



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

No. 1 of 20.12.2022

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**OGSM**”), 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. 4872 dated 18.11.2022 and in the newspaper Adevarul, online edition, dated 18.11.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 18.11.2022,

Legally and statutorily met on **20.12.2022, 11:00 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 32.828.109 shares with voting rights, representing 84,6099% of total voting rights, namely 84,6099% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

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

with a total number of 32.828.109 voting rights validly expressed, representing 84,6099% of the Company's share capital and 84,6099% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.828.109 votes "in favour" representing 100% 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 votes unexpressed and/or annulled

The following are approved

The Board of Directors proposal of dividend distribution amounting Lei 20,001,059.77 from the undistributed net profit of 2020, as well as the approval of fixing a gross dividend / share amounting Lei 0.5155.

2. With total number of 32.828.109 voting rights validly expressed, representing 84,6099 % of the Company's share capital and 84,6099 % of the voting rights attached to the shares representing the Company’s share capital, out of which 32.824.777 votes "in favour" representing 99,9898% 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, 3.332 votes "against" representing 0,0101% 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 votes unexpressed and/or annulled

The following are approved

The date of March 31st, 2023 as the payment date (“Payment date”).

3. With total number of 32.828.109 voting rights validly expressed, representing 84,6099 % of the Company's share capital and 84,6099 % of the voting rights attached to the shares representing the Company's share capital, out of which 32.824.777 votes "in favour" representing 99,9898% 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, 3.332 votes "against" representing 0,0101% 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 votes unexpressed and/or annulled

The following are approved

The date of March 13th, 2023 as *record date* and of the date of March 10th, 2023, as *Ex-date*, for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

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

with a total number of 32.824.777 voting rights validly expressed, representing 84,6013% of the Company's share capital and 84,6013% of the voting rights attached to the shares representing the Company's share capital, out of which 32.824.777 votes "in favour" representing 100% of the total number of votes validly expressed 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 3.332 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to carry out all the necessary steps to sign, publish and register the resolutions adopted by the Ordinary General Shareholders Meeting and grant him the right to delegate to another person the power to carry out the above-mentioned formalities.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 20.12.2022.

Chairman of the Meeting

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU