



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

**No. 1 of 27.04.2023**

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, 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. 1423 of 27.03.2023 and in the newspaper Adevarul on-line of 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023**, 11:00 hrs., at the first convening at its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, 1<sup>st</sup> district, gathering a number of 79 shareholders holding a number of 34.242.414 shares with voting rights, representing 88.2551% of total voting rights, namely 88.2551% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence, or by electronic means,

**DECIDES**

1. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company’s share capital, out of which 33.208.253 votes "in favour" representing 96,9798% 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, 1.031.428 votes "against" representing 3,0121% 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 2.633 "abstain" representing 0,0076% 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 100 voting rights unexpressed

The following are approved

**Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 39,300 own shares (maximum 0,101290% of the existing share capital on the date of approval of this point by the EGSM), for a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, at a price per share between 5 RON and 35 RON, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% threshold of the total subscribed capital of the Company, in order to implement the Share Option Plan for Directors for the activity of 2021. The buy-back transactions may regard only fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, with the exception of legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 39,300 shares.**

2. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 33.207.569 votes "in favour" representing 96,9778% 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, 1.031.612 votes "against" representing 3,0126% 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 3.133 "abstain" representing 0,0091% 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 100 voting rights unexpressed

The following are approved

**Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 64,800 own shares (maximum 0,167013 % of the existing share capital on the date of approval of this point by the EGSM), for a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, at a price per share between 5 RON and 35 RON, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% threshold of the total subscribed capital of the Company, in order to implement the Option Grant Plan for Sphera Directors for the activity of 2022. The buy-back transactions may regard only fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, with the exception of legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 64,800 shares.**

3. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 33.268.300 votes "in favour" representing 97,1552% 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, 875.216 votes "against" representing 2,5559% 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 97.715 "abstain" representing 0,2853% 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 1183 voting rights unexpressed

The following are approved

**Empowerment of Board of Directors and, individually, its members in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above.**

4. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 34.241.643 votes "in favour" representing 99,9977% 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, 500 votes "against" representing 0,0014% 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" and with a total number of 271 voting rights unexpressed

The following are approved

**Approval of the date of May 15<sup>th</sup>, 2023 as the record date and of the for the identification of the shareholders who will benefit from the results of the EGSM and to whom the effects of the EGSM Decisions are applicable, in accordance with the applicable law.**

5. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 34.241.772 votes "in favour" representing 99,9981% 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, 540 votes "against" representing 0,0015% 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 2 "abstain" representing 0,000006% 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 100 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM resolutions and the updated Articles of Incorporation of the Company, with the amendments mentioned above and to submit any documents and give any necessary declarations 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.**

**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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**