



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

No. 1 of 28.04.2022

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 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, 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. 1251 dated 25.03.2022 and in the newspaper Adevarul, online edition, dated 24.03.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2022,

Legally and statutorily met on **28.04.2022, 12:00 hrs**, at the first convening at the Company’s headquarters from Bucharest, 239 Dorobanti Avenue, 2nd floor – Ateneu Hall, 1st district, of the shareholders holding a number of 32.305.521 shares with voting rights, representing 83,2630% of total voting rights, namely 83,2630% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

1. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company’s share capital, out of which 14.863.928 votes "in favour" representing 46,0104% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 17.439.886 votes "against" representing 53,9842% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed

The following are 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.

2. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company's share capital, out of which 14.863.928 votes "in favour" representing 46,0104% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 17.439.886 votes "against" representing 53,9842% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed

The following are 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.

3. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company's share capital, out of which 31.303.814 votes "in favour" representing 99,9947% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed, representing 0,0052% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all necessary 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 28.04.2022.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU