



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

No. 1 of 26.04.2024

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 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. 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 statutorily met on **26.04.2024**, 12.00 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 94 shareholders holding a number of 35.916.210 shares with voting rights, representing 92.5691% of total voting rights, namely 92.5691% 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 35.873.681 voting rights validly expressed, representing 92.4595% of the Company's share capital and 92.4595% of the voting rights attached to the shares representing the Company’s share capital, out of which 35.773.531 votes "in favour" representing 99.7208% 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, 0 votes "against" and 100.150 "abstain" representing 0.2791% 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 42.529 voting rights unexpressed

The following are approved

The Company’s individual annual financial statements and the consolidated annual financial statements, for the financial year ended on 31.12.2023, drafted in accordance with OMFP 2844/2016 for the approval of the Accounting Regulations pursuant to the International Financial Reporting Standards and the Annual Report of the Board of Directors, based on the report of the statutory financial auditor.

2. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company’s share capital, out of which 35.773.375 votes "in favour" representing 99.7176% 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 100.298 "abstain" representing 0.2795% 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 41.537 voting rights unexpressed

The following are approved

The discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2023.

3. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.873.373 votes "in favour" representing 99.9963% 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, 1.300 votes "against" representing 0.0036% 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 41.537 voting rights unexpressed

The following are approved

The Company's income and expenses budget and the business plan at consolidated level, for the financial year 2024.

4. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 34.535.079 votes "in favour" representing 96.2659% 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, 1.238.332 votes "against" representing 3.4518% 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 101.262 "abstain" representing 0.2822% 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 41.537 voting rights unexpressed

The following are approved

The Company's Remuneration Report, related to the financial year ended on 31.12.2022 submitted to the consultative voting of the OGSM, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.

5. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.204.658 votes "in favour" representing 98.1323% 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, 569.489 votes "against" representing 1.5874% 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 100.526 "abstain" representing 0.2802% 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 41.537 voting rights unexpressed

The following are approved

The monthly remuneration granted to the members of the Company's Board of Directors, amounting EUR 4000 (four thousand) net/month/member, EUR 4000 (four thousand) net/month for the Chairman of the Board of Directors and EUR 200 (two hundred) net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees, set at a maximum of 8 (eight) annual meetings of each of the consultative committees. The remunerations such settled shall be valid

as of the date of the present OGSM until the next OGSM by which the amount of the administrators' monthly remunerations and/or additional remunerations will be approved.

6. With a total number of 27.906.496 voting rights validly expressed, representing 71.9251% of the Company's share capital and 71.9251% of the voting rights attached to the shares representing the Company's share capital, out of which 25.597.388 votes "in favour" representing 91.7255% 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, 2.208.480 votes "against" representing 7.9138% 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 100.628 "abstain" representing 0.3605% 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 8.009.714 voting rights unexpressed

The following are approved

The Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.

7. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.873.673 votes "in favour" representing 99.9972% 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 0 "abstain" and with a total number of 41.537 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 the resolutions adopted by the OGSM, 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 OGSM, 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

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU