



## **RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS**

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

**No. 2 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 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. 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 statutory met on **27.04.2023**, 11:00 hrs., at the first convening at the Company’s 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 34.239.235 votes "in favour" representing 99,9907% 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, 2.559 votes "against" representing 0,0074% 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 520 "abstain" 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 with a total number of 100 voting rights unexpressed

The following are approved

**Amendment of the Company’s Articles of Incorporation, respectively (i) removing the preamble of the Company’s Articles of Incorporation and the Annex 1 related to Company’s shareholders and the paid-up capital structure, as well as (ii) amending art. 13 of the Company’s Articles of Incorporation, by introducing the art. 13.5 with the following content:**

***"13.5 The position of "abstention" adopted by a shareholder regarding the items on the agenda of a general meeting of shareholders represents an expressed vote."***

2. With a total number of 34.241.772 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**