To:

BURSA DE VALORI BUCUREȘTI S.A.
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

CURRENT REPORT 67/2024

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or Rulebook of the Bucharest Stock Exchange Market Operator.

Date of report	**20.12.2024**
Name of the Company	**Sphera Franchise Group SA**
Registered Office	**Bucharest, Romania**
Address	**Calea Dorobanților nr. 239, 2nd floor, Bucharest, District 1**
Phone / Fax	**+40 21 201 17 57 / +40 21 201 17 59**
Email	**investor.relations@spheragroup.com**
Registration nr. with Trade Registry	**J40/7126/2017**
Fiscal Code	**RO 37586457**
Subscribed and paid share capital	**581,990,100 RON**
Total number of shares	**38,799,340**
Symbol	**SFG**
Market where securities are traded	**Bucharest Stock Exchange, Main Segment, Premium Category**

<u>Important events to be reported:</u> Decision of the Board of Directors to convene the Ordinary General Meeting of Shareholders for 28/29.01.2025

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs the market about the decision of the Board of Directors of the Group to convene the Ordinary General Meeting of Shareholders (OGMS) of the Group for 28.01.2025 (the first call), respectively 29.01.2025 (the second call), at 11:00 AM, local time. The agenda of the meeting as stipulated in the convening notice is attached to this current report.

The supporting materials for the items on the OGMS agenda will be available to the shareholders starting with 27.12.2024, in electronic format on the website of the Group (www.spheragroup.com) and in hardcopy at the registry desk at the Group's headquarters.

CHIEF EXECUTIVE OFFICER	CHIEF FINANCIAL OFFICER
Călin Ionescu	Valentin Budeș

CONVENING NOTICE

The Board of Directors of Sphera Franchise Group S.A., a joint stock company managed under a one-tier system, operating in accordance with Romanian law, having its registered office in Romania, 239 Calea Dorobanti, 2nd floor, office 4, 1st district, registered under the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (hereinafter referred to as the **"Company"**),

in accordance with the provisions of article 117 of Companies Law 31/1990, republished, as further amended and supplemented (hereinafter referred to as the "**Law 31/1990**"), of Law 24/2017 regarding issuers of securities and market operations, as further amended and supplemented (hereinafter referred to as the "**Law 24/2017**"), of Regulation no. 5/2018 regarding issuers of securities and market operations as further amended and supplemented (hereinafter referred to as the "**R5/2018**") and with article 10 of the Company's articles of association, hereby

CONVENES

THE ORDINARY GENERAL SHAREHOLDERS MEETING (the "OGSM")

On **January 28th, 2025, 11:00 hrs.** (Romania time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District, for all the shareholders registered in the shareholders' registry kept by the Central Depository at the end of **January 15th, 2025**, set as the **reference date** for the OGSM, having the following agenda:

1. **Appointment** of ERNST & YOUNG ASSURANCE SERVICES S.R.L., a Romanian legal entity, with its registered office in Bucharest, Bvd. Ion Mihalache, no. 15-17, 1st district, Bucharest Tower Center Building, floor 21, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J40 / 5964/1999, having CUI 11909783, having the authorization no. 77 of 15.08.2001 issued by the Romanian Chamber of Auditors, as the statutory financial auditor of the Company, for a period of 2 (two) years related to the financial years of 2025 and 2026.
2. **Appointment** of ERNST & YOUNG ASSURANCE SERVICES S.R.L. as the auditor of the Company for the reporting of the corporate sustainability statement prepared in accordance with the requirements of Directive (EU) 2022/2464 on corporate sustainability reporting ("CSRD") and Delegated Act No. 5303/2023 on European sustainability reporting standards ("ESRS") which complements the CSRD Directive transposed into the national legislation by Order of the Ministry of Public Finance No. 85/2024 on regulating aspects related to the sustainability reporting ("OMFP 85/2024"), as well as establishing the duration of the audit contract for the sustainability statement report to 3 (three) years, respectively for the financial years 2024, 2025 and 2026.
3. **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.

Only the persons who are registered as shareholders as of the reference date **January 15th, 2025** (the "**Reference Date**") in the Company's shareholders' registry kept by the Central Depository have the right to participate and vote in the OGSM.

Shareholders' proposals regarding the general shareholders meeting

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital (hereinafter referred to as "**Initiators**") is/are entitled to:

a) add items on the agenda of the OGSM, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the OGSM; and

b) submit draft decisions for the items included or proposed to be included on the agenda of the OGSM.

Initiators' requests for adding new items on the agenda, as well as the draft decisions for the items included or proposed to be included on the agenda of the OGSM, together with the copy of the Initiator's valid identity card, may be submitted as follows:

a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by the date of **January 8th, 2025, 17:00 hours** (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 28/29 JANUARY 2025**";

b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of **January 8th, 2025, 17:00 hours** (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 28/29 JANUARY 2025**;

c) sent via e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date **January 8th, 2025, 17:00 hours** (Romania time), at AGA@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 28/29 JANUARY 2025**".

The agenda supplemented with the items proposed by the afore-mentioned shareholders shall be published in compliance with the requirements stipulated by the law and the articles of association for convening the OGSM, at least 10 days before the OGSM date.

Questions about the general shareholders meeting

The Company's shareholders, regardless of their participation to the share capital, may submit written questions regarding the items on the agenda of the OGSM, accompanied by the copy of the shareholder's valid identity document, as follows:

a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by the date of **January 27th, 2025, 17:00 hours** (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**";

b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of **January 27th, 2025, 17:00 hours** (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD 28/29 JANUARY 2025**";

c) sent via e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of **January 27th, 2025, 17:00 hours** (Romania time), at AGA@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**".

Participation in the general shareholders meeting

The access of the shareholders registered in the shareholders' registry as of the Reference Date and entitled to participate in the OGSM is permitted by simple proof of their identity, made (**i**) in the case of individual shareholders, with their identity document or, (**ii**) in case of legal persons shareholders, with the identity document of the legal

representative, and (**iii**) in case of represented legal persons and individual shareholders, with the power of attorney given to the person representing them, in accordance with the applicable legal provisions.

Shareholders registered as of the Reference Date in the Company's shareholders' registry kept by the Central Depository may participate in person (physically or online) or by representation in the OGSM, each shareholder having the right to appoint any other individual or legal person as representative to participate and vote on his behalf in the OGSM, subject to the provisions of art. 105 para. 10 and seq. of Law no. 24/2017.

A shareholder may appoint one person to represent him in the OGSM. However, if a shareholder owns shares in the Company in multiple securities accounts, this restriction shall not prevent him from appointing a separate representative for the shares held in each securities account in respect of a particular general meeting. However, the shareholder is prohibited from expressing different votes on the basis of the shares held by him in the Company's share capital.

In the case of participation by representation, the shareholder shall appoint a representative by a special power of attorney in the form provided to the shareholders by the Company, both in Romanian and in English language, or by a general power of attorney granted according to the terms described below.

A shareholder may appoint by power of attorney one or more substitute representatives who can assure his representation in the OGSM in case the main representative appointed cannot fulfil his mandate. In case more substitute representatives are appointed by the power of attorney, the order in which they will exercise their mandate must be specified.

In case a shareholder is represented by a credit institution which performs custody services, the latter may vote in the OGSM based on the voting instructions received by electronic communication means, without the shareholder having to issue a special or general power of attorney. The custodian shall vote in the OGSM exclusively in accordance and within the limits of the instructions received from its clients who are shareholders as of the Reference Date.

In the event that certain items which were not on the published agenda are discussed in the OGSM, in accordance with legal provisions, the representative may vote on them in accordance with the interest of the shareholder it represents.

Special power of attorney

The special power of attorney is valid exclusively for the OGSM it was requested for. The special power of attorney may be granted only by using the special power of attorney form provided to the shareholders by the Company in accordance with section *Other provisions regarding the general shareholders meeting* below.

The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him. The special powers of attorney must contain specific voting instructions for each item on the agenda of the OGSM.

In case of the special power of attorney, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of the shareholder and the representative, shall be submitted to the Company as follows:

a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by the date of **January 23rd, 2025, 11:00 a.m. hours** (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**";

b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of **January 23rd, 2025, 11:00 a.m. hours** (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**";

c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of **January 23rd, 2025, 11:00 a.m. hours** (Romania time), at

AGA@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**".

In all cases, upon registration, the representative shall submit to the persons organising the OGSM an original copy of the special power of attorney.

General power of attorney

The general power of attorney shall be valid only if: (**i**) it is granted for a period not exceeding 3 years, if the parties have not expressly agreed a longer term; (**ii**) it expressly enables the representative of the shareholder granting such power of attorney to vote on all issues under debate in the general meetings of the Company's shareholders, including acts of disposal and (**iii**) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 para. (1) item 19 of Law 24/2017 or to a lawyer.

The Company's shareholders may not be represented in the OGSM based on a general power of attorney given to a person who is subject to a conflict of interest that may arise in particular in one of the following cases:

a) is a majority shareholder of the Company or is another entity controlled by such shareholder;

b) is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity, as provided under a) above;

c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, as provided in under a) above;

d) is a spouse or relative up to the fourth degree inclusively of one of the individuals referred to under a) - c) above.

The general power of attorney shall contain at least the following information: **1**. name of the shareholder; **2**. name of the representative (to whom the power of attorney is granted); **3**. date of the power of attorney and its period of validity, in compliance with legal provisions; the powers of attorney bearing a later date have the effect of revoking previously dated powers of attorney; **4.** statement of the fact that the shareholder empowers the representative to attend and vote on his behalf by general power of attorney in the general shareholders meeting for the entire holding of the shareholder as of the reference date, expressly specifying the company/companies for which the general power of attorney is to be used.

The validity of general power of attorney ceases in accordance with par. 2 of art. 202 of the Regulation no. 5/2018 on the issuers of financial instruments and market operations, as further amended and supplemented, issued by the Financial Supervisory Authority (hereinafter, "**R5/2018**").

Before its first use, a copy of the general power of attorney signed by the shareholder and complying with the minimum content provided by R5/2018, certified under signature by the representative as true copy of the original and accompanied by a copy of the shareholder's identity document and an affidavit given by the intermediary or lawyer as below, shall be submitted to the Company as follows:

a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by the date of **January 23rd, 2025, 11:00 hours a.m**. (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**";

b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of **January 23rd, 2025, 11:00 hours a.m.** (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**";

c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of **January 23rd, 2025, 11:00 hours a.m.** (Romania time), at

AGA@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**".

The affidavit given by the legal representative of the intermediary or by the lawyer who received the general power of attorney, shall specify the following:

a) the power of attorney is granted by such shareholder, having the capacity of customer, to the intermediary or, as the case may be, to the lawyer;

b) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if necessary.

The affidavit must be submitted in original, signed and, where appropriate, sealed, without any other further formalities related to its form being necessary. The affidavit shall be submitted to the Company together with the general power of attorney, in the terms and conditions set out above.

Copies of the general powers of attorney certified under signature by the representative as true copies of the original shall be kept by the Company, this being mentioned in the minutes of the OGSM.

Other provisions related to representation

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding for the Company if it is received by the Company until deadline for submitting/sending powers of attorney.

The empowered person cannot be replaced by another person, except for the case where this right has been specifically granted by the shareholder in the power of attorney. In case the empowered person is a legal person, it can exercise the mandate granted through any person who is part of its administration or management body or of its employees.

Voting by correspondence

The Company's shareholders registered as of the Reference Date in the registry of the Company's shareholders kept by the Central Depository may vote by correspondence using the ballot forms for voting by correspondence made available to shareholders by the Company, both in Romanian and in English language, on the Company's website or in the electronic voting platform.

The vote by correspondence may be cast by a conventional representative of the shareholder only if he receives from the shareholder whom he represents a special/general power of attorney to be submitted to the Company in accordance with article 105 para. 10 of Law no. 24/2017. If the person representing the shareholder by personally attending the OGSM is another person than the one who expressed the vote by correspondence, then, for the validity of his vote, that person shall submit to the secretary of the OGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This requirement is not applicable if the shareholder or his legal representative is personally present at the OGSM.

In case of voting by correspondence, the ballot forms, filled in English or Romanian language and signed, accompanied by a copy of the identity document of the shareholder and the representative, may be submitted as follows:

a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**" by the date of **January 23rd, 2025, 11:00 hours a.m.** (Romania time);

b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of **January 23rd, 2025, 11:00 hours a.m.** (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025".**

c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, at AGA@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 28/29 JANUARY 2025**" by the date of **January 23rd, 2025, 11:00 hours a.m.** (Romania time).

In the event that the shareholder who cast his vote by correspondence participates in the general meeting in person or through his representative (provided that a special / general power of attorney has been sent in accordance with the conditions set forth in this Convening notice), the vote by correspondence cast for that OGMS/EGSM will remains valid only if the shareholder does not express another voting option in person or through a representative.

