**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS**

**MEETING OF SPHERA FRANCHISE GROUP S.A.**

**No. 1 of [****28]/[29].04.2022**

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, 2nd floor, office 4, 1st 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 statutory 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, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. [•] of [•] and in the newspaper [•] of [•], as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated [•],

Legally and statutory met on **[28]/[29].04.2022**, [•] hrs., at the [first]/[second] convening at [•], gathering a number of [•] shareholders holding a number of [•] shares with voting rights, representing [•] of total voting rights, namely [•] of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

**DECIDES**

1. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

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

The following are [approved]/[rejected]

**The contracting by the Company, as borrower, together with US Food Network SA, of a credit facility from Intesa Sanpaolo Commercial Bank Romania SA, as a *cash* credit ceiling with *Multicurrency* option, up to a maximum amount of EUR 13.000.000, in which California Fresh Flavors SRL, US Food Network S.r.l. (Italy) and US Food Network SRL (Moldova) shall be guarantors, in the conditions mentioned in the supporting material available at the Company’s registered office and on the Company’s website, *Investor Relations* section- General shareholders meetings.**

1. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

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

The following are [approved]/[rejected]

**Granting mandate to the Company’s Board of Directors in order to contract the banking facility mentioned at point 1 of EGSM agenda, fulfilling all and any required formalities in this sense, being further mandated to empower any third parties that he deems competent, in order to fulfill entirely or in part of the mandate granted.**

1. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

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

The following are [approved]/[rejected]

**Empowerment of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all ncessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of any of the resolutions adopted within the present EGSM dated April 28/29, 2022. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.**

This Resolution has been drawn up and signed in Bucharest, in [5] original copies, today [28]/[29].04.2022.

**Chairman of the Meeting Secretary of the Meeting**

 **Lucian HOANCA** [•]

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