



**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF SPHERA FRANCHISE GROUP S.A.**

**No. 1 of 25.11.2020**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**EGSM**”), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered with the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (referred to as the “**Company**”), duly and statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 3773 of October 23<sup>th</sup>, 2020 and in the newspaper „Adevarul” of October 23<sup>th</sup>, 2020, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated October 22<sup>nd</sup>, 2020,

Legally and statutorily met on **25.11.2020**, 12:00 hrs., at the first convening at Company's headquarters located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor - Ateneu Room, 1<sup>st</sup> District, gathering a number of 19 shareholders holding a number of 36.007.457 shares with voting rights, representing 92,80430% of total voting rights, namely 92,80430% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

**DECIDES**

1. With a total number of 35.729.825 voting rights validly expressed, representing 92,03326% of the Company's share capital and 92,03326% of the voting rights attached to the shares representing the Company’s share capital, out of which 31.465.778 votes "in favour" representing 87,38684% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 4.264.047 "abstain" representing 11,84212% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and with a total number of 277.632 cancelled votes, representing 0,77104% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Amendment of art. 15 of the Company’s Articles of Association, as follows:**

**“Article 15. Organization**

- 15.1. *The Company is managed in a one-tier system, by a Board of Directors composed of 5 (five) members appointed by the ordinary general shareholders meeting, out of which at least one (1) is independent director, for a mandate of maximum four (4) years, with the possibility of re-election for subsequent 4-year mandates.*

- 15.2. *The members of the Board of Directors may be Romanian or foreign citizens, natural persons or legal entities. Most of the members of the Board of Directors are non-executive directors of the Company.*
  - 15.3. *The Candidates for the positions of members of the Board of Directors may be designated by the shareholders irrespective of their participation to the share capital or by the current members of the Board of Directors.*
  - 15.4. *Every member of the Board of Directors shall sign with the Company, represented by the person designated by the shareholders, an administration agreement for the duration of their mandate as members of the Board of Directors, which shall stipulate the rights, obligations and responsibilities of that member towards the Company and the remuneration received for that position.*
  - 15.5. *In case of a vacancy, the Board of Directors shall designate a temporary member for a mandate to start on the date of his/her designation and end on the date when the general meeting of shareholders of the Company will decide to designate a member of the Board of Directors. In this case, the remaining members of the Board of Directors shall convene as soon as possible a general meeting including on the agenda the designation of a new member of the Board of Directors. In case the number of existing members decreases at any time below three (3), the remaining members shall urgently convene a general meeting having on the agenda the election of members of the Board of Directors.*
  - 15.6. *The chairman and vice-chairman of the Board of Directors shall be elected by the Board of Directors among the members of the Board of Directors.*
  - 15.7. *The chairman of the Board of Directors has the following responsibilities:*
    - a) *Coordinates the activity of the Board of Directors and reports about this activity to the general meeting of shareholders;*
    - b) *Supervises the operation of the corporate bodies of the Company;*
    - c) *Calls the meetings of the Board of Directors, sets the agenda, supervises the appropriate transmission of information to the members of the Board of Directors concerning the points on the agenda of the meetings and chairs the meetings;*
    - d) *Any other duties and responsibilities set forth in the Rules of organization and operation of the Board of Directors.*
  - 15.8. *Should the Chairman of the Board of Directors be unable to fulfil his/her duties and responsibilities towards the Company, these duties and responsibilities shall be taken over temporarily by the vice-president of the Board of Directors. Should the vice-president be unable to fulfil these duties and responsibilities, the Board of Directors shall decide who takes them over temporarily until the vice-president or Chairman is able to resume the fulfilment of these duties and responsibilities.”*
2. With a total number of 36.007.457 voting rights validly expressed, representing 92,80430% of the Company's share capital and 92,80430% of the voting rights attached to the shares representing the Company's share capital, out of which 31.465.778 votes "in favour" representing 87,38684% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 277.632 votes "against" representing 0,77104 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 4.264.047 "abstain" representing 11,84212% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Amendment of Article 16.5 of the Company's Articles of Association, as follows:**

*“16.5 The meeting of the Board of Directors is duly met if there are at least three (3) members of the Board of Directors present or represented and the decisions may made by the favourable vote of the majority of the members of the Board of Directors present or represented at the meeting. In case of equal votes, the vote of the chairman of the Board of Directors shall be decisive.,,*

3. With a total number of 36.007.457 voting rights validly expressed, representing 92,80430 % of the Company's share capital and 92,80430 % of the voting rights attached to the shares representing the Company's share capital, out of which 31.743.410 votes "in favour" representing 88,15788% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 4.264.047 "abstain" representing 11,84212% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Removal Article 18.2 of the Company's Articles of Association, regarding the name and identification data of the Company's Chief Executive Officer, respectively of the following article:**

*“18.2 The General Manager, whose mandate ends on ..... 2023, is:*

*Mr. ...., a [...] citizen, born in [...] on [...], with domicile in [...], identified by [...] series [...], issued on [...] and valid until [...], having CNP [...].”*

4. With a total number of 35.582.957 voting rights validly expressed, representing 91,71021% of the Company's share capital and 91,71021% of the voting rights attached to the shares representing the Company's share capital, out of which 35.305.325 votes "in favour" representing 98,05004 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 277.632 votes "against" representing 0,77104 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and with a total number of 424.500 unexpressed votes representing 1,17892 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Amendment of Article 20.2 of the Company's Articles of Association, as follows:**

*“20.2 The members of the Board of Directors and the Chief Executive Officer, respectively the officers, as appropriate, shall have the obligation of diligence and loyalty towards the Company. These obligations shall be performed with prudence and diligence, in the interest of the Company.”*

5. With a total number of 35.582.957 voting rights validly expressed, representing 91,71021% of the Company's share capital and 91,71021% of the voting rights attached to the shares representing the Company's share capital, out of which 31.318.910 votes "in favour" representing 86,97896% % of the total number of votes held by the shareholders represented

or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 4.264.047 "abstain" representing 11,84212% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and with a total number of 424.500 unexpressed votes representing 1,17892 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Amendment of Article 21.1 of the Company's Articles of Association, as follows:**

*„21.1 Following to the appointment of the financial auditor by the ordinary general shareholders meeting and setting the minimum duration of the mandate granted, the Company will conclude a financial audit agreement with the appointed financial auditor.”*

6. With an unanimity of votes validly expressed by the shareholders represented or who expressed their vote by correspondence at the Meeting, respectively

With a total number of 36.007.457 voting rights validly expressed, representing 92,80430 % of the Company's share capital and 92,80430 % of the voting rights attached to the shares representing the Company's share capital, out of which 36.007.457 votes "in favour" representing 100 % of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

The following are approved

**Granting the Chairman of the Company's Board of Directors the power and authority to sign the updated Articles of Association of the Company with the amendments mentioned above and to draw up and sign in the name and on behalf of the Company and further to submit any documents and to give any statements necessary for the implementation of the EGSM resolutions or for the registration/filing of the EGSM resolutions and the updated Articles of Incorporation of the Company with the Trade Registry, and to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents/deeds issued by the Trade Registry and/or any other competent authority, and grant him the right to delegate to another person the power to carry out the above mentioned formalities.**

**The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in the best interest of the Company, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted.**

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 25.11.2020.

**Chairman of the Meeting**

**Lucian Hoanca**

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**Secretary of the Meeting**

**Narcisa Oprea**

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