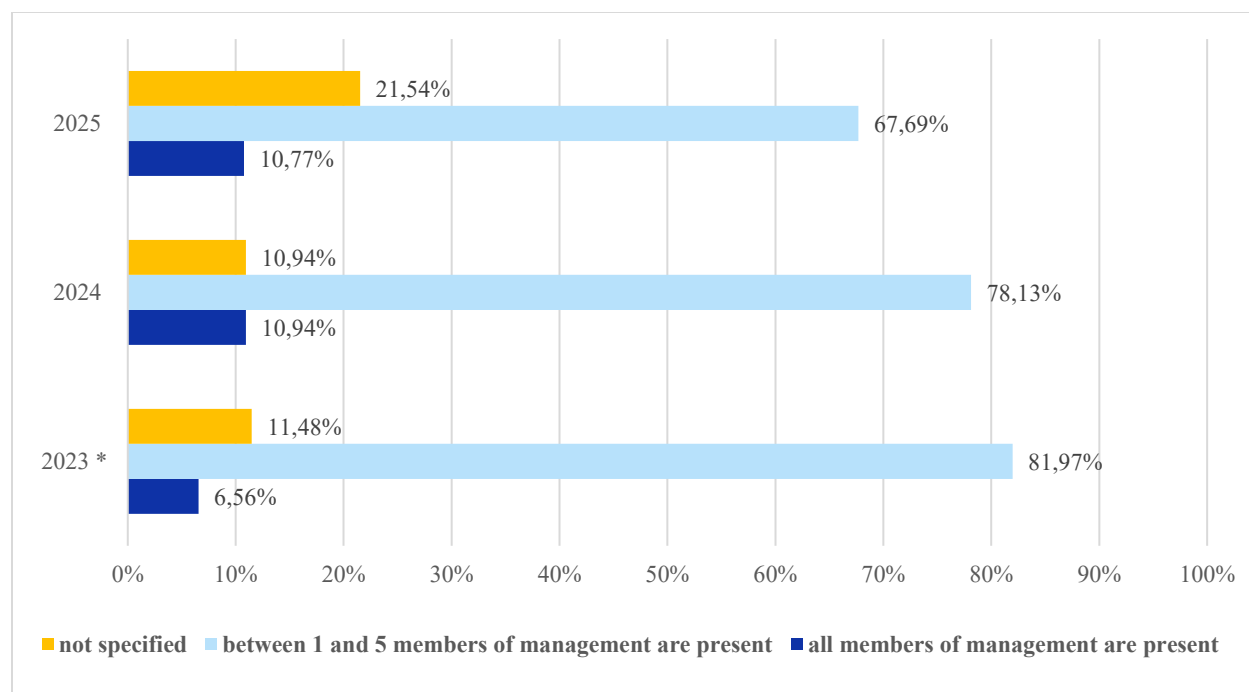


Figure 7: Results of the survey of companies from the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment regarding the attendance of members of management at the GMS held in 2025, 2024 and 2023.

The results show that in a significant proportion of companies, representatives of the corporate governing bodies personally attend general meetings, which is a positive indication of

the governing bodies' commitment to communication with shareholders. At the same time, the minutes of the general meeting do not explicitly state whether members of the corporate governing bodies are present, which limits transparency and does not allow a complete assessment of practices of interaction between governing bodies and shareholders.

In conclusion, the level of shareholder participation in general meetings remains consistently high during the period 2023 – 2025, indicating the active exercise of shareholders' rights and the stable functioning of corporate governance mechanisms.

VI.1.3. Shareholders' rights in relation to the general meeting

The right to participate and vote at the general meeting of shareholders is one of the fundamental rights of shareholders and is among the key mechanisms for exercising ownership and participating in the decision-making process in public companies. The Bulgarian regulatory framework sets out in detail shareholders' rights in relation to calling and holding general meetings, exercising voting rights, protecting minority shareholders and using electronic means of participation.

Under the Public Offering of Securities Act (POSA), the notice convening a general meeting of shareholders of a public company is announced in the Commercial Register and Register of Non-Profit Legal Entities and disclosed publicly at least 30 days before the date of the general meeting. The annual general meeting must be held by the end of the first half-year following the end of the reporting year. In the absence of a quorum, the law permits a new meeting to be scheduled no earlier than 14 days after the originally scheduled date.

The OECD Corporate Governance Factbook 2025 treats as a separate indicator whether the national regulatory framework requires the notice of the general meeting to be sent individually to all shareholders. No such requirement is provided for Bulgaria. The national framework relies on the principle of public disclosure through officially regulated channels, which is consistent with the specific features of the regime for public companies and the G20/OECD Principles (2023).

Bulgarian legislation also provides a broad range of rights for minority shareholders. Shareholders who individually or jointly hold at least 5% of the capital of a public company may exercise a number of special rights, including requesting the court to convene a general meeting or authorize their representative to convene it, requesting the appointment of examiners, and proposing the inclusion of additional items on the agenda and draft resolutions on items already included. The size of this threshold is comparable to the prevailing international practice reflected in the OECD Corporate Governance Factbook 2025.

Under current Bulgarian legislation, the right to vote at the general meeting of shareholders of public companies may be exercised in person, by proxy, by correspondence (before the date of the general meeting), and by electronic means subject to the conditions provided by law.

POSA allows shareholders to participate in the general meeting by electronic means where this is provided for in the company's articles of association or in the notice convening the general meeting. The law permits various forms of remote participation, including real-time transmission of the meeting, two-way real-time communication enabling remote participation, as well as remote exercise of voting rights before or during the general meeting. Shareholders participating by electronic means are included in determining the quorum, and the voting rights they exercise are recorded in the minutes of the general meeting.

The possibility of remote participation is supported by the Electronic Platform for General Meetings (EPOS) developed by Central Depository AD. The platform enables the organization of both fully electronic and hybrid general meetings, including electronic proxy authorization, remote voting, participation in discussions, automatic calculation of the quorum and voting results, and real-time broadcasting of the meeting.

Comparison with the OECD Corporate Governance Factbook 2025 shows that the Bulgarian regulatory framework is consistent with the international trend toward digitalization of general meetings. At the end of 2024, 94% of the 52 jurisdictions observed allowed hybrid general meetings, while 85% allowed fully virtual general meetings. Bulgarian legislation and market infrastructure allow the use of both models.

Although the regulatory framework provides a broad range of mechanisms for exercising shareholders' rights and is consistent with international standards, their practical application depends on the policies of individual companies. Therefore, the following subsections analyze the extent to which these opportunities are used in practice by public companies, including with regard to shareholder participation in general meetings, remote exercise of voting rights and protection of investors' interests.

VI.1.4. Exercise of voting rights by correspondence before the date of the GMS

According to the survey of the notices for convening annual general meetings of shareholders submitted by companies in 2025, 23.08% of all 65 companies registered on the segments of the BSE Main Market under review provide their shareholders with the possibility of exercising their voting rights by correspondence before the date of the general meeting. The 2025 results are similar to the data presented in the 2024 monitoring report, with a slight increase compared with the 2023 results in the share of companies offering this possibility. (See Figure 8)

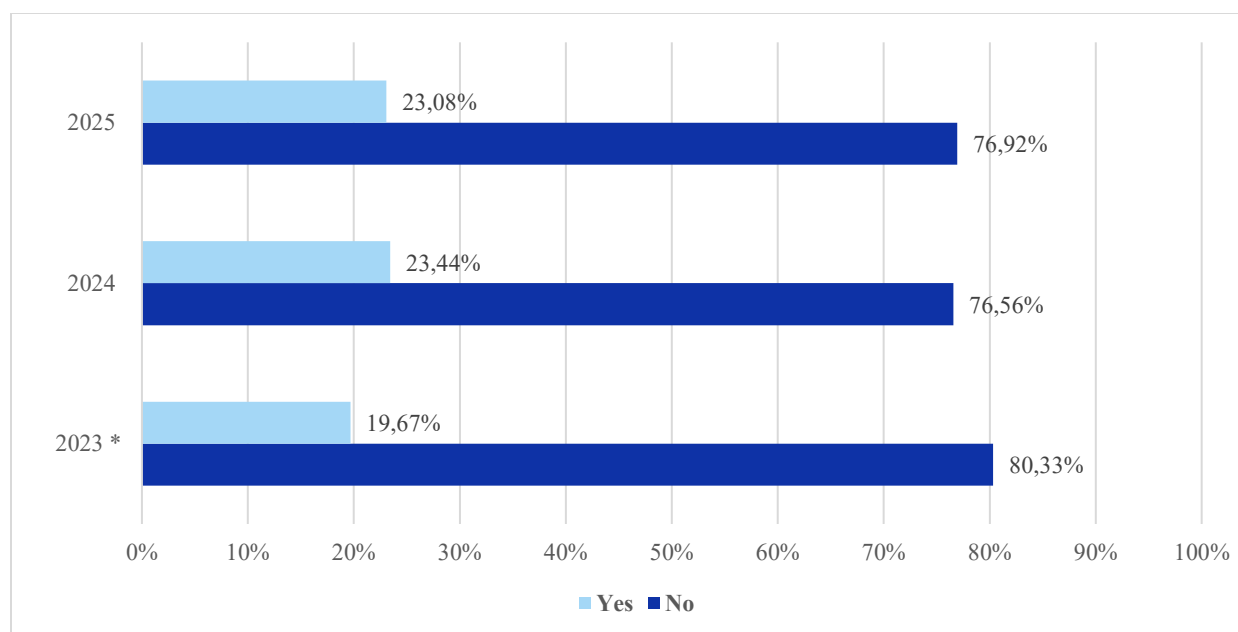


Figure 8: Exercise of voting rights by correspondence before the date of the general meeting by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023.

The analysis by segment shows that in 2025, 36.36% of the companies on the EuroBridge Market Segment and Premium Equities Segment provided the possibility of exercising voting rights by correspondence, while 63.64% did not provide such a possibility. For companies on the Standard Equities Segment, the respective shares were 20.37% and 79.63%. (See Figure 9)

In 2024, the possibility of voting by correspondence was provided by 36.36% of the companies registered on the EuroBridge Market Segment and Premium Equities Segment and by 20.75% of the companies registered on the Standard Equities Segment.

The 2023 data show that such a possibility was provided by 40% of the companies on the Premium Equities Segment and 15.69% of the companies on the Standard Equities Segment. The EuroBridge Market Segment is not included in the data for this period because it was created in 2024.

Although the share of companies providing the possibility of exercising voting rights by correspondence remains relatively limited, the results show a gradual establishment of this practice in recent years. This reflects a trend toward gradually expanding opportunities for remote shareholder participation in general meetings.

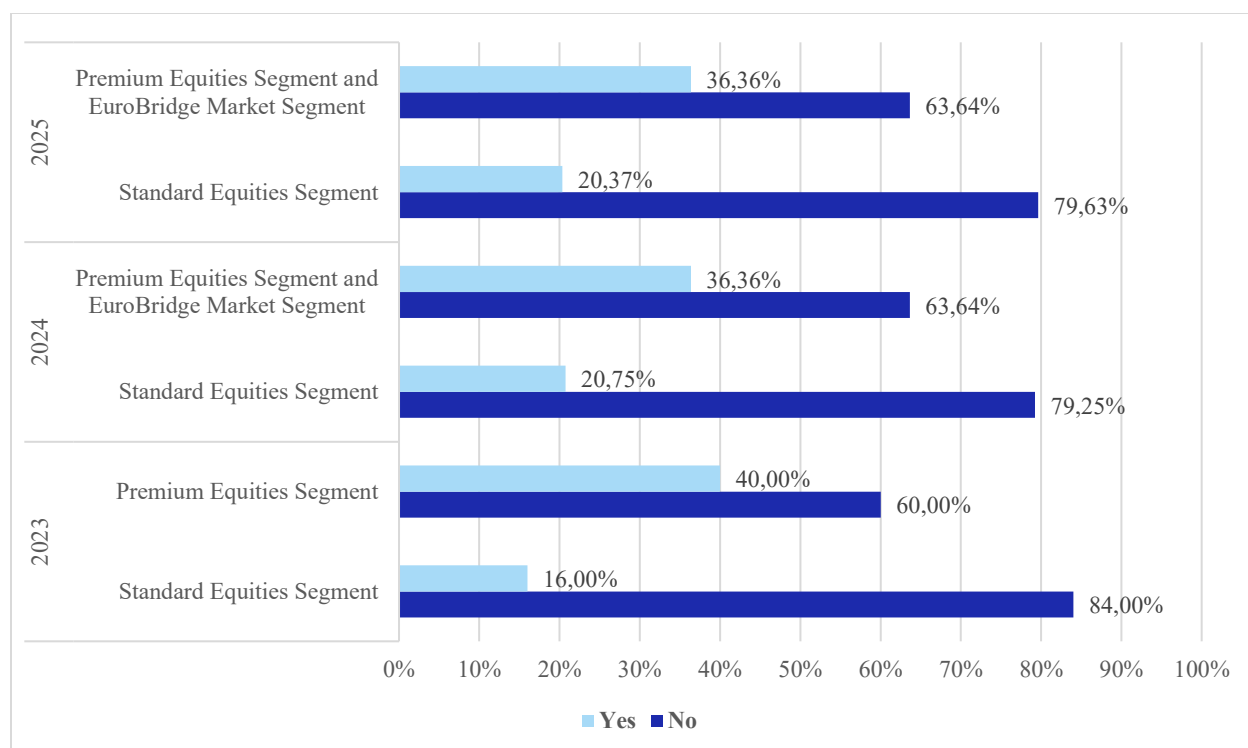


Figure 9: Results of the survey of companies from the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment that provided the possibility of exercising voting rights by correspondence in 2025, 2024 and 2023.

**The EuroBridge Market Segment was created in 2024.*

The higher relative share of companies in the Premium and EuroBridge Market segments that provide the possibility of voting by correspondence is likely due to the larger share of institutional investors, higher corporate governance requirements and more developed shareholder communication practices.

VI.1.5 Related party transactions

Under the Public Offering of Securities Act, public companies must disclose information relating to related-party transactions in their annual financial statements and management reports, as well as in their interim financial reports. The law also regulates procedures for approving certain transactions of public companies, including transactions involving interested parties. In applicable cases, the law provides for prior authorization by the general meeting of shareholders, with the management body submitting a reasoned report on the expediency and material terms of the transaction. The regulatory framework provides strict disclosure requirements, as well as a mandatory procedure for prior approval of transactions exceeding certain thresholds solely by the general meeting of shareholders, while interested parties, including interested members of corporate governing bodies, are not allowed to participate in the vote.

The analysis of the disclosed information shows that in 2025, in 16.93% of the companies, approval of transactions under Art. 114 of POSA was included in the agenda of an annual and/or extraordinary general meeting of shareholders. In 2024, this share was 17.46%, which represents a comparatively similar level to 2025. In 2023, approval by the GMS of such transactions was identified in 11.29% of the companies, which is a lower share than in the following two periods. The data from the survey are presented in Figure 10.

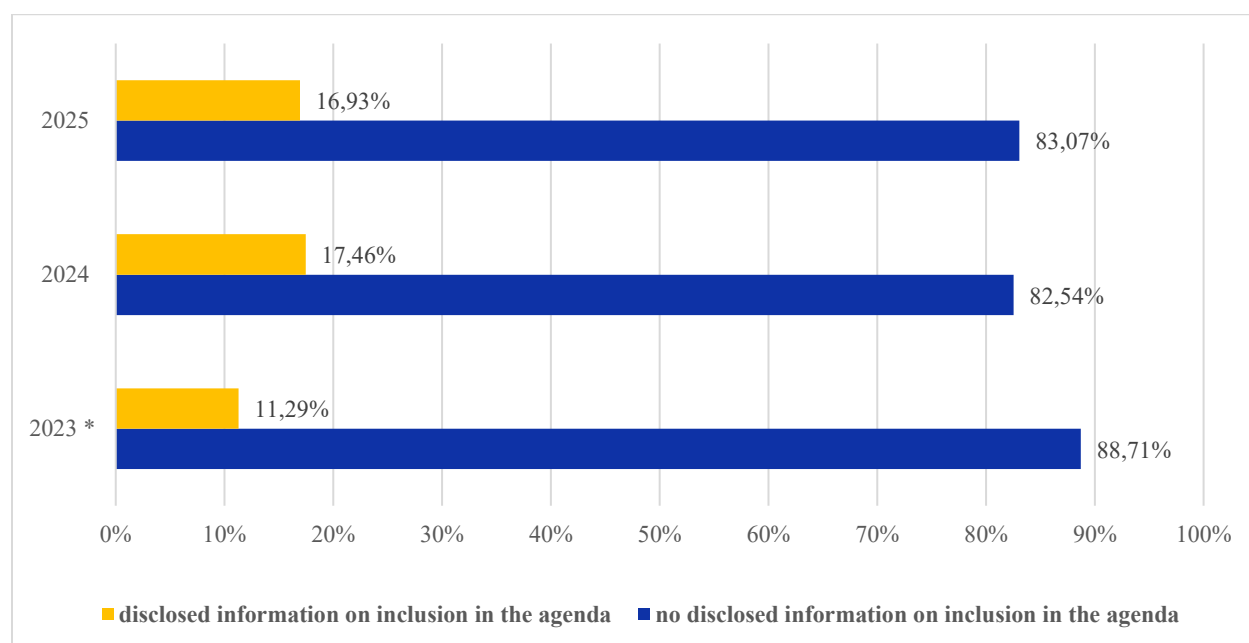


Figure 10: Disclosure of information by companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment in 2025, 2024 and 2023 regarding inclusion in the agenda of the annual and/or extraordinary general meeting of shareholders of the approval of transactions under Art. 114 of POSA

The results show a relatively stable level of transactions under Art. 114 of POSA subject to approval by the general meeting of shareholders. The minor differences between individual years do not indicate a sustained trend toward an increase or decrease in the number of such transactions. The inclusion on the agenda of the general meeting of related-party transactions, transactions with interested parties and transactions exceeding legally defined thresholds is an important mechanism for protecting minority shareholders and limiting potential conflicts of interest. Public disclosure of information and shareholder participation in the approval process contribute to greater transparency and confidence in corporate governance.

VI.1.6 Takeover bid rules

POSA provides for an obligation to make a takeover bid when certain thresholds of participation in a public company are exceeded. Such an obligation arises upon acquiring more

than one third of the votes where there is no other shareholder holding more than 50% of the votes, as well as upon crossing the thresholds of 50% and two thirds of the votes. In the cases provided for, the acquirer must register a takeover bid to the remaining shareholders or reduce its holding below the relevant threshold.

The law also provides mechanisms for the protection of minority shareholders based on the principle of equal treatment, the provision of sufficient information and the opportunity to make an informed decision. The price under a mandatory takeover bid may not be lower than the highest of the fair price, the volume-weighted average market price for the last six months and the highest price paid by the offeror or related parties during that period.

In 2023, 2024 and 2025, the FSC reviewed takeover bid procedures involving shareholders of public companies, demonstrating the practical application of this mechanism in all three periods under review. However, in the absence of a separate quantitative sample, no conclusion should be drawn regarding a trend in the number of takeover bids over the three years.

VI.1.7 Responsible Engagement by Institutional Investors (Stewardship) and Fiduciary Duties of Corporate Governing Bodies

Responsible engagement by institutional investors (stewardship) contributes to good corporate governance. It aligns investors' interests with the long-term priorities of the investee companies.

The fiduciary duties of members of management and supervisory bodies are associated with the requirement that they act in good faith, with due care and in the interests of the company, while preventing and managing conflicts of interest and ensuring the necessary accountability and transparency in carrying out their functions.

VI.1.8 Company groups and ownership disclosure

POSA provides for a regime for disclosure of significant shareholdings in public companies. Under Art. 145, a shareholder is required to notify the FSC and the public company when its voting rights reach, exceed or fall below 5% or a multiple of 5%, and the regime covers both direct holdings and certain forms of indirect holding and exercise of voting rights. The public company, in turn, discloses the information received to the public.

With regard to shareholder agreements, Art. 146 also includes in the notification regime voting rights held by third parties where an agreement has been concluded to pursue a lasting common policy regarding the management of the company through joint exercise of voting rights, as well as agreements for the temporary transfer of voting rights. The law also takes into account control relationships, including where control arises from participation through a subsidiary or from an agreement with another person.

At the same time, POSA does not contain a separate regime formulated as disclosure of beneficial owners, nor separate regulation of cross shareholdings as a specific category.

** The National Code of Corporate Governance does not contain recommendations requiring public companies to disclose completed takeover bid procedures and significant shareholdings.*

VII. Corporate governing bodies

VII.1 Basic board structures and independence

Based on the survey of the structure of the corporate governing bodies of 65 companies registered for trading on the leading segments of the BSE Main Market, 43 of them (or 66.15%) have a one-tier management system, while 22 companies (or 33.85%) have a two-tier system.

By segment, the 2025 data show that 63.64% of the companies trading on the Premium Equities Segment and EuroBridge Market Segment have a one-tier management system – a Board of Directors (BoD), while the remaining 36.36% have a two-tier management system with a Management Board (MB) and Supervisory Board (SB), respectively. According to data from the Commercial Register, 66.67% of the companies on the Standard Equities Segment have a one-tier management system and 33.33% have a two-tier system.

Comparison with the 64 companies examined in 2024 shows that 36.36% of the companies trading on the Premium Equities Segment and EuroBridge Market Segment had a two-tier management system, while the remaining 63.64% had a one-tier management system. 66.04% of the companies on the Standard Equities Segment had a one-tier management system and 33.96% had a two-tier system.

According to data from the 2023 monitoring report, prepared on the basis of a survey of the corporate governance structure of 61 companies registered for trading on the two leading segments of the BSE Main Market, 40.00% of companies on the Premium Equities Segment had a two-tier management system, while the remaining 60.00% had a one-tier management system. According to data from the Commercial Register, 66.67% of the companies on the Standard Equities Segment had a one-tier management system and 33.33% had a two-tier system.

The structure of the corporate governing bodies of companies listed on the segments under review is presented in Figure 11.

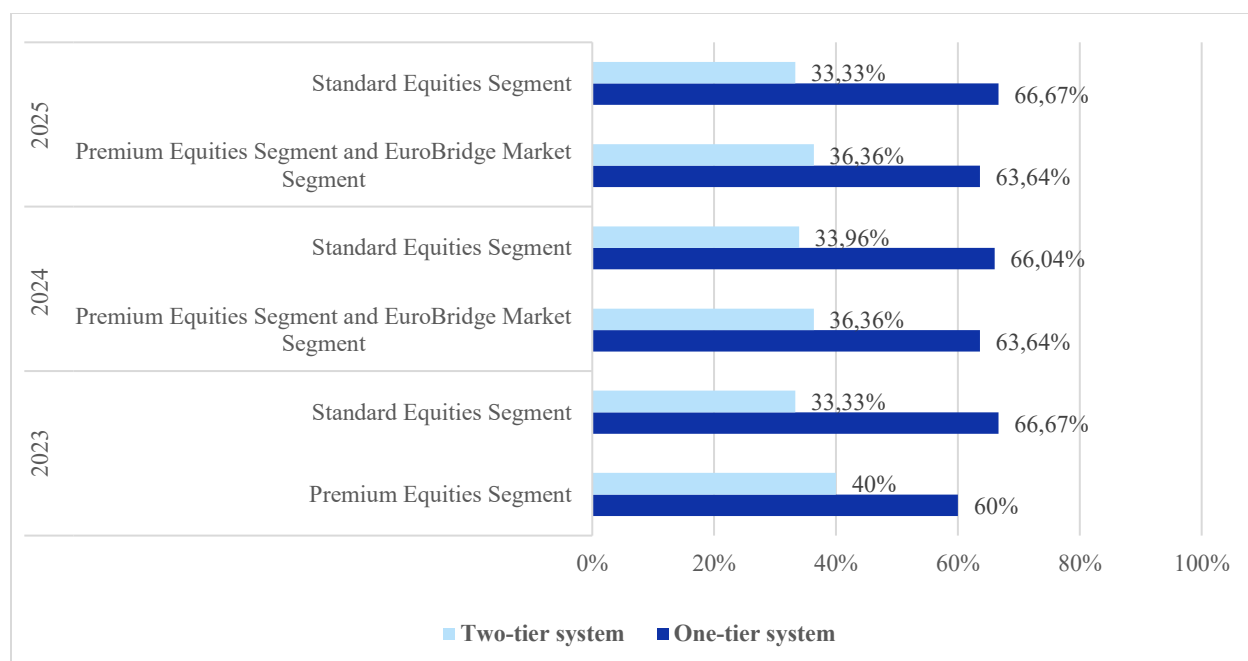


Figure 11: Structure of the corporate governing bodies of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for 2025, 2024 and 2023.

VII.2 Board-level committees

All listed companies, except those in insolvency or liquidation proceedings, have audit committees elected by the general meeting, in accordance with the Independent Financial Audit and Assurance of Sustainability Reporting Act (IFAASRA). Audit committees support the activities of corporate governing bodies. Accordingly, proposals for the selection of an auditor are made by the audit committee in its annual activity report. Compliance with the rotation principle in proposals for the selection of an independent auditor is monitored by the audit committee, and after its report is submitted to the Commission for Public Oversight of Statutory Auditors (CPOSA), it is subject to supervision by CPOSA.

The data show that at the end of 2025, 63.64% of the companies registered on the Premium Equities Segment and EuroBridge Market Segment had only an audit committee, while 36.36% had an audit committee and other committees at corporate governing body level. Among companies on the Standard Equities Segment, 79.63% had only an audit committee, 18.52% had an audit committee and additional committees, and 1.85% did not disclose information.

The survey shows that at the end of 2024, 63.64% of the companies registered on the Premium Equities Segment and EuroBridge Market Segment had only an audit committee, while 36.36% had an audit committee and other committees at board level. Among companies on the Standard Equities Segment, 84.91% had only an audit committee, while 15.09% had an audit committee and additional committees.

For comparison, at the end of 2023, the data indicate that the share of companies on the Standard Segment with an audit committee and other committees was 9.80%, showing a positive trend of an increasing share of companies with more than one committee at board level over the following two years. (See Figure 12)

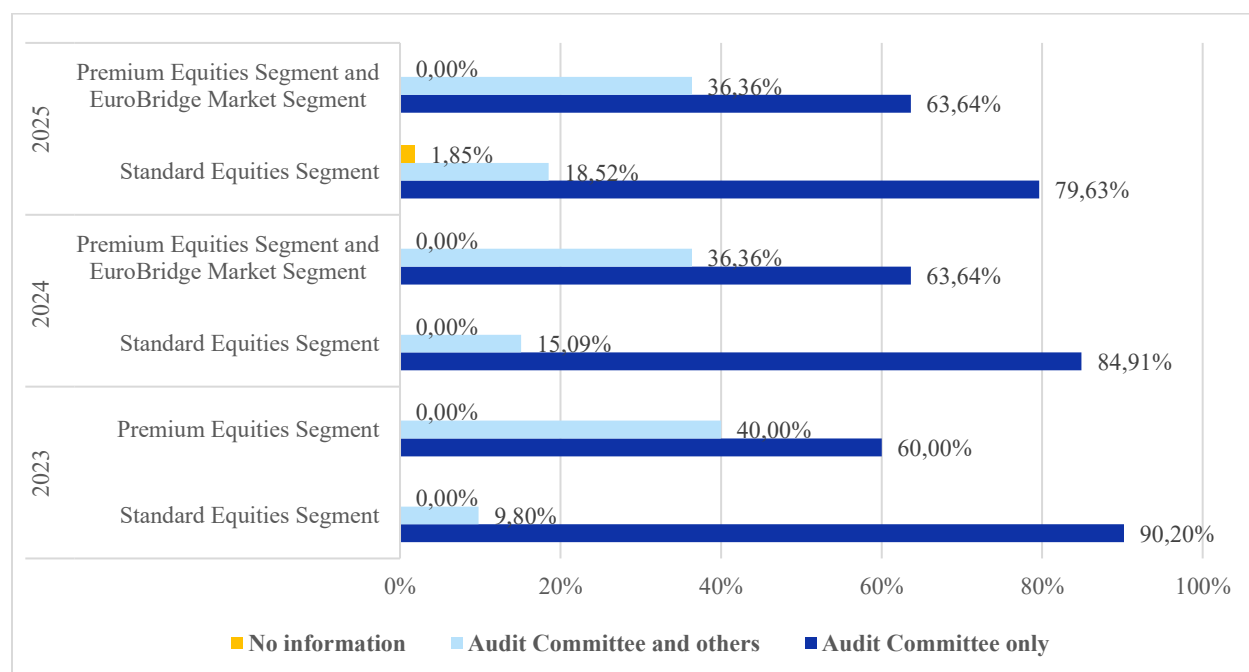


Figure 12: Information on committees established in companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for 2025, 2024 and 2023.

In their corporate governance statements, a large proportion of companies refer to their annual reports, where the functioning and effectiveness of internal control and risk management systems are described in detail in the accompanying notes. This information is subject to mandatory independent audit, and companies prefer to disclose it in their annual reports. In the corporate governance statement, they limit themselves to stating that the functioning of internal control and risk management systems also ensures the effective functioning of reporting and disclosure systems.

The data show that during the period 2023 – 2025, 100% of the companies registered on the three leading BSE segments provide information on an established internal control system. (See Figure 13)

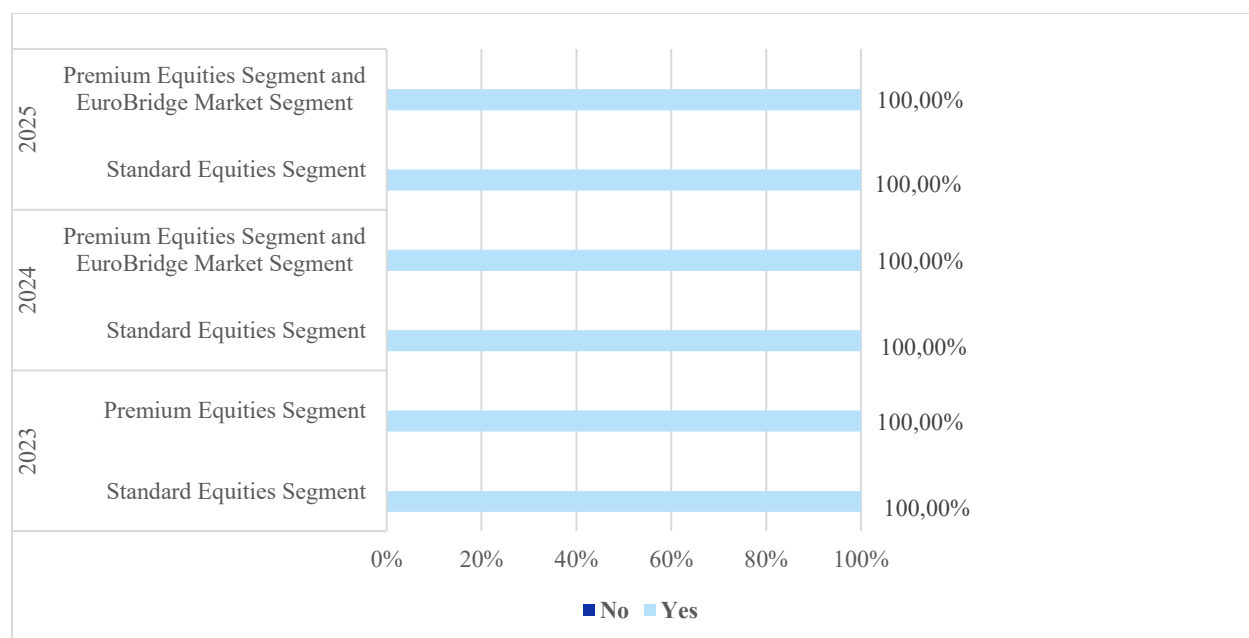


Figure 13: Information on the established internal control system of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for 2025, 2024 and 2023.

VII.3 Auditor independence, accountability and oversight

The statutory financial audit of public companies is regulated by the Independent Financial Audit and Assurance of Sustainability Reporting Act (IFAASRA) and Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (Regulation (EU) No 537/2014). Pursuant to Art. 12 IFAASRA, public oversight of registered auditors is carried out by the Commission for Public Oversight of Statutory Auditors (CPOSA) in accordance with the requirements of IFAASRA and Regulation (EU) No 537/2014. CPOSA also monitors the activities of audit committees (Art. 109, para. 1 IFAASRA).

Under Art. 107 IFAASRA, public-interest entities establish an audit committee whose members are elected by the general meeting of shareholders or partners. A registered auditor to perform the statutory financial audit is selected by resolution of the general meeting of shareholders pursuant to Art. 48, para. 3 IFAASRA, while public-interest entities are also subject to the special requirements of Art. 65 IFAASRA and Art. 16 of Regulation (EU) No 537/2014. The audit committee is responsible for the procedure for selecting the registered auditor and recommends the auditor's appointment pursuant to Art. 108, para. 1, item 6 IFAASRA.

Pursuant to Art. 108, para. 1, items 4 and 5 IFAASRA, the Audit Committee monitors the performance of the statutory audit and the independence of the registered auditor, including the provision of non-audit services. In addition, the registered auditor submits to the audit committee an additional report under Art. 60 IFAASRA and Art. 11 of Regulation (EU) No 537/2014,

containing information on the scope and timing of the audit, the methodology applied and material matters identified during its performance.

Independent external audit is one of the main mechanisms for ensuring the reliability of financial and sustainability reporting, increasing transparency and strengthening investor confidence in public companies. The Bulgarian regulatory framework is established in accordance with European legislation and is based on the Independent Financial Audit and Assurance of Sustainability Reporting Act (IFAASRA) and Regulation (EU) No 537/2014 on specific requirements regarding statutory audit of public-interest entities.

Public oversight of the activities of registered auditors is carried out by the Commission for Public Oversight of Statutory Auditors (CPOSA), which supervises both registered auditors and the activities of audit committees in public-interest entities.

With regard to the independence, accountability and oversight of the external auditor, the Bulgarian regulatory framework corresponds to the main indicators monitored in the OECD Corporate Governance Factbook 2025.

The selection of a registered auditor to perform the statutory financial audit is made by a resolution of the general meeting of shareholders, in accordance with IFAASRA, which is consistent with the prevailing international practice reflected in the OECD Corporate Governance Factbook 2025. Before the decision is taken, the audit committee organizes the selection procedure and makes a recommendation regarding the appointment of the external auditor.

IFAASRA provides for the establishment of an audit committee in every public-interest entity, which supports corporate governing bodies in monitoring financial reporting, internal control, risk management and interaction with the external auditor. This monitoring did not include a separate examination of the organization and functioning of audit committees in each company analyzed; therefore, the assessment in this section is based on the applicable regulatory framework.

Information on the disclosure of the composition of the audit committees of public companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for the period 2023 – 2025 is presented in Figure 14 below.

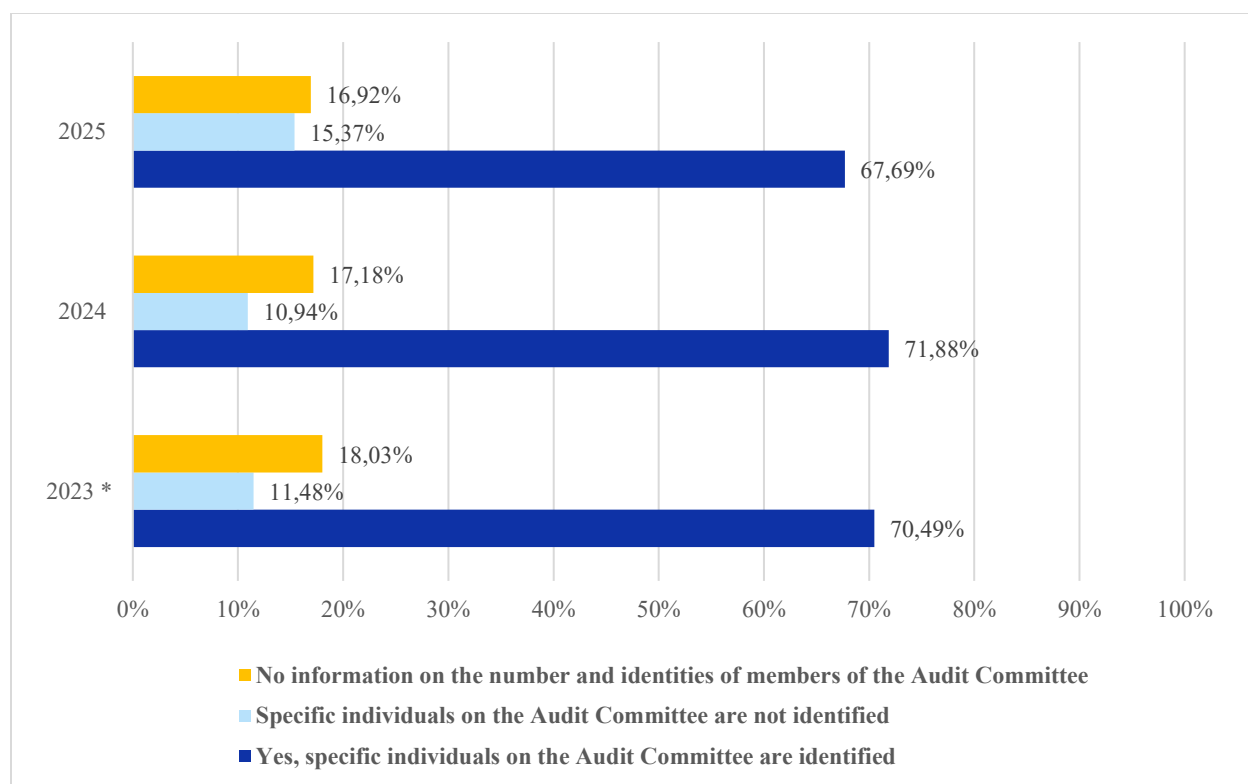


Figure 14: Information on the disclosure of the composition of the audit committees of public companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for 2025, 2024 and 2023.

The Bulgarian regulatory framework assigns the audit committee responsibility for monitoring the performance of the statutory financial audit and reviewing the additional report of the registered auditor containing information on the planning, methodology, scope and main findings of the audit performed. This corresponds to the indicator in the OECD Corporate Governance Factbook 2025 concerning the audit committee's involvement in determining and monitoring the scope of the audit engagement.

IFAASRA and Regulation (EU) No 537/2014 contain detailed rules on the independence of the registered auditor, including restrictions on the provision of services outside the statutory audit, auditor rotation and management of conflicts of interest. The audit committee monitors compliance with these requirements and assesses the independence of the external auditor throughout the audit engagement.

The review of the annual financial statements shows that **all companies** included in the scope of this monitoring submitted audited annual financial statements accompanied by a report from an independent registered auditor. This confirms the application of mandatory independent financial audit to all public companies analyzed.

At the same time, the monitoring shows that publicly disclosed information on the practical activities of audit committees remains relatively limited. In their corporate governance statements, companies usually indicate the existence of an audit committee and the performance of its statutory functions, but rarely provide more detailed information on its interaction with the external auditor, its involvement in determining the scope of the audit or the manner in which it assesses the auditor's independence.

Comparison with the OECD Corporate Governance Factbook 2025 shows that the Bulgarian regulatory framework meets the four main elements used by the OECD in assessing the independence, accountability and oversight of the external auditor – selection of the auditor by the general meeting of shareholders, a legally defined role for the audit committee, participation of the audit committee in monitoring the audit engagement and the existence of rules on the independence of the external auditor. However, the NCGC monitoring shows that there is potential to increase transparency regarding the practical activities of audit committees through more detailed public disclosure of information on how they perform their functions.

VII.4 Board nomination and election

The analysis shows that in 2025, 90.77% of the companies included in the market segments under review disclose information on the procedure and requirements for the election and dismissal of members of corporate governing bodies. The share of companies providing such information has increased compared with previous years – from 86.89% in 2023 and 89.06% in 2024 to 90.77% in 2025 (see Figure 15).

However, the available data do not allow a separate assessment to be made regarding the application of majority voting, the specific qualification requirements for candidates, or the extent to which shareholders are provided with information on the qualifications and professional experience of individual candidates.

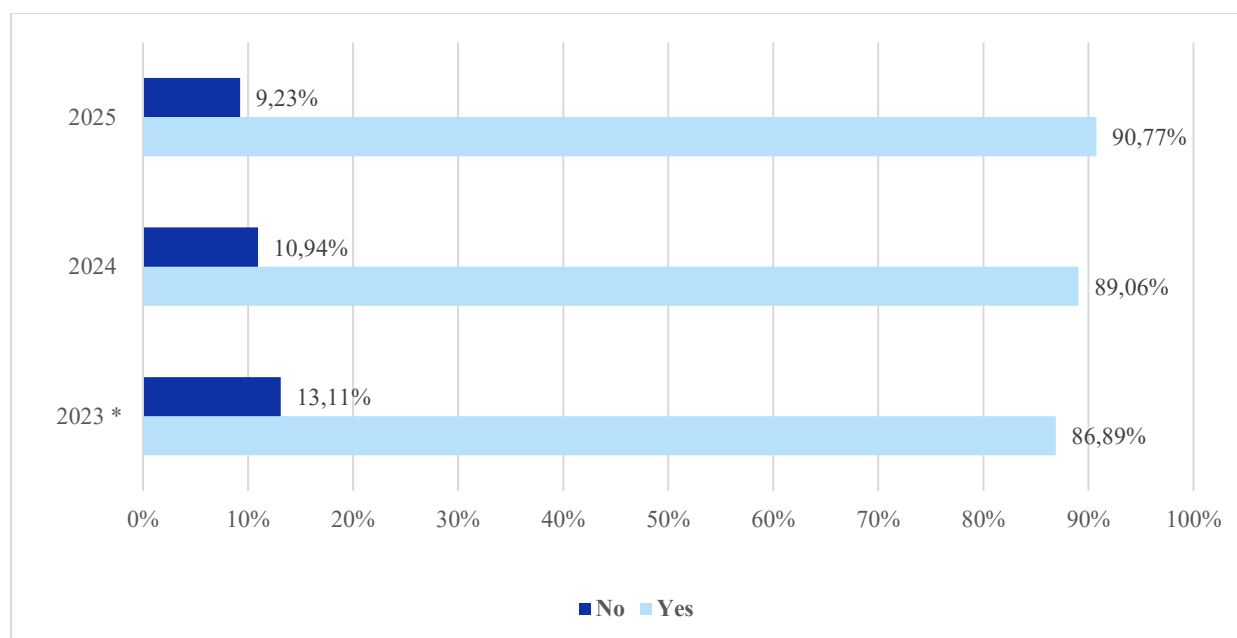


Figure 15: Disclosed information on the election and dismissal of members of the BoD/MB/SB of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment for 2025, 2024 and 2023.

VII.5 Board and key executive remuneration

In reporting under the section on corporate governing bodies and their remuneration, most companies refer specifically to the report on implementation of the remuneration policy, and a similar conclusion was reached in the monitoring reports for the previous two periods.

With regard to the quality and content of the reports on implementation of the remuneration policy, the National Corporate Governance Commission has not carried out separate monitoring, since the reports are subject to review both by the registered auditor and by the FSC.

In reporting under the section on corporate governing bodies and their remuneration, most companies refer to the report on implementation of the remuneration policy. At the same time, the NCGC has not carried out separate monitoring of the quality and content of these reports, since they are subject to review both by the registered auditor and by the FSC.

VII.6 Gender composition on boards and in senior management

The overall gender structure of the corporate governing bodies of companies registered on the Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment (*excluding director positions held by legal entities for which it is not stated who represents them*) shows that the representation of women in the corporate governing bodies of the 65 companies under review remains at a very high level, comparable to the results reported in previous reports. Current data show that 25.22% of all director positions are held by women and 74.78% by men.

For comparison, according to the data presented in the 2024 monitoring report on the overall gender structure of the corporate governing bodies of companies registered on the Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment, 24.64% of all director positions were held by women and 75.36% by men. The 2023 data show that 23.78% of all director positions were held by women and 76.22% by men. (See Figure 16)

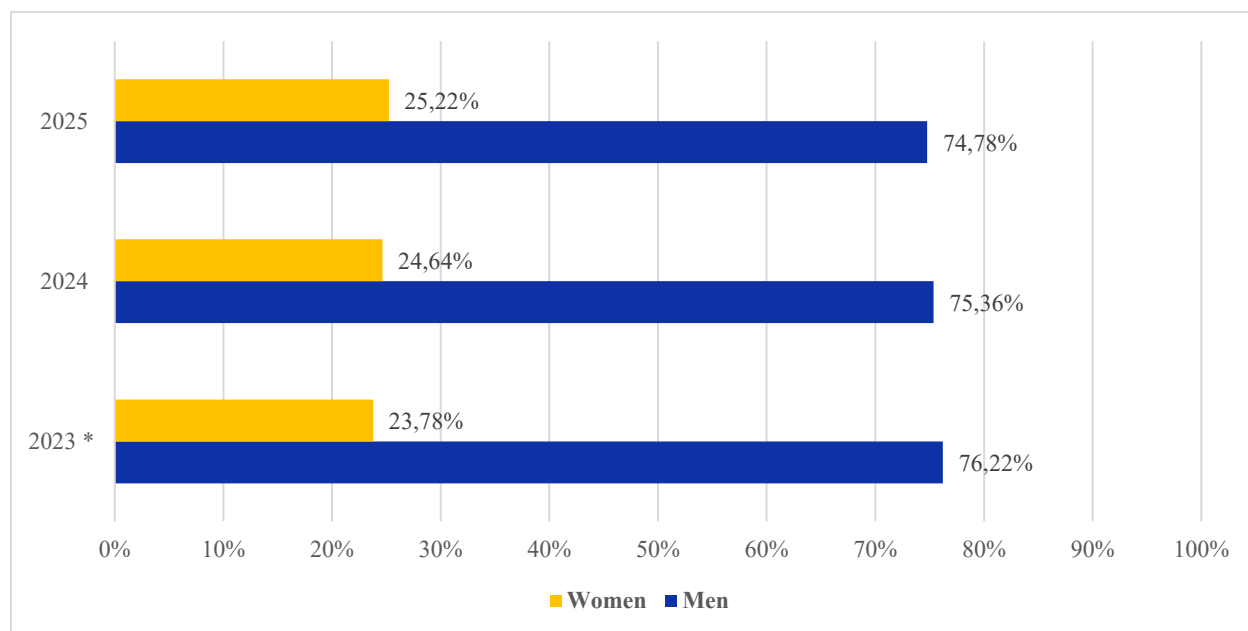


Figure 16: Gender structure of the corporate governing bodies of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment as of 31.12.2025, 31.12.2024 and 31.12.2023.

The detailed survey shows that in 2025, among companies registered on the leading segments of the Main Market, of all 355 director positions held in the governing bodies of the companies examined, 24.23% are held by women or by legal entities represented on the boards by women, 73.23% by men or by legal entities represented on the boards by men, and 2.54% of director positions are held by legal entities for which it is not stated who represents them on the relevant board. (See Figure 17)

For comparison, in 2024, of all 352 director positions, 24.15% were held by women or by legal entities represented on the boards by women, 73.86% by men or by legal entities represented on the boards by men, and 1.99% of director positions were held by legal entities for which it was not stated who represented them on the relevant board.

In 2023, there were 336 director positions, with similar data – 23.21% women, 74.40% men and 2.38% director positions held by legal entities for which it was not stated who represented them.

The comparison for the period 2023-2025 shows a relatively stable structure over the three years, with the share of positions held by women in 2025 slightly higher than in the previous two years.

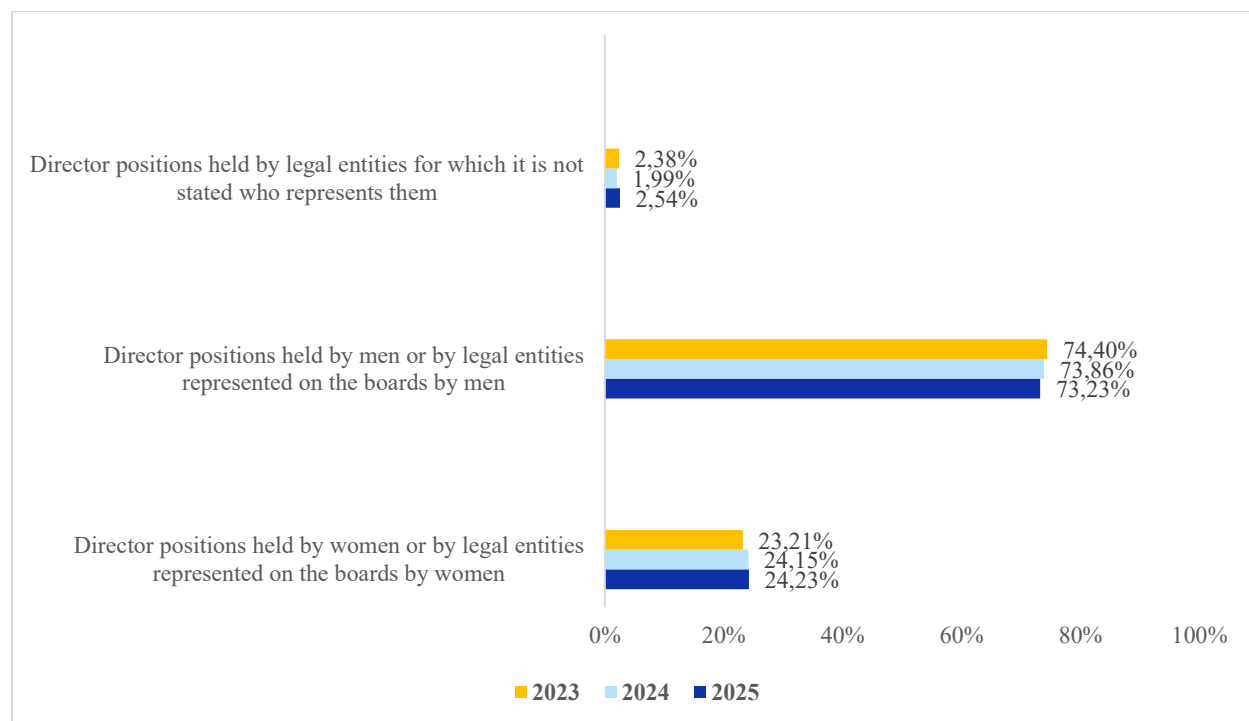


Figure 17: Gender structure of corporate governing bodies at the end of 2023, 2024 and 2025.

VIII. Corporate sustainability

VIII.1. Regulatory context

In Bulgarian legislation, the regulatory requirements arising from Directive (EU) 2022/2464 on corporate sustainability reporting (CSRD) were introduced through amendments to the Accountancy Act promulgated in State Gazette, issue 72 of 2024, which provided for their phased application for the reporting periods 2024, 2025 and 2026. The start date of the first mandatory reporting period was subsequently postponed by amendments to the Accountancy Act promulgated respectively in State Gazette, issue 17 of 2025 and State Gazette, issue 115 of 2025, and under the currently applicable § 30 of the Transitional and Final Provisions of the Accountancy Act, the first reporting periods for the respective categories of obligated undertakings are 2026, 2027 and 2028.

At the same time, the European Union regulatory framework also underwent substantial changes and continues to develop after the end of the period covered by the monitoring report. Directive (EU) 2025/794 ("Stop-the-clock") postponed by two years the application deadlines for undertakings in the second and third waves, while Directive (EU) 2026/470 (in force from 18

March 2026, with a transposition deadline for Member States of 19 March 2027) narrowed the scope of obligated undertakings and simplified the reporting requirements. As of the date of preparation of this monitoring report, the amendments have not yet been introduced into Bulgarian legislation, but they indicate a further future narrowing of the regulatory scope.

In this context, the policies, practices, initiatives and disclosures of Bulgarian public companies in the area of sustainable development should be regarded predominantly as voluntary initiatives based on the NCGC recommendations introduced in 2024, as an expression of commitment to the principles of good corporate governance, the expectations of investors and stakeholders, and preparation for the future application of the European regulatory framework, rather than as compliance with a currently applicable regulatory obligation for corporate sustainability reporting under CSRD.

VIII.2 Disclosure of non-financial and sustainability-related information

The Code updated in 2024 includes:

- *commitments for members of corporate governing bodies to acquire and build on knowledge regarding the impact of climate on the company's development;*
- *establishing the company's priorities in the areas of sustainability and climate change;*
- *expanded requirements for disclosure of information related to the impact of environmental changes on the company's activities and, conversely, the impact of the company's activities on environmental changes.*

In the report of the Association "Green Finance and Energy Centre" (Green Center)³ on ESG disclosures by companies in Bulgaria in 2024, the analysis of the Bulgarian companies under review is placed in the context of the European regulatory framework, including the "European Sustainability Reporting Standards" (ESRS). According to the report, the direction of development is toward the "gradual establishment of more structured, comparable and reliable systems for ESG disclosure and sustainability management".

As part of the same report, information is also presented from a survey conducted in 2025, which supplements the analysis of ESG disclosures and aims to assess undertakings' attitudes toward sustainability information reporting in the context of the regulatory changes that have occurred and the narrowing of the scope of companies required to report under the European regulatory framework. The results show that for a significant proportion of undertakings, practices remain at an early stage and are motivated mainly by external factors – regulations and requirements of investors, banks and clients. At the same time, the internal benefits of ESG

³ See <https://gfecentre.org/en/>, Report on ESG disclosures by companies in Bulgaria in 2024.

reporting are gradually being recognized, including improvements in processes, risk management and communication with stakeholders. The main difficulties include the complexity of the requirements, the lack of sufficiently structured data, limited expert capacity and the need for additional resources. Undertakings place strong emphasis on the need for practical support through guidance, templates, training and sharing of good practices. The survey results supplement the conclusions from the analysis of ESG disclosures, confirming that despite the visible development of ESG reporting in Bulgaria, the degree of maturity, systematic implementation and quantitative support of the information remains uneven across undertakings and sectors.

VIII.3 Corporate sustainability governance

The update of the Code states that the functions and duties of corporate governing bodies have been supplemented with specific commitments regarding:

- *understanding the impact of climate on the company's development;*
- *establishing priorities in the area of sustainability;*
- *aligning policies and disclosure with the impact of environmental factors.*

Comparison with the OECD Corporate Governance Factbook 2025 shows that the National Code contains a general framework regarding the responsibilities of corporate governing bodies in the area of sustainability. However, the available public information does not allow a comprehensive assessment of the extent to which these functions are performed in practice by individual companies. An area for future development of the monitoring is the distinction between statutory obligations and the recommendations of the Code, as well as tracking the specific governance mechanisms through which boards oversee sustainability issues.

VIII.4 ESG rating agencies and index providers

Bulgaria does not have a separate national framework specifically focused on the activities of ESG rating agencies and index providers, but this does not constitute a regulatory gap, since the country is part of the common European regulatory system.

The Factbook shows that international practice remains diverse. Around one third of the jurisdictions examined have no framework for either ESG rating agencies or index providers. The European Union is among the systems with the most comprehensive mandatory regime, while in a number of countries outside the EU a combination of general principles, voluntary codes and recommendations continues to apply.

Bulgaria is among the more advanced groups because, as a Member State, it applies the European rules for ESG rating providers and index providers. Therefore, the regulatory gap compared with the leading jurisdictions in the Factbook lies less in the absence of an applicable

legal framework than in the lack of national monitoring and public analysis of its practical implementation.

In 2025, limited activity in the field of ESG ratings was identified in Bulgaria, carried out mainly through international providers. By the end of the period observed, however, no independent national ESG index had been identified as operating, nor were there specialized ESG rating agencies established in Bulgaria. There are also no systematized public data on the number of Bulgarian companies assessed, the providers and methodologies used, or the practical use of ESG ratings by local investors. Therefore, the development of this segment can be described as being at an initial and predominantly preparatory stage.

VIII.5 Assurance of sustainability-related information

The requirement to provide assurance on the sustainability report is part of the regime introduced by CSRD. Bulgarian legislation provides for a mandatory limited assurance engagement for undertakings required to prepare a sustainability report. Due to the postponement of the initial reporting periods, in 2025 there was still no sufficiently developed national practice to allow an assessment of the providers used, the scope of the engagements performed and the identified results. These matters should be included as separate indicators in future monitoring reviews.

IX. Digital transparency review

IX.1 Methodological framework of the digital transparency review

The digital transparency review is included as a separate appendix to this report, given the importance of corporate websites as a primary channel for disclosing information to investors and other stakeholders.

The inclusion of this analysis is also justified by the fact that the National Code of Corporate Governance contains recommendations regarding the scope and content of the information that public companies should publish on their websites, including information related to:

- corporate governance;
- shareholders' rights;
- financial and non-financial reporting;
- the activities of governing bodies.

In this context, the present review aims to assess the degree to which these recommendations are applied in practice through an analysis of publicly available information on the companies' corporate websites.

The assessment was carried out on the basis of a predefined set of indicators corresponding to key elements of transparency and investor relations practices, with the results presented comparatively by segment (Premium and Standard).

IX.2 Scope and sources of information

This review covers the websites of **65 companies**, traded as of **31.12.2025** on the BSE Main Market – **EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment**, of which:

- **10 companies on the Premium Equities Segment;**
- **1 company on the EuroBridge Market Segment;**
- **54 companies on the Standard Equities Segment.**

The review is based on publicly available information published on the companies' corporate websites and aims to assess the degree of digital transparency and the accessibility of key information for investors and other stakeholders.

The analysis covers the following elements:

- Availability of an "Investor Relations" section;
- Availability of an English-language version;
- Information on the Investor Relations Director;
- Information and documents from general meetings of shareholders;
- Interim and annual financial statements;
- Corporate calendar;
- Published articles of association;
- Additional information for investors;
- Information on shareholders' rights;
- Information on corporate governing bodies.

A survey was carried out by the BSE covering the websites of 65 companies traded as of 31.12.2025 on the BSE Main Market - Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment.

The survey is analogous to that presented in the 2024 report and was carried out on the basis of information published by the companies on their websites regarding:

- Availability of an "Investor Relations" section;
- Availability of an English-language version;
- Information on the Investor Relations Director;
- Information and documents from general meetings of shareholders;
- Interim and annual financial statements;
- Corporate calendar;
- Published articles of association;
- Additional information for investors;
- Information on shareholders' rights;
- Information on corporate governing bodies.

IX.3 Review

IX.3.1 "Investor Relations" section

The data from the analyzed websites of 65 companies show that, similarly to the results of the previous monitoring report, all 11 companies (100%) registered on the EuroBridge Market Segment and Premium Equities Segment, maintain an Investor Relations section on their websites.

Of the 54 companies registered on the Standard Equities Segment, 53 (99%) have an "Investor Relations" section, while 1 (1%) does not. For comparison, with regard to the companies registered on the Standard Equities Segment a positive trend is observed because according to the data presented in the monitoring report for 2024, 94.34% of the websites reviewed have a dedicated "For Investors" section, while for the period 2021-2023 the indicator is 85%.

The results of the analysis regarding the availability of an Investor Relations Section on the websites of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025 are presented in Figure 18.

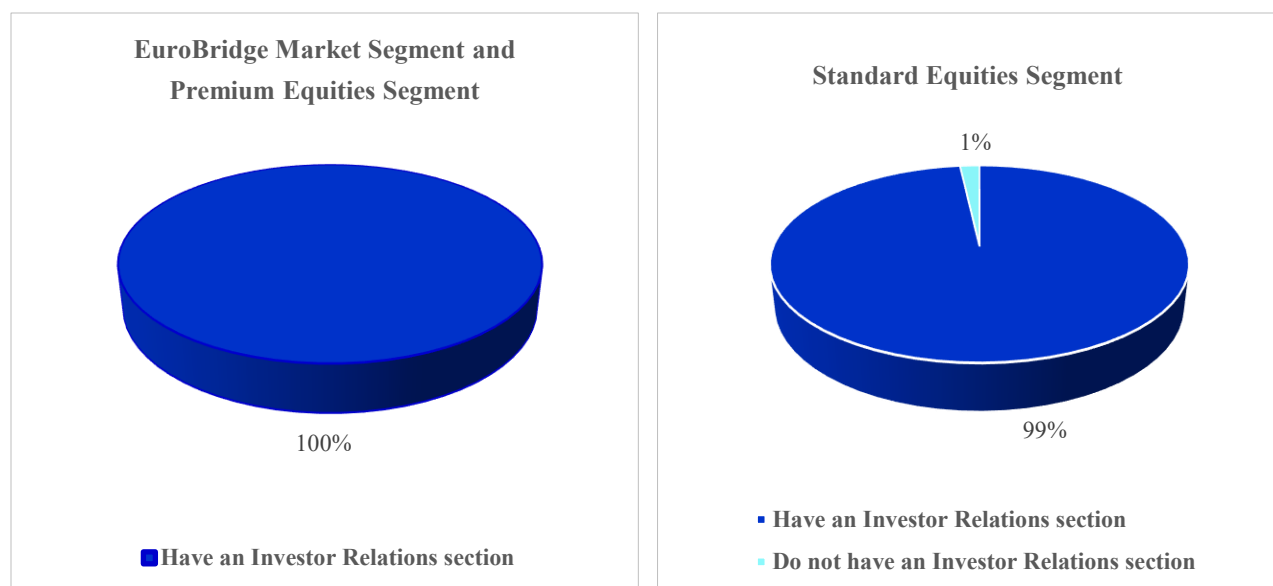


Figure 18: Results regarding the availability of an Investor Relations Section on the websites of companies registered on the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.2 English-language version of the website

With regard to the availability of an English-language version of the websites, the data analysis shows that 10 companies (92%) registered on the EuroBridge Market Segment and Premium Equities Segment have such a version, but 1 (8%) company has a partially translated section in English. Of the companies registered on the Standard Equities Segment, 20 (37%) provide comparable content in English, 6 (11%) have only a partially translated English-language version, and 28 (52%) do not have an English-language version of their website.

The survey results regarding the availability of a version of the Investor Relations Section in English on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 19.

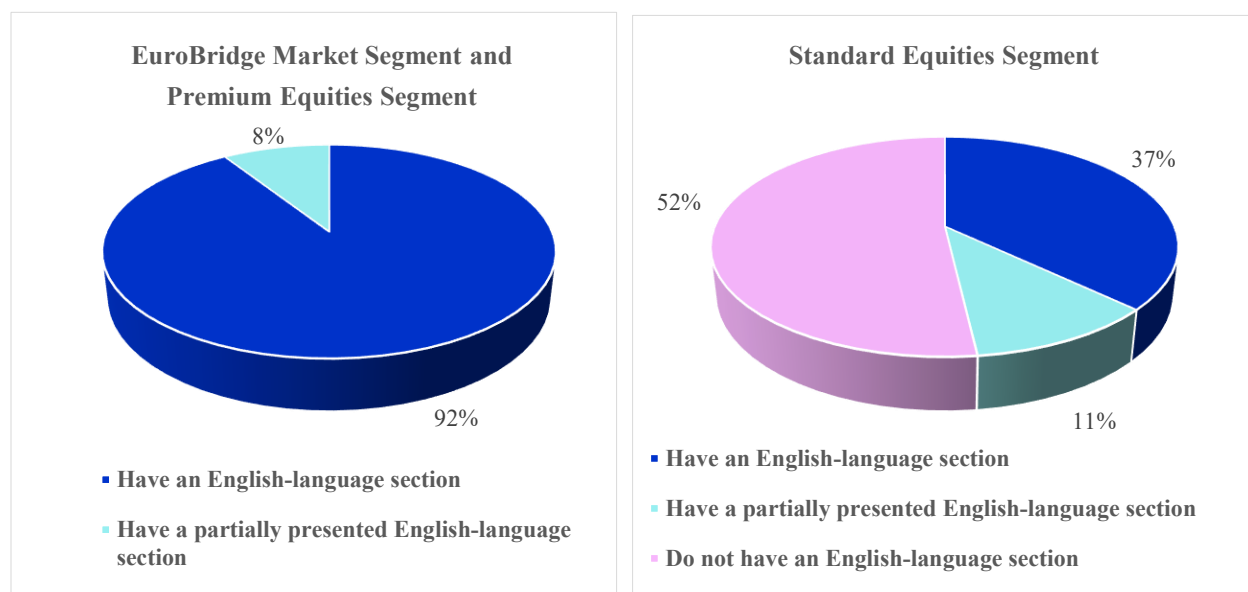


Figure 19: Results regarding the availability of an English-language section on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025 .

IX.3.3 Information on the Investor Relations Director (IRD)

With regard to the availability of information on the Investor Relations Director on the websites of the 65 companies under review, the data indicate that 9 companies, or 82% of the companies registered on EuroBridge Market Segment and Premium Equities Segment have such information on their websites, while for 2 (18%) it is absent. Of all 54 companies registered as of 31.12.2025 on the Standard Equities Segment, 44 companies (81%) publish information on the Investor Relations Director, while for the remaining 10 (19%) such information is absent.

Survey information regarding the availability of data on the Investor Relations Director on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, is presented in Figure 20.

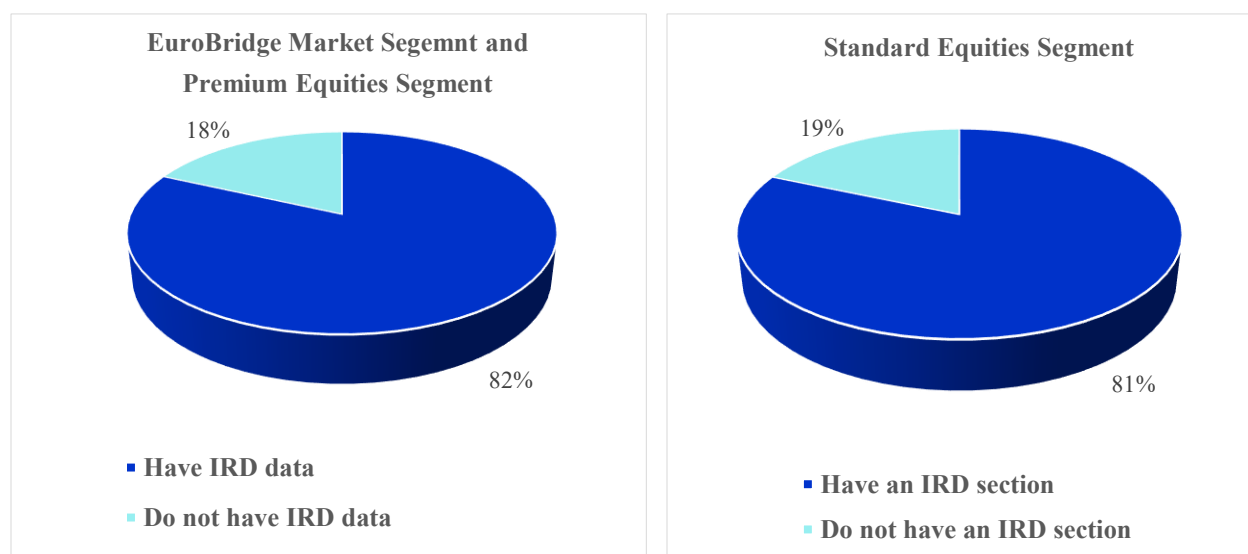


Figure 20: Information on the availability of data on the Investor Relations Director on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.4 Information and documents from general meetings of shareholders (GMS)

The analysis of the reviewed websites of 65 companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, shows that all companies publish on their websites information and documents (minutes, etc.) from the General Meetings of the companies held. This is the only criterion examined for which there is 100% compliance by the companies and the segments under review, thereby confirming the trend and the data presented in the 2025 monitoring report.

Survey information regarding the availability of GMS data on the websites of companies registered at the end of 2025, is presented in Figure 21.

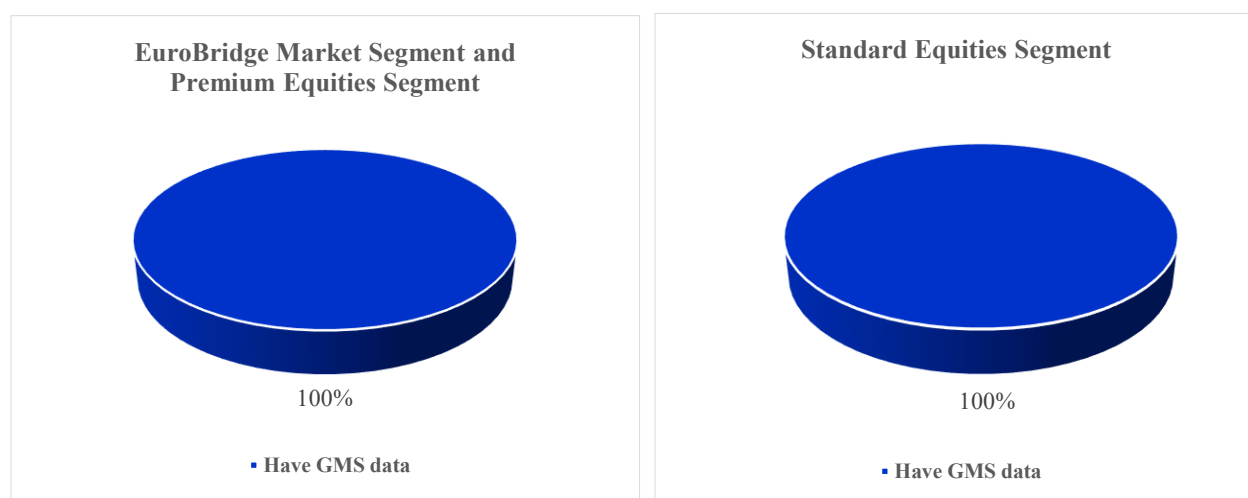


Figure 21: Information on the availability of information and documents from general meetings of shareholders (GMS) held, on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.5 Interim and annual financial statements

The review of the websites of the 65 companies listed as at 31 December 2025 on the leading market segments – the EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment – shows that 10 (92%) companies listed on the EuroBridge Market Segment and Premium Equities Segment publish interim and annual financial statements on their websites, while for 1 (8%) company the most recent financial statements available relate to the previous year. Of the 54 companies registered on the Standard Equities Segment, 46 (84%) publish financial information, while 8 (16%) provide only partially updated financial statements on their websites.

The survey results regarding the availability of interim and annual financial statements on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 22.

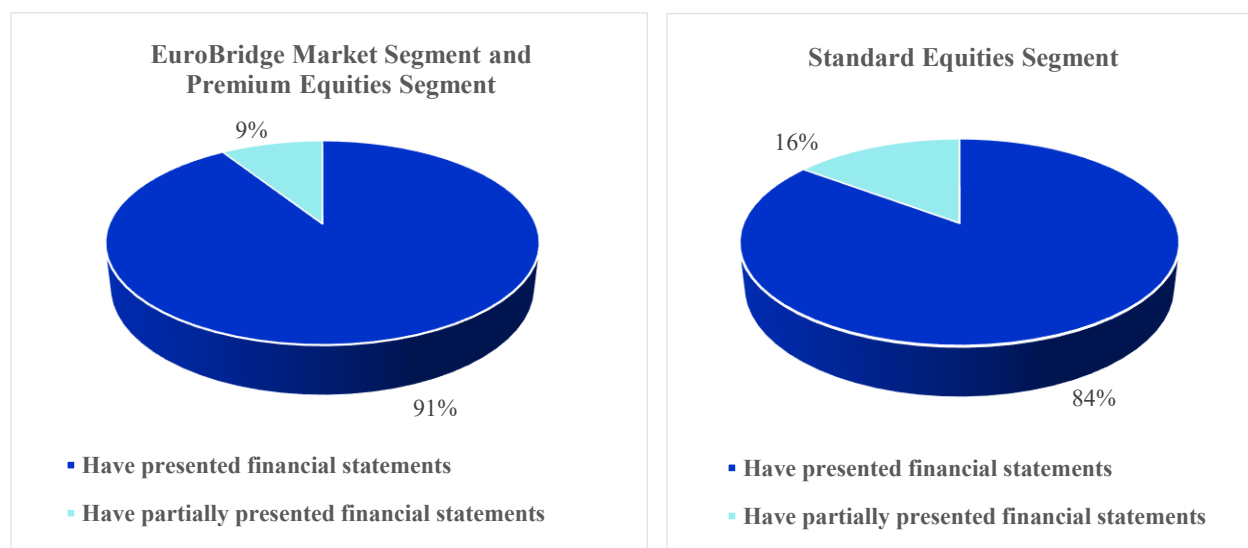


Figure 22: Information on the availability of financial statements on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.6 Corporate calendar

The analysis of the 65 websites reviewed with regard to the availability of a corporate calendar shows that 5 companies (45%) from EuroBridge Market Segment, Premium Equities Segment and 10 companies (18%) from the Standard Equities Segment present a corporate calendar on their websites. It should be noted that maintaining a corporate calendar on the website is at the initiative of the public company and is not a recommendation included in the National Code of Corporate Governance.

Survey information regarding the availability of Corporate calendar on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, is presented in Figure 23.

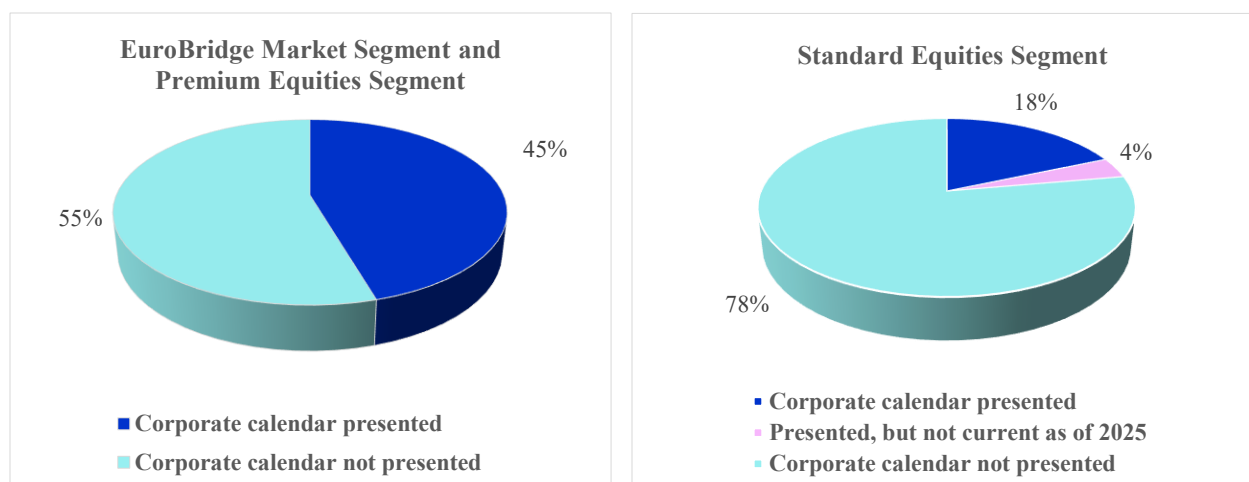


Figure 23: Information on the availability of a Corporate Calendar on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.7 Published constitutional documents

With regard to the publication of constitutional documents on the websites of the 65 companies in the segments under review, the survey data indicate that this information is available on the website of 9 (82%) of the companies registered on EuroBridge Market Segment and Premium Equities Segment, and of 40 companies (74%) registered on the Standard Equities Segment.

Survey data on the presentation of constitutional documents on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 24.

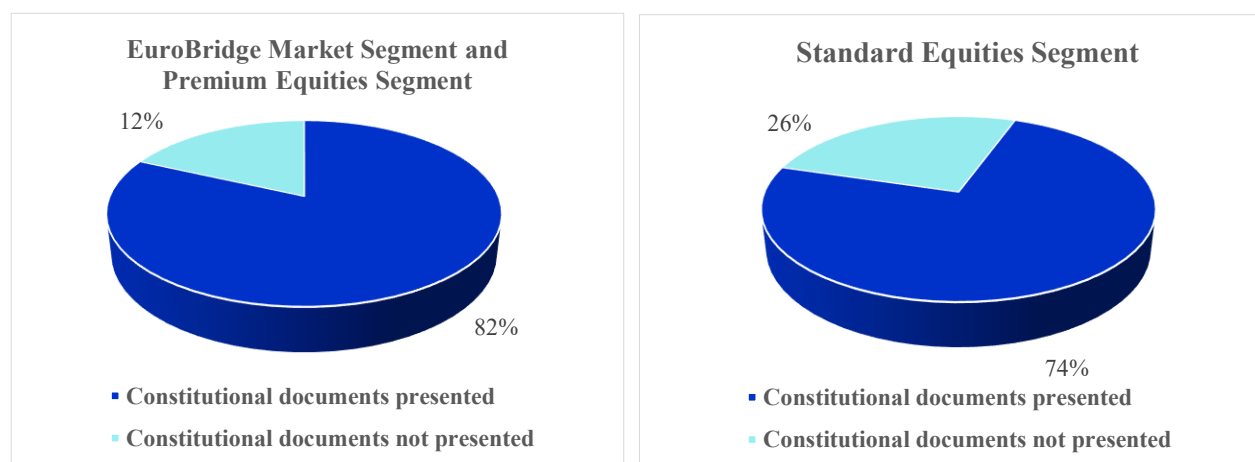


Figure 24: Information on the availability of constitutional documents on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.8 Additional information

Of the websites of 65 companies registered as of 31.12.2025 on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment, as shown by the data, 92% of the companies from EuroBridge Market Segment and Premium Equities Segment present additional information (beyond that specified in the previous items) on their websites. More than half of the companies registered on the Standard Equities Segment – 31 (or 57%) publish additional information (e.g. forecast and analytical information, a "Sustainable Development" section, "Investor Bulletin", etc.), while 23 of them (43%) do not provide such information.

The survey results regarding the availability of additional information on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 25

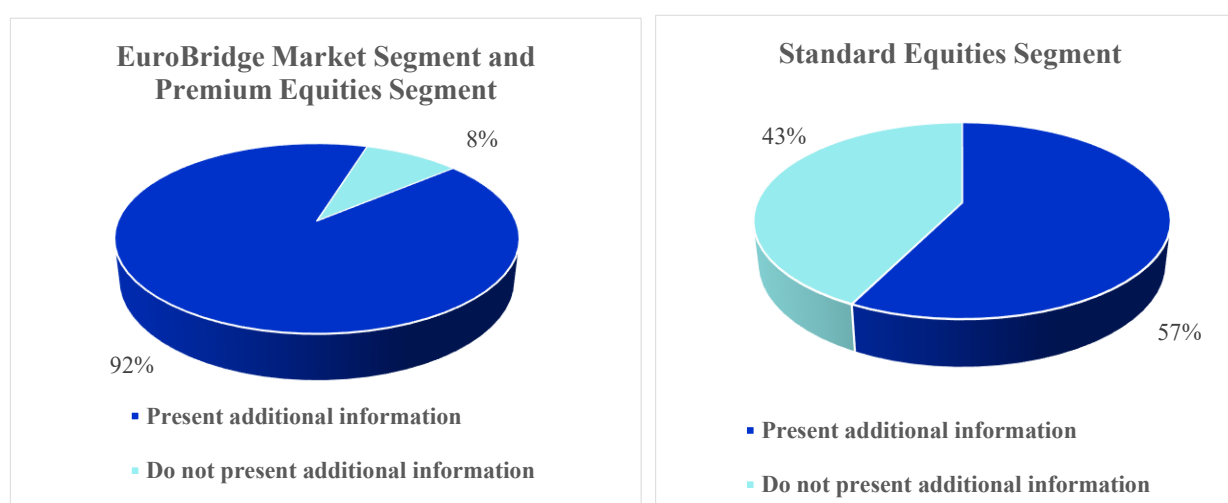


Figure 25: Data on the availability of additional information on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.9 Shareholders' rights

The survey of companies' websites regarding the availability of information on shareholders' rights shows that 7 companies (69%), registered on Premium Equities Segment and EuroBridge Market Segment and 18 companies (33%), registered on the Standard Equities Segment, provide information on shareholders' rights on their websites.

Survey data regarding the availability of information on shareholders' rights on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 26.

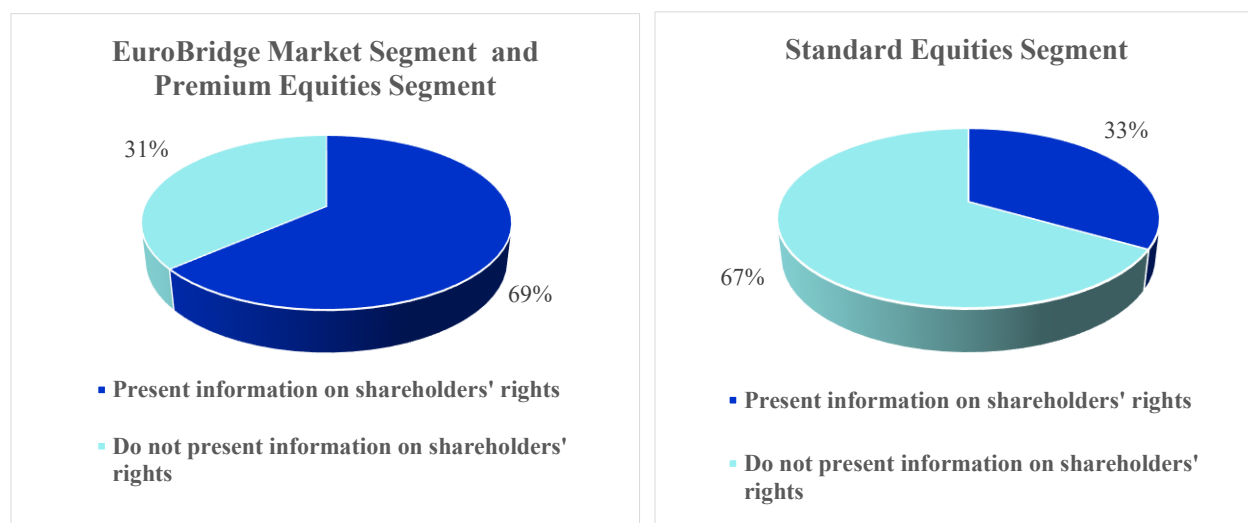


Figure 26: Data on the availability of information on shareholders' rights on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

IX.3.10 Information on corporate governing bodies

With regard to the availability of information on corporate governing bodies, the data from the analysis of the websites of 65 companies reviewed indicate that, of the 11 companies registered on EuroBridge Market Segment and Premium Equities Segment, all (100%) publish such information, while out of a total of 54 companies registered on the Standard Equities Segment – 41 companies (76%) publish data on the members of the corporate governing bodies.

Survey results regarding the availability of information on corporate governing bodies on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025, are presented in Figure 27.

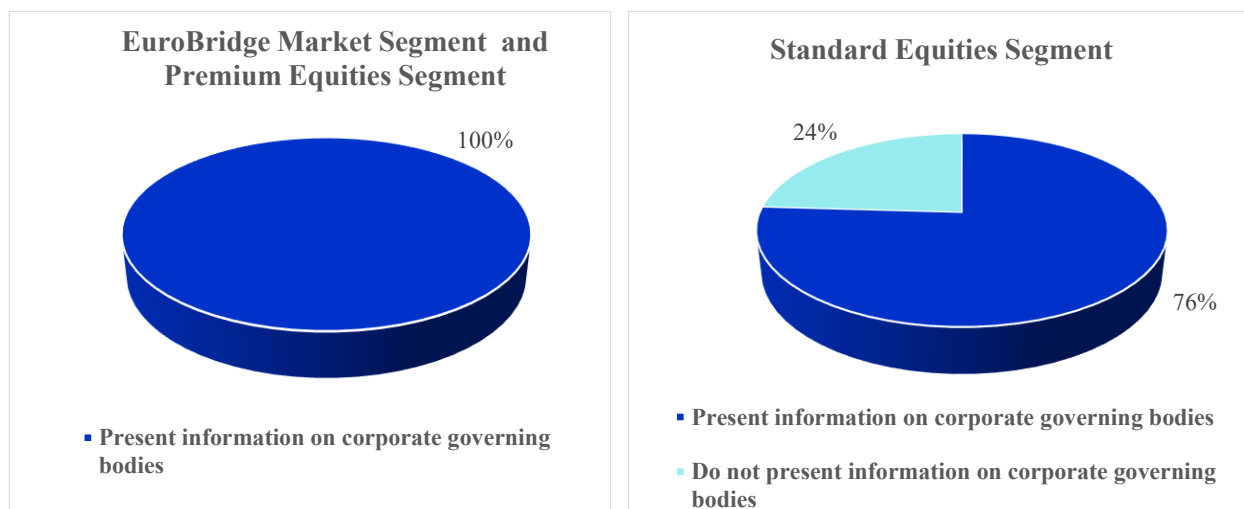


Figure 27: Information on the availability of data on corporate governing bodies on the websites of companies registered on EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment at the end of 2025.

Based on the survey carried out in this report, the conclusion is confirmed that the positive trends in the quality of disclosed information and the engagement of corporate governing bodies are being maintained.

The monitoring results show that in recent years there has been a sustained trend toward:

- gradual standardization of the content and structure of corporate governance statements;
- improving the quality, scope and consistency of publicly disclosed information;
- broader application of the "comply or explain" principle in reporting corporate governance practices;
- increasing commitment by corporate governing bodies to the principles of good corporate governance, sustainable development and protection of shareholders' interests.

Alongside the progress reported, the analysis shows that there continue to be areas where additional efforts are needed, including with regard to the quality of explanations for deviations from the National Code of Corporate Governance, the development of diversity policies, the integration of sustainability factors into governance and further increasing transparency in the functioning of corporate governing bodies.

Companies trading on the most reputable and liquid segments of the Bulgarian Stock Exchange – EuroBridge Market Segment, Premium Equities Segment and Standard Equities Segment – demonstrate sustained progress and consistent efforts to apply good corporate governance practices.

X. Appendix 1

Sources used:

1. Public regulated information disclosed through x3News – a specialized media portal through which issuers of financial instruments fulfil their statutory obligations to disclose regulated information to the public within the meaning of the Public Offering of Securities Act, maintained by Financial Market Services EOOD – a subsidiary of Bulgarian Stock Exchange AD (<https://www.x3news.com>);
2. Public regulated information disclosed in the Investor BG Bulletin (<https://www.investor.bg/bulletin/>) – a platform through which issuers of financial instruments fulfil their statutory obligations to disclose regulated information to the public;
3. Public regulated information disclosed in the Infostock Bulletin (<https://www.infostock.bg/infostock/control/announcement>) – a platform through which issuers of financial instruments fulfil their statutory obligations to disclose regulated information to the public;
4. Public information from the website of Bulgarian Stock Exchange AD (<https://www.bse-sofia.bg>);
5. Public information from the website of the FSC (<https://www.fsc.bg/en/>);
6. Public information from the websites of public companies on the Premium Equities Segment, EuroBridge Market Segment and Standard Equities Segment;
7. Data from the Commercial Register and Register of Non-Profit Legal Entities (<https://portal.registryagency.bg/home-cr>) on the members of corporate governing bodies;
8. Public information from the "Report on ESG Disclosures of Companies in Bulgaria in 2024", published by the Association "Green Finance and Energy Centre" (https://gfecentre.org/docs/GFEC-ESG-Report-2026_bg.pdf).
9. Public Offering of Securities Act (POSA) – regulatory framework applicable to public companies and the capital market (https://www.fsc.bg/wp-content/uploads/2026/07/zppck_dv_62_2026.pdf).