



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

No. 2 of 26.04.2024

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, 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. 1494 of 26.03.2024 and in the newspaper „Adevarul” (online edition) of 25.03.2024, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 25.03.2024,

Legally and statutory met on **26.04.2024**, 13.00 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 90 shareholders holding a number of 35.919.895 shares with voting rights, representing 92.5786% of total voting rights, namely 92.5786% 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 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company’s share capital, out of which 35.056.330 votes "in favour" representing 97.5958% 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, 814.909 votes "against" representing 2.2686% 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 5.895 "abstain" representing 0.0164% 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 42.761 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 75,346 own shares (maximum 0,194194% 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 50 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 grant them (i) to the Company's management members for the purpose of implementing the Option Grant Plan for Sphera Directors for 2023, as well as (ii) to some management members of some of the Company's subsidiaries. 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, except for legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 75,346 shares.

2. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 34.956.340 votes "in favour" representing 97.3174% 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, 814.909 votes "against" representing 2.2686% 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 105.895 "abstain" representing 0.2948% 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 42.751 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 the above point.

3. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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, 1.000 votes "against" representing 0.0027% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Approval of date of *May 17th, 2024*, 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 resolutions are applicable, in accordance with the applicable law.

4. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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, 1.000 votes "against" representing 0.0027% 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 105 "abstain" representing 0.0002% 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 42.751 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 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 the resolutions adopted by the EGSM, including payment of any fees, to request and receive any documents/deeds in this regard and/or related to the implementation of the resolutions adopted by this EGSM, his signature being fully valid and opposable to the Company.

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 26.04.2024.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU