



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

No. 3 of 27.04.2023

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 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 dated 27.03.2023 and in the newspaper Adevarul, online edition, dated 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, 10:00 hrs**, at the first convening at the Company’s headquarters from Bucharest, 239 Dorobanti Avenue, 2nd floor – Ateneu Hall, 1st district, gathering a number of 83 shareholders holding a number of 34.249.220 shares with voting rights, representing 88,2726% of total voting rights, namely 88,2726% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

1. With total number of 34.307.308 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.270.605 votes "in favour" representing 96,8874% 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, 1.036.703 votes "against" representing 3,1125% 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 1.012 "abstain", with a total number of 935.820 cancelled votes and with a total number of 5.080 voting rights unexpressed

The following are approved

The Share Option Plan for Directors for the activity of 2021 and ratification of the Company’s Board of Directors decision no 2 dated December 15th, 2022, regarding the granting of shares to some members of the Company's executive team, for their activity performed in 2021.

2. With a total number of 34.243.128 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 33.209.996 votes "in favour" representing 96,9829% 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, 1.033.132 votes "against" representing 3,0170% 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 2.645 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

The Option Grant Plan for Sphera Directors for 2022 ("SOP") and ratification of the Company's Board of Directors decision no 1 dated March 23rd, 2023, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2022.

3. With a total number of 34.147.546 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 33.273.637 votes "in favour" representing 97,4407% 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, 873.909 votes "against" representing 2,5592% 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 98.227 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

Empowerment of the Board of Directors and individually its members in order to take all the necessary measures for the implementation of points above, within the legal and statutory limits, identifying the allocation criteria, determining the number of shares to be effectively distributed, the period for exercising the rights, identifying the beneficiaries, appointing the intermediary, drawing up and publication of information documents in accordance with the law, as well as for the development and implementation of future "stock option plan" programs.

4. With a total number of 34.245.119 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.239.619 votes "in favour" representing 99,9839% 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, 5.500 votes "against" representing 0,0160% 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" and with a total number of 4.099 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and 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 OGSM. 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

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU