



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

No. 1 of 04.09.2023

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. 3445 dated 02 August 2023, and in the newspaper Adevarul (online edition) dated 01 August 2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 31.07.2023,

Legally and statutory met on **04.09.2023**, 11:00 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 65 shareholders holding a number of 34.444.663 shares with voting rights, representing 88,9656% of total voting rights, namely 88,7764% of the Company’s share capital, being present in person or expressing votes by correspondence or by electronic means at the Meeting,

DECIDES

1. With a total number of 34.441.662 voting rights validly expressed, representing 88,7686% of the Company's share capital and 88,9578% of the voting rights attached to the shares representing the Company’s share capital, out of which 34.441.312 votes "in favour" representing 99,9989% of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting, 350 votes "against" representing 0,0010% of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain" and with a total number of 3.001 voting rights unexpressed

The following are approved

The Board of Directors proposal of dividend distribution amounting Lei 45,007,234.40 from the undistributed net profit of financial years 2020-2022, as well as the approval of fixing a gross dividend / share amounting Lei 1.1600.

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

With a total number of 34.444.663 voting rights validly expressed, representing 88,7764% of the Company's share capital and 88,9656% of the voting rights attached to the shares representing the Company’s share capital, out of which 34.444.663 votes "in favour" representing 100 % of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against", 0 "abstain" and 0 voting rights unexpressed

The following are approved

The date of October 10th, 2023 as the payment date (“Payment date”).

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

With a total number of 34.444.663 voting rights validly expressed, representing 88,7764% of the Company's share capital and 88,9656% of the voting rights attached to the shares representing the Company's share capital, out of which 34.444.663 votes "in favour" representing 100 % of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against", 0 "abstain" and 0 voting rights unexpressed

The following are approved

The date of September 19th, 2023 as *record date* and the date of September 18th, 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 a total number of 34.440.262 voting rights validly expressed, representing 88,7650% of the Company's share capital and 88,9542% of the voting rights attached to the shares representing the Company's share capital, out of which 34.082.962 votes "in favour" representing 98,9625% of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against", 357.300 "abstain" representing 1,0374% of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 4.401 voting rights unexpressed

The following are approved

Empower the Chief Executive Officer of the Company to validly sign, in the name and on behalf of the Company the Addenda to the management agreements concluded between the Company and the members of the Board of Directors appointed by the Ordinary General Shareholders Meeting of the Company by way of Resolution no. 2, dated April 27th, 2023.

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

With a total number of 34.441.662 voting rights validly expressed, representing 88,7686% of the Company's share capital and 88,9578% of the voting rights attached to the shares representing the Company's share capital, out of which 34.441.662 votes "in favour" representing 100% of the total number of votes held by the shareholders present or who expressed their vote by correspondence or by electronic means at the Meeting, 0 votes "against", 0 "abstain" and with a total number of 3.001 voting rights unexpressed

The following are approved

Empower 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 3 original copies, today 04.09.2023.

Chairman of the Meeting

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU