



## ENDORSEMENT LETTER

With regards to the 2<sup>nd</sup> item on the Agenda of the  
ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

August 11<sup>th</sup>/12<sup>th</sup>, 2022

RATIFICATION OF ALL PAYMENTS MADE AS MONTHLY REMUNERATION  
DUE TO THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE PERIOD  
APRIL 28<sup>TH</sup>, 2022 - AUGUST 11<sup>TH</sup>/12<sup>TH</sup>, 2022

The Board of Directors of **Sphera Franchise Group S.A.**, a joint stock company managed under a one-tier system, incorporated under the Romanian law, having its registered office in Romania, 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**"), meeting held on July 5<sup>th</sup>, 2022 at the Board of Directors' Chairman convening, in accordance with the provisions of the Companies Law 31/1990, republished, as further amended and supplemented (the "**Law 31/1990**"), the Law 24/2017 on issuers of securities and market operations (the "**Law 24/2017**"), and in accordance with the provisions of the Company's Articles of Association,

### GIVEN,

- Pursuant to art. 9.2 letter e) from the Company's Articles of Association, according to which the Ordinary General Meeting of Shareholders deliberates and takes decisions regarding the establishment of the remuneration due to the members of the Board of Directors for the current financial year;
- The annual OGSM convened for April 28<sup>th</sup>, 2022 rejected the proposal of remuneration due to the members of the Board of Directors;

### IT IS HEREBY ADVISED:

Ratification of the payments related to the remuneration of the administrators for the period between **April 28<sup>th</sup>, 2022 and the date of this OGMS, respectively August 11<sup>th</sup>/12<sup>th</sup> 2022**, amounting **71,542 euro net** (seventy-one thousand five hundred and forty-two euro net), representing monthly remuneration and additional remuneration for the participation in the meetings of the consultative committees.

Lucian HOANCA  
Chairman of the Board of Directors  
L.S.