Wiser Technology AD

INFORMATION DOCUMENT

about public offering of shares

from the capital increase of Wiser Technology AD,

UIC 175061032, ISIN BG1100007076,

Addressed to employees of Wiser Technology AD and its subsidiaries

in accordance with the requirements of Article 1(4)(i) and Article 1(5)(h) of Regulation (EU) 2017/1129

Type of the offered securities:	Ordinary, registered, dematerialized shares with voting rights and dividend rights
Number of offered securities:	Up to 160,000
Nominal value per unit:	BGN 1.00 (one) per share
Total nominal value:	Up to BGN 160,000
Issue price:	BGN 1.00 per share
Total issue price:	From BGN 1,00 (minimum subscription) up to BGN 160,000 (maximum subscription)
ISIN of the issue:	BG1100007076
Investment intermediary of the issue	Sofia International Securities AD

This Information Document has been prepared pursuant to a resolution of the General meeting of Shareholders of Wiser Technology AD of December 12, 2024 for a public offering of securities from the capital increase in which only a certain category of investors is entitled to participate, namely, employees of Wiser Technology AD and its subsidiaries.

This Information Document has been prepared in accordance with the requirements of Article 1(4)(i) of Regulation (EU) 2017/1129 for the purpose of making a public offering addressed to Employees of Wiser Technology AD and its subsidiaries qualified as eligible employees. Based on this Information Document, the shares offered herein and subscribed by Eligible Employees will subsequently be admitted to trading on the regulated markets where the Company's shares are traded, in accordance with Article 1, paragraph 5, letter (g) of Regulation (EU) 2017/1129. The document contains the basic information on the number and type of securities, as well as the reasons and conditions of the offer, and the relevant abbreviated information necessary for eligible persons to understand the rights associated with the offered shares. It is in the interest of Eligible Employees to read the Information Document in detail.

This Information Document is not a Prospectus within the meaning of the Regulation (EC) 2017/1129, and is not subject to approval by any regulatory authority neither in Bulgaria, where the shares of Wiser Technology AD are admitted to trading.

Investors should determine the appropriateness of the investment in the Offered Shares at their own discretion by making an independent review and evaluation of the Issuer's financial position and operations, and any other evaluation they deem appropriate, before making a final decision to subscribe the Offered Shares.

Investment in shares is a risky endeavor, which is associated with taking certain risks and which could result in loss of invested funds. There is no certainty with respect to the future development of such investments and there is no guarantee of profitability.

The information stated in this Information Document is the only information with regards to this offering for whose accuracy and completeness the Issuer assumes responsibility. The contents of this Document should not be considered legal, financial, business or tax advice. To obtain such advice, each potential investor should consult their own legal, financial or tax advisor.

Investors who are interested in the Information Document may receive a free copy at their e-mail address and get additional information from the Issuer and from the authorized investment intermediary:

	Wiser Technology AD	Authorized Investment Intermediary: Sofia International Securities AD
Address:	Sofia city, 1784, 111R Tsarigradsko shoes Blvd., Synergy Tower, 15the floor	Sofia city, 1000, 140 Georgi Rakovski street, 4th floor
Contact person:	Lubomir Yankov	Atanas Videv
Telephone:	+359-888-398-232	+359 2 937 98 65
Internet:	https://investor.wisertech.com/	https://sis.bg/
e-mail:	lubomir.yankov@wisertech.com	videv@sis.bg

DEFINITIONS AND ABBREVIATIONS

For the purposes of this Information Document, unless otherwise explicitly agreed, the following terms have the corresponding meaning stated below:

Wiser Technology, Issuer, the Company, the Holding, the Parent Company – Wiser Technology AD, UIC 175061032 (previously Bianor Holding AD)

BSE – Bulgarian Stock Exchange AD

the Group – Wiser Technology AD and ITDO Technologies EOOD, Wiser Technology Solution EOOD, Digital Lights EOOD, Databreathe EOOD, GoToAdmins Group EOOD, Prime Holding AD, Badin Soft d.o.o., Prime Software d.o.o.

Subsidiaries – the subsidiaries of Wiser Technology AD registered in the Republic of Bulgaria (Wiser Technology Solution EOOD, Digital Lights EOOD, Databreathe EOOD, GoToAdmins Group EOOD, Prime Holding AD) and the Republic of Serbia (Badin Soft d.o.o., Prime Software d.o.o.)

PITA - Personal Income Taxes Act

POSA - Public offering of Securities Act

MFIA - Markets in Financial Instruments Act

II - Investment Intermediary

FSC – Bulgarian Financial Supervision Commission

Offering – the initial public offering of the issue of 160,000 Shares, in which only Employees are eligible to participate, subject to the conditions set out in this Document and the resolution of the General Meeting of Shareholders dated December 12, 2024.

Regulation (EU) 2017/1129 – Regulation (EU) 2017/1129 of the European Parliament and of the Council from 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC

Eligible Employees – persons employed under an employment contract or management agreement with Wiser Technology AD and/or any of its Subsidiaries, excluding members of the Company's Board of Directors, who continue to hold this status on the initial date for the subscription of shares in this offering and who, as of the initial date of the share subscription, are not in the process of terminating their employment or management contract with the respective company, regardless of the reason. If, on the aforementioned date, an employee does not meet any of these eligibility requirements, such employee is not entitled to participate in the capital increase and share subscription and is not an Eligible Employee for the purposes of the Offering.

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1. STATEMENTS AND APPROVALS

This Information Document is not subject to the approval by any competent authority under Regulation (EU) 2017/1129. This Information document is not a prospectus nor a part of prospectus under Regulation (EU) 2017/1129.

2. ESSENTIAL INFORMATION

2.1. OFFERING TO SPECIFIC GROUP OF INVESTORS

Only a specified group of investors are entitled to subscribe for shares in the capital increase for the purposes of which this Document has been prepared and namely – Eligible Employees - persons employed under an employment contract or management agreement with Wiser Technology AD and/or any of its Subsidiaries, excluding members of the Company's Board of Directors, who continue to hold this status on the initial date for the subscription of shares in this offering and who, as of the initial date of the share subscription, are not in the process of terminating their employment or management contract with the respective company, regardless of the reason. If, on the aforementioned date, an employee does not meet any of these eligibility requirements, such employee is not entitled to participate in the capital increase and share subscription and is not an Eligible Employee for the purposes of the Offering.

The range of eligible persons thus defined does not include members of the Board of Directors of Wiser Technology AD.

According to Art. 112, par. 3 in conjunction with para. 2 of the POSA, the preemptive rights of the current shareholders to participate in the capital increase are excluded.

2.2. REASONS FOR THE OFFERING

The purpose of the proposed increase is to incentivise the commitment of the employees of the individual group companies by providing them the opportunity to acquire listed for trading securities from the parent company, which consolidates the performance of the individual group companies to which each individual employee contributes. The personal commitment of each employee to his/her performance by sharing the performance of the company to which he or she belongs and the group to which this company belongs, is expected to promote his/her long-term interest in the performance of his/her work within the group, aligning that interest with the interests of the shareholders to which the employees of the group companies will join after the proposed capital increase. The Employee involvement in the ownership is especially important for small and medium-sized enterprises such as Wiser Technology AD and its Subsidiaries, where individual employees play a significant role in the success of the latter.

The targeted incentive and promotion of employee engagement across the Group is achieved through the grant of shares in Wiser Technology AD consolidating the performance of the Group companies. Wiser Technology AD is a publicly listed company within the meaning of Article 110 of the Public Offering of Securities Act, discloses regular public information on its development and performance, its shares are traded on a regulated market, which provides a transparent market mechanism for determining their value.

3. INFORMATION CONCERNING THE SECURITIES TO BE OFFERED AND ADMITTED TO TRADING

3.1. DESCRIPTION OF THE SECURITIES

Type and class of the offered securities, currency and size of the issue

The subject of the public offering are 160,00 ordinary, dematerialized, registered, freely transferable shares, each of them with a par value of BGN 1 from the capital increase of the Company, the same class as the already issued shares in the Company capital and they will grant their holders rights identical to the rights of the other shares issued by Wiser Technology AD.

The currency of the issue is Bulgarian leva.

The ISIN of the Wiser Technology AD share issue is BG1100007076. The shareholders register of Wiser Technology AD is kept by the Central Depository AD, Unified Identification Code (UIC) 121142712, seat and registered office in the Republic of Bulgaria, Sofia city, 6 Tri Ushi Street.

Resolutions and approvals with respect to the offered securities

The shares that are the subject of the Offering, are offered and will be issued on the basis of a resolution of the General meeting of the Shareholders of Wiser Technology AD of December 12, 2024 to increase the Company's capital from BGN 16,334,362 to BGN 16,494,362 through public offering of 160,000 dematerialized ordinary registered voting shares, giving a right to dividends and a liquidation quota commensurate with their par value, each of a par value of BGN 1.00, as well as a resolution of the Board of Directors of Wiser Technology AD, determining the remaining parameters of the offering, including the terms and procedures.

3.2. RESTRICTIONS ON THE TRANSFERRABILITY OF THE SECURITIES

The shares subject to the Offering, as well as shares already issued by Wiser Technology AD, will be freely transferrable, subject to the normative provisions in force. Transfer of dematerialized securities, such as the shares subject to the Offering, will be considered completed as of the time of registration with the Central Depository AD.

Restrictions on the free transferability of the shares, held by a specific shareholder, may be imposed pursuant to the Registered Pledges Act (by establishing a registered pledge on the shares), the Financial Collateral Arrangements Act (when providing shares as financial collateral) and the Civil Procedures Code (in case of precautionary attachment on the shares in the course of levying of distraint on shares in interim or enforcement proceedings). Share transfer will be carried out in accordance with the applicable requirements, including those established in the POSA, MFIA, the instruments for the implementation, the rules of the BSE and Central Depository AD.

3.3. TAX TREATMENT

Investors should be advised that the acquisition of the offered securities, any following incomes related to them as well as any transactions with them, might be subject to taxation under the applicable tax law, including treaties for the avoidance of double taxation (if applicable according to the applicable law).

3.4. OFFEROR: A PERSON WHO SEEKS ADMISSION OF THE SECURITIES TO TRADING

The shares from the capital increase are being offered by the Company as their issuer under the terms of an initial public offering. There is no offeror, other than the Issuer - the Company, or other person seeking admission of the securities to trading.

3.5. RIGHTS ATTACHED TO THE SECURITIES

The offered shares are from the same class and accordingly, will give the same rights as the shares currently comprising the capital of the Company, as stipulated in the Statute of Wiser Technology AD, the Commerce Act and POSA, namely, ordinary, registered dematerialized shares, each of which gives the following basic rights: right to one vote in the general meeting of the shareholders of the Company, right to dividends, and right to a liquidation quota. Each of the shares subject to the Offering grants its holder rights identical to those attached to every other share in the Company's capital issued prior to the commencement of the Offering, with such rights neither restricted nor conditional upon the exercise of rights granted under other securities.

Right to dividends

Each share gives its holder the right to a dividend commensurate with its par value.

The dividend shall be distributed by a resolution of the General Meeting of Shareholders, whereas the Statute of the Company provides for the possibility to distribute annual and six-month dividends. The offered shares, as ordinary shares, do not give a right to a guaranteed dividend, respectively, the Company is not obliged to make dividend payments, there is no defined periodicity of dividend payment and respectively, the obligations for due, but undistributed, dividends shall not accumulate. Whether a dividend shall be distributed or not, as well as the specific amount of the distributed dividend, depends on the results of the Company (there must be available funds, which may be distributed to the shareholders, namely the net value of Company assets, reduced by the dividends subject to payment, shall be at least equal to the registered capital of the Company, reserve fund and other funds, which the Company must establish, if such, whereas for payment of an interim dividend, there is also a profit requirement for the respective six-month period) and on the assessment of the General Meeting of Shareholders, which must resolve on distribution of the dividend.

The resolution to distribute dividend may be taken by the regular annual general meeting of shareholders, which has approved the audited annual financial statement (for payment of annual dividend), or the extraordinary general meeting of shareholders, which has adopted the six- month report, in compliance with the requirements of the Commerce Act, while for distribution of an interim dividend – also the special requirements of Article 115c (2) of POSA apply. Persons recorded in the registers of Central Depository AD as entitled to a dividend shall have the right to receive a dividend on the 14th day following the General Meeting that approved the annual or semi-annual financial statement and resolved to distribute the profit.

The Company must ensure payment to the shareholders of the dividend voted at the General Meeting of Shareholders within a period of 60 days after it was held. Persons entitled to a dividend may exercise this right before the expiration of the general 5-year statute of limitations thereafter the right shall be extinguished and non-received dividends shall be retained by the Company.

Costs related to payment of the dividends shall be covered by the Company.

The Company's Statute does not provide for restrictions related to payment of a dividend. No special provisions have been provided with respect to foreign persons entitled to a dividend.

Voting right

Each share shall give its holder one vote in the General Meeting of the Shareholders of the Company.

The voting right shall be exercised by the persons listed in the registers of the Central Depository AD as entitled to a voting right 14 days prior to the date of the general meeting. Central Depository AD shall provide to the Company a list of the persons as at the above-specified date.

The voting right may be exercised personally (accordingly, through the legal representatives of the shareholder) or through a proxy. A shareholder shall be entitled to authorize any individual or legal entity to participate and vote in the general meeting on their behalf, including a member of the Company's board of directors, if the shareholder has explicitly indicated the manner of voting on each of the agenda items of the relevant general meeting. The authorization must be made in writing, including by electronic means in the form of an electronic document, digitally signed, made for the specific general meeting, explicitly and containing the requisites listed in Article 116 (1) POSA. The conditions and procedure for voting via proxy, including the manner of receiving of powers of attorney via electronic means and notifications for withdrawal of such, shall be laid down in rules of the board of directors and published on the Company website (https://investor.wisertech.com/) for each specific meeting. The Company must provide a template for the written power of attorney on paper and electronically, if applicable, with the materials for the General Meeting of Shareholders or upon request after it is convened.

In certain cases provided for by the law, the exercise of the voting right may be restricted, for example: a shareholder may not participate in the voting on resolutions allowing transactions in the hypotheses of Article 114 (1) of POSA, if the shareholder qualifies as an interested party under Article 114 (7) of POSA in relation to the respective transaction; in case of surpassing a threshold of voting rights resulting in an obligation to carry out a tender offer, the persons whose voting rights are taken into consideration when determining the participation, by which the threshold was surpassed, as provided for in Article 149 (5) of POSA, shall not be entitled to exercise their voting right until the tender offer is released, respectively until the participation is reduced below the threshold (or until the control over the related party, through the share rights of which the threshold was surpassed, is lost); a shareholder may not vote on matters concerning the bringing of actions against that shareholder or in relation to that shareholder's liability towards the Company.

Pre-emptive rights for subscribing securities

In the event the Company has increased its capital, the shareholders shall be entitled to acquire a portion of the new shares, proportionate to their share in the capital prior to the increase, with a right issued for each existing share; the ratio between issued rights and new shares shall be defined in the respective decision to increase the capital. The capital increase requirement with issuance of rights shall not apply in case of a capital increase that only members of the Board of Directors of the Company are entitled to (under the conditions that the remuneration policy adopted by the Company stipulates a plan for providing variable remuneration in the form of Company shares), and/or its workers or employees, and such capital increase may only be done by up to 1 percent within a calendar year, and 3 percent in successive capital increases, except in case a successful increase of the capital is achieved with the issuance of rights, wherein the registered capital has been increased by at least 10 percent; and the shares issued in this manner may at no time exceed 5 percent of the Company capital. Furthermore, by way of exception, the capital of the Company may also be increased in the hypothesis set forth in article 195 of the Commercial Act, under the condition that the new shares are acquired by certain individuals, and this shall only be allowed for the purposes of merger, tender offer for exchange of shares, or ensuring the rights of warrant or convertible bonds holders.

The preemptive acquisition right shall also apply regarding securities which grant the right to acquire shares of the same class as the shares held by the respective shareholder, by way of converting them, or exercising the rights to them (convertible bonds, warrants).

Right to a share in the profits

The Statute of the Company does not provide for the right to a share of the profits, other than the dividend right described above in item 3.5 hereof.

Right to a liquidation quota

Each share gives its holder the right to a liquidation quota commensurate with its par value. This is a conditional right – it arises and may be exercised only if (and to the extent that) in case of Company dissolution, after satisfaction of the claims of all creditors, there are residual assets for distribution among the shareholders and it is up to the size of these assets. The right belongs to the shareholders registered as such upon termination of the Company and it shall be extinguished upon expiration of the general 5-year limitation period.

Conditions for buyback

As ordinary shares, the shares subject of the Offering, do not provide buyback privileges.

The acquisition of more than 3 percent of own voting shares in case of capital reduction through buyback within one calendar year shall be possible only under the conditions and the procedure for tender offering under Article 149b of POSA.

It is not necessary to make a tender offering, if the acquisition of own shares is up to 3 percent within one calendar year, whereas under the Statute, share buyback shall be carried out by a resolution of the General Meeting of Shareholders by a majority of 75% plus one share of the capital represented. The resolution shall determine the minimum and maximum number of shares subject to buyback; the conditions and the procedure, according to which the board of directors shall carry out the buyback within a period that is not longer than five years as of the date of the resolution; the minimum and maximum value of one share for buyback, as well as the investment intermediary through which the buyback shall be carried out.

Conditions for conversion

No conditions for conversion of the shares subject of the Offering have been provisioned.

Other rights

Management rights

In addition to the voting right, as defined above in item 4.5 hereof, each shareholder shall be entitled to participate in the governance of the Company, including to elect and to be elected in its management bodies.

Control rights

The control rights of the shareholder include the shareholder’s right to information. The right of information expresses the ability of shareholders to review all written material related to the agenda of the convened general meeting, to receive these materials upon request free of charge, and to receive the minutes and annexes to them from past general meetings. The right of information also includes the right of the shareholder to receive comprehensive answers from the members of the board of directors of the Company on questions raised during the General Meeting of Shareholders. At any time, shareholders have the right to request and receive information on the financial and economic state of the Company from the Investor Relations Director.

Protective rights

Each shareholder may bring an action against the Company before the district court at its seat to revoke a resolution of the general meeting, when it contravenes mandatory provisions of the law or of the Statute (Article 74 of the Commerce Act).

Each shareholder may bring an action before the district court at the seat of the Company to protect their membership right and individual membership rights, when these have been violated by bodies of the Company (Article 71 of the Commerce Act).

Each shareholder may request appointment of registered auditors by the Registry Agency, if such have not been elected by the general meeting of shareholders by the end of the calendar year (Article 249 of the Commerce Act).

Shareholders holding at least 5% of the Company capital are entitled to the following rights under POSA:

- In case of failure of the Company management bodies to act, which endangers its interest, to bring Company actions against third parties before court;
- To bring an action before the district court at the Company seat for compensation for damages caused to the company from actions or omissions by the members of the management and control bodies (currently – of the board of directors) and of Company procurators (no such have been appointed at this time);
- To request the general meeting or the district court to appoint controllers to review complete bookkeeping records of the company and to prepare a report on their findings;
- To make requests to the district court to convene a general meeting or to authorize their representative to convene a general meeting with an agenda determined by them;
- To request the inclusion of items and to put forward resolutions on items already included in the agenda for the general meeting under Article 223a of the Commerce Act (does not apply to inclusion of items or putting forward resolutions on matters within the scope of Article 114 (1) of POSA);
- In the event of a joint venture agreement, to bring an action before the district court at the Company seat for compensation for damages caused to the Company because of actions or omissions by the persons managing the joint venture;
- Pursuant to the Commerce Act, shareholders holding at least 5% (five percent) of the Company capital over the course of more than three months, may make a request to the board of directors to convene the General Meeting of Shareholders whereas if this request is not satisfied within a one-month period or if the general meeting is not held within a period of 3 months as of the request, the district court shall convene a general meeting or shall authorize the shareholders who requested the convening or their representative to convene the meeting (as indicated, POSA provides for eased conditions for convening, insofar as the request may be made directly before the district court).

3.6. TENDER OFFERINGS

Company shares may be the object of a mandatory or of a voluntary tender offering. Pursuant to the applicable national legislation, an obligation to make a tender offering shall occur in case of direct acquisition, acquisition through related parties (within the meaning of Article 148h of POSA) and/or acquisition/holding under Article 149 (2) of POSA (persons who have entered into an agreement for a common management policy through joint exercising of voting rights or holding of voting shares by one person at the expense of another) of more than (1) 1/3 of the votes in the general meeting of the Company (in the event that there is no person or persons holding directly or through related parties more than 50 percent of the votes in the general meeting); (2)

½ of the votes in the general meeting of the Company, or (3) 2/3 of the votes in the general meeting of the Company, unless subsequently within the time limit for making the tender offering, the liable person transfers the necessary number of shares so as to hold directly or through related parties votes under the thus surpassed threshold. The obligation shall be fulfilled within 14 days as of the acquisition (execution of the agreement or acquisition of the shares on the person's behalf), accordingly, within a one-month period as of entry in the commercial register of the transformation or reduction of the capital, when the threshold has been surpassed as a result of transformation or as a result of share cancellation. Moreover, an individual holding more than 1/3 but not more than 2/3 of the votes in the general meeting of the Company in one of the listed hypotheses, may not acquire within the course of one year a quantity of voting shares exceeding 3 percent of the total number of Company shares, unless this results from a tender offering made under Article 149b of POSA, unless the threshold is exceeded in case of capital increase with rights. At the same time, POSA provided for certain cases where the obligation to make a tender offering does not occur, despite of surpassing the threshold (mainly in relation to a prior tender offering or surpassing of the threshold as a result of a tender offering, and in case of surpassing of the threshold of 2/3 of the votes as a result of capital increase with a rights issue, if prior to the capital increase the individual held more than 50 percent of the votes in the general meeting).

Company shares may be subject to a voluntary tender offering, made by a person that has acquired directly, through related parties or indirectly in the cases under Article 149 (2) of POSA more than 90 percent of the votes in the general meeting of the Company (Article 149a of POSA) or a person holding at least 5 percent of the votes in the general meeting of the Company and wishing to acquire (directly, through related parties or indirectly) more than 1/3 of the votes in the general meeting of the Company (Article 149b of POSA).

The national legislation on tender offerings applicable to the Issuer does not contain provisions, which might impede these tender offerings. Nevertheless, it should be considered that there are specific statutory requirements concerning the principles for tender offering, the contents of the offerings and price setting, whereby tender offerings are subject to review by the Financial Supervision Commission and accordingly, their publishing may be delayed in case of inconsistency with the legal requirements or infringement of shareholder interests.

Company shares may be subject to compulsory repurchasing pursuant to Article 157a of POSA (within three months after a tender offering made to all shareholders took place, by a person who acquired at least 95 percent of the votes in the general meeting of the Company). Accordingly, pursuant to Article 157b of POSA, each minority shareholder shall be entitled to request from the person who acquired at least 95% of the Company voting shares as a result of a tender offering, to buy their shares within a period of three months of the closing of the tender offering.

Until now, the Company has not been the object of tender offerings.

4. TERMS AND CONDITIONS OF THE OFFERING

4.1. TERMS AND CONDITIONS OF THE OFFERING, EXPECTED TIMETABLE AND ACTION REQUIRED TO APPLY FOR THE OFFERING

4.1.1. CONDITIONS OF THE OFFERING

Offered shares

Subject of this offering are 160,000 new shares from the capital increase of Wiser Technology AD. The offered shares are of the same class as the existing Wiser Technology AD shares, namely – ordinary, registered dematerialized voting shares, each of a par value of BGN 1.00 (one).

The shares will be offered at an issue price of BGN 1.00

The maximum amount of the new issue shall be 160,000 shares. The Offering will be considered successful, if at least 1 (one) share (the minimum size of the issue) is subscribed and paid. The capital will be increased by the subscribed shares, if the minimum size of the issue is subscribed.

Offering addressee

The Offering is addressed to a specified group of investors – Eligible Employees – persons employed under an employment contract or management agreement with Wiser Technology AD and/or any of its Subsidiaries, excluding members of the Company's Board of Directors, who continue to hold this status on the initial date for the subscription of shares in this offering and who, as of the initial date of the share subscription, are not in the process of terminating their employment or management contract with the respective company, regardless of the reason. If, on the aforementioned date, an employee does not meet any of these eligibility requirements, such employee is not entitled to participate in the capital increase and share subscription and is not an Eligible Employee for the purposes of the Offering.

The Employees entitled to subscribe for shares from this capital increase, as well as the maximum number of shares that each of them is entitled to subscribe for, shall be determined by the Board of Directors of Wiser Technology AD in their discretion by means of a special list, pursuant to an express delegation by the General Meeting of Shareholders of December 12, 2024, and each employee shall be personally notified of the number of shares that he is entitled to subscribe for in accordance with the list – on the day of publication of this Document, as well as upon request during the term of the Offering.

If there is a change in the number of Eligible Employees due to the occurrence of any of the disqualifying events listed above (such as termination of the qualifying relationship or initiation of termination proceedings), the Board of Directors will update the list by removing the affected individuals. The Board may, but is not obligated to, reallocate the unsubscribed shares from those removed to other Employees on the list. Any such changes will be communicated to the Employees impacted by the update concerning their subscription rights or the number of shares allocated to them, as well as to the investment intermediary.

Issuance of rights

The Offering is addressed only to Employees of Wiser Technology AD and its Subsidiaries, pursuant to Art. 112, para. 3 of the Public Offering of Securities Act, in which case, in order to ensure that the capital increase can be subscribed by the Employees, objectively no rights are issued to the existing shareholders under § 1, item 3 of the Public Offering of Securities Act, as expressly provided for in the law.

Subscription of shares

Only Eligible Employees can subscribe shares of the current capital increase. In the event that, on the start date for subscription of shares, the relationship between the Employee and Wiser Technology AD and/or any of the Subsidiaries no longer exists or is in the process of termination regardless of the reasons, this Employee shall not be entitled to participate in the capital increase and to subscribe for shares.

Any Eligible Employee may acquire a corresponding number of the offered shares, as determined by the Board of Directors of Wiser Technology AD in a special list, by submitting, within the terms specified in section 4.1.2 below, an application for subscription of shares and paying the issue value of the subscribed shares. The application shall be submitted directly to the authorized investment intermediary or through the investment intermediary of the relevant investor.

The payment of the issue value of the subscribed shares shall be made at the latest by the subscription closing date to the collection account specified in paragraph 4.1.2 of this Document.

Authorized investment intermediary

Sofia International Securities AD, UIC 121727057, seat and registered office: Sofia city, 140 Georgi Rakovski street, fl.4.

Territories on which the offering will be carried out. Applicable national requirements.

The shares from the Company's capital increase will be subject to an initial public offering, which will be carried out on the territory of the Republic of Bulgaria. The Offering is addressed to eligible Employees of Wiser Technology AD and its Subsidiaries registered in the Republic of Bulgaria and Republic of Serbia.

The Offering is carried out without a prospectus and on the basis of this Information Document as per the requirements of Art. 1 para 4 i) and Art. 1 para. 5 h) of Regulation (EU) 2017/1129 whereas the requirements of the Bulgarian legislation shall apply, which are applicable for public offering of shares in case of capital increase by a Bulgarian public company such as the Issuer.

4.1.2. OFFER PERIOD

Start of the public offering

The initial date of the public offering is the day of publishing of this Information Document on the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/). On the day of publishing of this Information Document the Company will inform all eligible persons – Employees – about the number of shares which each may subscribe.

Rights for subscription of shares, terms and conditions for transfer of the right for subscription of shares of the Offering

The right of the Employees to subscribe for shares is a personal right that is granted to specific Employees in a specific amount. The right to subscribe for shares from this capital increase is non-transferable, both to third parties and between Employees.

Subscription of shares – start and end date, terms and conditions for subscription

The start date for subscription of shares shall be the date, following the day on which this Information Document is published on the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/)

The deadline for share subscription is January 31T, 2025.

The Eligible Employees may submit a request to subscribe for shares with a deadline for subscription of shares, by any means acceptable for the authorized investment intermediary.

The authorized investment intermediary Sofia International Securities AD is available every business day from 09.00 to 17.00 h. at the following addresses:

City	Address	Telephone number
Sofia	140 Georgi Rakovski street	00359 (2) 937 98 65

as well as online via e-mail at: videv@sis.bg

The subscription of shares is not allowed before the start and after the end date of the period for subscription of shares.

The periods subscription of shares may be extended once by the Company for up to 60 days, by making appropriate amendments to this Document and publishing the same on the website of the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/). The Employees will be informed of any such amendments to this Document.

Subscription of new shares shall be carried out by making applications in writing to the investment intermediaries, catering the increase – Sofia International Securities AD or other investment intermediary - members of Central Depository AD, with whom the Eligible Employee has a client account. Investment intermediaries, with whom applications for subscription of new shares have been filed, must inform the authorized investment intermediary Sofia International Securities AD of the incoming orders, whereas the relevant intermediary must send at the end of each business day of the subscription period, a summary request (in a form) containing data on all employees who have subscribed for new shares through the investment intermediary for that day. The summary request shall be sent to videv@sis.bg At the end of the business day on the closing date for subscription of new shares, the relevant investment intermediary shall send to Sofia International Securities AD, at the e-mail address indicated in the preceding sentence, scans of the signed applications of the individual employees who have applied for subscription of new shares through that investment intermediary, as well as summary information on the applications submitted by employees through the relevant investment intermediary for the entire period for subscription of new shares, signed with a qualified electronic signature by the persons representing them.

When accepting orders for subscription of new shares, the respective investment intermediaries shall comply with their obligations provided for in the applicable legislation and, when transmitting the aggregated information on the applications submitted to them, declare to Sofia International Securities AD that (i) they have established the identity of the investor subscribing shares and of their proxy (if applicable), as well as the validity and authenticity of the identity documents presented by the latter and (ii) the client has fulfilled its obligation to pay the full issue price of the subscribed shares.

Sofia International Securities AD carries out a subsequent verification of the right of the persons who have ordered the subscriptions for shares in the capital increase, in accordance with a list drawn by the Board of Directors of Wiser Technology AD and provided by the Company to Sofia International Securities AD, containing the names of the Eligible Employees entitled to subscribe for shares in the capital increase and the individually determined number of shares each of them is entitled to subscribe for

The application shall be made in a standard form and shall contain the normative requisites, including:

- Full name and unique client number of the investor and of his proxy at the investment intermediary, if such numbers have not been assigned – full name according to the identity document, the Personal Number (other personal identification number), residence and address of the investor and of his/her proxy (when applicable);
- issuer (Wiser Technology AD) and ISIN (BG1100007076) of the shares;
- number of subscribed shares that are the subject of the application;
- bank account of the investor (for refund of the paid amounts in case of unsuccessful completion of the subscription): IBAN, BIC code, bank;
- date, time and place of submission of the application;
- signature of the person submitting the application or of his/her proxy.

In order to facilitate investors, a sample of the subscription application shall be published for the period of the Offering in the relevant section of the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/).

The application shall be submitted in person or through a proxy, authorized under an explicit notarized power of attorney. When filing the application, the following documents must be presented, in addition to the other documents required pursuant to the applicable legislation on measures against money laundering:

- Copy of the identity document of the relevant investor, certified with a "True Copy", date and signature;
- If the application is submitted via proxy - original copy of a notarized explicit power of attorney and a copy of the identity document of the proxy certified with a "True Copy", date and signature;

The relevant documents, declarations and etc., required pursuant to the applicable normative instruments regulating the activities of investment intermediaries, implementation of anti-money laundering measures and so on, shall be signed and enclosed with the application. The subscribed shares shall be paid at latest by the end date of the period for share subscription, to the Issuer's bank account indicated in item 4.1.5.

Subscription of shares shall be considered valid only if made by a rights holder – Eligible Employee – up to the maximum possible number of shares, designated for him/her, in accordance with the list prepared by the Board of Directors of Wiser Technology AD, and if the entire issue price of the subscribed shares has been paid within the period of subscription and in accordance with the terms and conditions specified in item 4.1.5 below. In case of partial payment of the issue price, the number of shares, for which it was paid in full, shall be considered subscribed. The submission of applications by persons who are not entitled to participate in this capital increase, according to the list prepared by the Board of Directors of Wiser Technology AD, will not be processed.

Reduction and extension of the period of the offering

The periods indicated in 4.1.2 hereof shall not be subject to reduction.

If all offered shares are subscribed prior to the end date, the Company shall declare the offering to be successful, shall undertake steps to record the capital increase in the commercial register and to register the new share issue at the FSC and Central Depository AD. Upon successful registrations the Company shall request admission to trading of the new shares at Bulgarian Stock Exchange.

The Issuer may extend the subscription period once for up to 60 days, making the respective amendments in Document and announcing them on the webpage of the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/). In this case, the last day of the extended period is considered the end date for subscription. The Issuer shall promptly announce the extension on the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/) and inform the Employees thereof.

Date of issue of the new shares

The capital increase shall take effect as of the date, on which it is registered in the commercial register. The new shares shall be issued upon registration of the capital increase in Central Depository AD.

Timetable of the Offering

Publishing of the Information Document	T
Start date for subscription of new shares	T+1
Last day for subscription of shares and for their payment	T+ 46 days
Registration of the capital increase in the commercial register	(on or around) 4 working days from the end data for shares' subscription
Registration of the new share issue at Central Depository AD	(on or around) one week from the date of entry in the Commercial registry
Recording the new share issue in the register kept by the FSC	(on or around) one week from the date of entry in the Central Depository AD
Start date of the trading of new shares on Bulgarian Stock Exchange AD	(on or around) two weeks from the date of entry in the Central Depository AD

The time limits above stated as "on or around" are provisional and are based on the following assumptions: (1) the periods of the offering will not change; (2) the time limits indicated in the timetable shall be observed without any delay and (3) the procedures before the relevant institutions shall run in the shortest possible time as per their practice. The exact date could be before or after the indicated date.

4.1.3. POSSIBILITIES FOR REDUCING THE SUBSCRIPTION

The number of offered shares shall not be subject to any changes.

If all shares from this issue are subscribed prior to the end date of the Offering, the Issuer shall undertake the necessary actions to register the capital increase in the commercial register and the new issue at the Central Depository AD and in the FSC register.

If by the end date of the subscription at least 1 (one) share of the offered shares is subscribed, the offering shall be considered successful and completed for the relevant number of subscribed and paid shares and accordingly, the procedure described in the preceding paragraph shall be followed.

The manner of implementation of the offer – to specific eligible persons, each of whom is entitled to subscribe for up to a certain number of shares, excludes the possibility of subscribing for more than the offered shares and of competition between applications.

In the event that no Shares are subscribed for by the Subscription Deadline, the Offering will be deemed unsuccessful.

4.1.4. MINIMUM AND MAXIMUM SUBSCRIPTION AMOUNT

Each Eligible Employee may subscribe for at least 1 (one) share and at most such number of shares as is equal to the number allotted to him/her in accordance with an intentional named list drawn up by the Board of Directors of Wiser Technology AD.

The procedure of Offering – to specific eligible persons, each of whom is entitled to subscribe for up to a certain number of shares, excludes the possibility of subscribing for more than the offered shares and of competition between applications, respectively the maximum subscription amount is 160,000 shares in total.

4.1.5. METHODS AND TIME LIMITS FOR PAYMENT AND DELIVERY OF THE SECURITIES

Payment of the issue price of the subscribed shares shall be made to a special escrow account, opened in the name of the Company and disclosed in the resolution of the Board of Directors under item 3.1

The escrow account must be credited with the contribution against the subscribed shares latest by the end of the last day for subscription of shares. The proof of payment shall be the payment order or the deposit slip. The payment order or the deposit slip must contain the name of the individual, its Personal Number, corresponding relevant identification details of foreign investors, the reasons for the payment – subscription of shares from the capital increase of Wiser Technology AD, as well as the number of shares, for which subscription has been requested.

The funds raised in the special account cannot be used prior to the completion of the subscription and recording of the capital increase in the commercial register.

If, by the expiration of the end date for the subscription at least 1 (one) share, subject to this offering, are subscribed and paid, the Offering shall be considered successful and the Issuer shall undertake the relevant steps to record the capital increase in the commercial register and to register the new share issue at Central Depository AD. The new shares shall be issued upon registration of the share issue from the capital increase at Central Depository AD, which shall register the respective number of shares to accounts (new or existing) of the persons who have subscribed the shares of the capital increase. The investors may request documents certifying the shares acquired by them, which shall be issued by Central Depository AD through the relevant investment intermediary based on a request of the shareholder and pursuant to the Rules of Procedure of Central Depository AD.

4.1.6. ANNOUNCING THE RESULTS OF THE OFFERING

Within a period of three business days after completion of the Offering (see item 4.1.3 above), Wiser Technology AD shall publish the relevant information on the websites of the Issuer's website (https://investor.wisertech.com/) and on the website of the authorized investment intermediary Sofia International Securities AD (https://sis.bg/).

4.1.7. PRE-EMPTIVE RIGHT

In relation to the Offering, the right of the existing shareholders to acquire the relevant portion of the new shares on a pre-emptive basis pursuant to Article 112, para. 1 Public Offering of Securities Act is excluded. Shares subject to the Offering are only to be subscribed for by the Investors to whom this Offering is addressed up to the amount determined for the relevant Investor whereas the right to subscribe for Shares under the Offering is non-transferable.

4.1.8. SIZE OF THE ISSUE

The subject of the offering is 160,000 shares from the capital increase of Wiser Technology AD with a single nominal value of BGN 1 (one) and an issue price of BGN 1.00 (one) each.

The size of the offered issue shall not be subject to changes. The conditions for subscription of shares from this capital increase exclude the possibility to subscribe for more shares than offered. In the event that less than the Offer Shares are subscribed for, the Placing will be successful and accordingly the issue of New Shares will be issued if not less than one (1) Share is subscribed for and paid for. Accordingly, the maximum size of the new issue is 160,000 shares (maximum nominal capital increase of BGN 160,000) and its minimum size is one (1) share (minimum nominal capital increase of BGN 1).

If the capital increase is (for whatever reasons) not entered in the commercial register "despite" a successful Offering, the Issuer will notify this circumstance in accordance with clause 4.1.6, specifying in the notice the terms and conditions for the return of the sums raised within one month of the notice.

4.1.9. CONDITIONS FOR CANCELLATION OF THE OFFERING

The Company does not intend to terminate or suspend the offering. Nevertheless, the Company assumes that upon occurrence of negative events that could affect the success of the offering, including events of a force majeure nature (e.g. a financial market crash, natural disasters, terrorist acts etc.), the offering may be suspended or terminated based on a resolution of the Board of Directors of the Company. If this is the case, the Issuer will immediately announce the termination of the offering, informing the FSC and publishing announcements on its website, on the website of the authorized intermediary and on www.x3news.com information agency as well as through other channels, to the extent legally required

Offering, accordingly trading of the shares after they are issued, may be terminated or suspended, as follows:

- The FSC may suspend the public offering or admission to trading on a regulated market for no more than 10 consecutive business days in each individual case, if there are sufficient reasons to believe that the provisions of the law or its implementing instruments have been infringed, and it may prohibit carrying out of the public offering if there are sufficient reasons to believe that the provisions of the law or its implementing instruments are infringed or will be infringed;
- In case infringements of POSA, its implementing acts, decisions of the FSC or of the Deputy Chair of the FSC, in charge of Investment Activity Supervision, are found and in cases where the supervisory activities of the FSC have been impeded or investor interests are jeopardized, the FSC may suspend the sale or carrying out of transactions with certain securities for a period of up to 10 consecutive days;
- In case of establishing infringements of MFIA, its implementing instruments, of the applicable instruments of the European Union or of other internal acts of the trading venues approved by the Commission, of the decisions of the FSC or of the Deputy Chairperson, as well as if the supervisory activities of the FSC are impeded or investor interests are jeopardized, the FSC may suspend trading with certain financial instruments or to remove financial instruments from trading on a regulated market or from another trading system;

- The BSE may suspend trading of financial instruments or remove financial instruments from trading if they are not in compliance with the requirements set forth in the rules of the regulated market, if this will not result in material damage to investor interests and the due functioning of the market;
- In order to prevent and stop administrative offenses under the Measures against Market Abuse with Financial Instruments Act, of the applicable EU instruments, for prevention and removal of their resulting damages, and in case the supervisory activities of the FSC or of the deputy chairperson are impeded or if investor interests are jeopardized, the FSC may discontinue trading of certain financial instruments.

4.1.10. WITHDRAWAL OF THE APPLICATION FOR SUBSCRIPTION OF SECURITIES

An investor may not withdraw their application for subscription of shares.

4.2. PLAN FOR DISTRIBUTION AND ALLOCATION

Shares - subject of the Offering - are offered and may be subscribed for only by the Investors, the offerees of this Offering, up to the amount determined for the respective Investor. Investors shall be notified that the respective investment intermediary, keeping the account for the securities held, has received the shares subscribed and paid by them. The Issuer's obligation is only to announce the result of the Offering and to undertake the necessary steps for registration of the issue and its admission to trading, whereas relations with the individual investors shall be maintained by their respective investment intermediaries.

The Issuer shall apply for admission of the new share issue that is the subject of this offering for trading on the regulated market organized by BSE after the capital increase is registered in the commercial register and after registration of the new shares at Central Depository AD and entry of the issue of shares in the FSC register. Trading will be possible after the new shares have been admitted to trading and a date, as of which they will be traded, has been set.

4.3. PRICE

The shares shall be offered at an issue price of BGN 1.00 per share.

The issue value has been determined in accordance with the specific objectives of the particular capital increase, namely to further incentivize the Employees of Wiser Technology AD and its Subsidiaries through the provision of preferential terms to the employees of the Group to acquire shares in Wiser Technology AD. The opportunity to participate in the capital must be available to Employees, while requiring an investment of their funds that ties them not only to the Company's objectives, but also to the objectives of investors. In this regard, an issue value of BGN 1.00 per share will ensure, on the one hand, the interest of the Employees to participate in the increase and, on the other hand, to invest their own funds, albeit at the minimum amount required by law (the issue value of the new shares is equal to the nominal value).

Investors are charged with the costs of fees and commissions of the investment intermediaries through which they submit applications for subscription of shares, purchase of rights, fees to the BSE, "Central Depository" AD and payment institutions related to the subscription of the offered shares, including fees for opening and maintaining securities accounts. In the event that applications for subscription of Shares are submitted directly to the authorized investment intermediary handling the capital increase, investors will not owe any commission to the servicing intermediary.

4.3.1. PROCEDURE FOR ANNOUNCEMENT OF THE PRICE

The offering price announced herein shall not be subject to any changes, accordingly, there is no obligation to make announcements in this respect, except in this Information Document.

4.3.2. PRE-EMPTIVE RIGHT

The right of the current shareholders to subscribe with priority for the offered shares is limited on the basis of Art. 112, para. 3 of the Public Offering of Securities Act. Shares subject to the Offering shall only be subscribed for by the Investors to whom this Offering is addressed, up to the amount determined for the relevant Investor, whereas the right to subscribe for Shares under the Offering is non-transferable.

4.4. PLACING AND UNDERWRITING OF THE ISSUANCE

Sofia International Securities AD is the authorized investment intermediary for the offering of the share issue – that is the subject of this Document, and it undertakes to assist in preparing the offering of the shares from the capital increase and to participate in their placing, including to consult the Company in relation to the necessary actions, the time limits and terms and conditions of the offering, to review the prepared Information Document and give opinions on it, including in relation to subsequent changes in the Information Document; to assist the Company in preparing the relevant marketing materials and in conducting a road-show and meeting with potential investors in connection of the offering of the shares from the capital increase; to present the offered shares before target investors and to make maximum efforts for their placing among these investors; to service the public offering and the share subscription and to coordinate the payment of the issue price of the subscribed shares and to assist for their issuing and admission to trading and to take all necessary steps in this respect, by preparing and submitting the necessary documents, communicating, corresponding, requiring and obtaining documents related to the activities for servicing of the Company capital increase and carrying out the respective registrations connected to or resulting from the latter. The office addresses of the authorized investment intermediary are indicated in item 4.1.2 hereof.

The offered shares are not and will not be the object of an underwriting agreement.

The depository institution for Wiser Technology AD shares is the Central Depository AD, registered office: Sofia city, 6 Tri Ushi Street, floor 4.

The bank where the escrow account for payment of the issue price of the subscribed shares that are the subject of this Information Document will be disclosed in the resolution of the Board of Directors under item 3.1

5. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

5.1. ADMISSION TO TRADING

If the Offering is completed successfully, after registration of the Company's capital increase in the commercial register, an application for registration of the new shares in Central Depository AD shall be filed and subsequently – for recording of the new issue in the register kept by the FSC.

Once the above-described registration is carried out, the Company will file an application to BSE to admit the newly issued shares for trading on a regulated market. Execution of transaction may begin as of the date set by the Board of Directors of BSE.

5.2. REGULATED MARKETS

As at the date of this Information Document, Wiser Technology AD shares that are of the same class as the offered shares, are traded on the BSE - Premium segment, Main Market. Upon admission to trading the shares subject of the Offering will be traded in the same market segments.

5.3. SIMULTANEOUS PUBLIC OR PRIVATE PLACING OF THE SAME OR A DIFFERENT CLASS OF SECURITIES

There is no other public or private subscription of shares from the same or another class or for other securities organized at the same time as the issuing of the offered shares and for which admission to trading on the BSE will be requested.

The shares of this issue are offered only on the territories of the Republic of Bulgaria.

6. ADDITIONAL INFORMATION

This Information Document does not contain statements, reports or other expert opinions of third parties.

This Information Document does not contain other information, audited or reviewed by statutory auditors.