Voting by electronic means

The Company's shareholders registered as of the Reference Date in the registry of the Company's shareholders kept by the Central Depository may vote by electronic means, in accordance with the provisions of art.197 of R 5/2018.

For electornic transmision of the vots, the sharesolders shall use electronic means, by accessing the link https://sfg.evote.ro from any device connected to the internet. For identification and online access to the OGMS/EGSM, the shareholders provide the following information:

a) Natural Persons:

- Name surname

- Personal Numeric Code (CNP)

- Email adress

- Copy of identity document (identity card, identity card, passport, residence permit)

- Phone number (optional)

or

they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Central Depositary: https://www.roclear.ro/Inrolare-Investitori

b) Legal entities:

- Name of legal person;

- Unique registration code (CUI);

- Name First name legal representative;

- Personal Numeric Code (CNP) legally represented;

- Email adress

- Legal representative identity card (identity card, identity card, passport, residence permit)

- Copy of the ascertaining certificate issued by the trade register or any equivalent document issued by a competent authority of the of state in which the shareholder of the legal person is legally registered, presented in original or in copy according to the original. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the Reference Date *

- Phone number (optional)

The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. **Uploadable files can have one of the following extensions: .jpg, .pdf, .png.**

The shareholders can connect and vote whenever they want within the designated voting period by mail and / or live, the last voting option being the registered one.

The identification made by the Company in the case of individual shareholders gives access to the General Meetings of the Company in the situation in which the respective natural person is a shareholder at the afferent Reference Date.

The identification made by the Company in the case of legal persons shareholders, special or general proxies gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

The shareholdres participating in person in the OGSM may opt for expressing the votes by means of printed ballots or by using electronsic means.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department or phone number +40 21 2011757.

The Company shall ensure the confidentiality of Personal Data and will process Personal Data exclusively for the purpose of conducting the OGMS/EGMS meetings and implementing / registering the decisions adopted, according to the applicable legal provisions.

Other provisions regarding the general shareholders meeting

In case of shareholders who are legal persons or entities without legal status, the capacity of legal representative is established based on the list of shareholders valid as of the Reference Date, received from the Central Depository. Documents certifying the capacity of legal representative drafted in a foreign language other than English language shall be accompanied by a translation made by a sworn translator into Romanian or English language, without the legalization or apostille of these documents being necessary.

In all the cases described above, when a reference is made to:

a) **the identity documents** of a person, the following documents are considered: (**i**) in case of individuals – identity card/passport, and (**ii**) in case of legal persons – identity card/passport of the legal representative registered in the list of Company's shareholders issued by the Central Depository; the identity documents that do not use Latin spelling will be presented in a translated form so as to ensure the possibility of verifying the person's identity.

b) **the shareholder's representative registered in the list of shareholders issued by the Central Depository**, if that respective representative is not registered as such in the records of the Central Depository, for identifying the representative of the shareholder legal person, a certificate of status issued by the Trade Registry shall be submitted, or any other equivalent document, in original or true copy of the original, issued by a competent authority of the state in which the shareholder is legally registered, certifying the quality of legal representative, which shall not be older than 3 months before the publication date of the convening notice for the OGSM.

Failure to send the general or special powers of attorney/ballot by correspondence forms until the due date is sanctioned with the loss of the right to vote by representative/correspondence within the OGSM. The special powers of attorney/ballot by correspondence forms which do not contain at least the information contained in the form provided by the Company are not binding to the Company and the general powers of attorney that do not contain the minimum information required by the legal provisions are also not binding to the Company.

If, on **January 28th, 2025** (date of the first convening of the OGSM), the legal and statutory validity requirements for holding the OGSM are not met, the respective OGSM is convened **on January 29th, 2025** in the same location, at the same time, and having the same agenda.

The documents and informative materials concerning the points included on the agenda of the OGSM, this convening notice, the draft resolutions, the total number of shares and the voting rights at the date of the convening, as well as the special powers of attorney and ballot by correspondence forms for the OGSM shall be made available to the shareholders, both in Romanian and in English language, **at least 30 days before the date of the OGSM**, at the Company's registered office of Romania, Bucharest, 239 Calea Dorobanti Street, 2nd floor, office 4, 1st district and shall be made available on the Company's website (www.spheragroup.com, *Investor Relations* section).

As of the date of the convening, the Company's share capital is formed of 38,799,340 nominative shares, each share giving the right to one vote; with the exception of its own shares bought back by the Company, in the number of 113.661 which have the right to vote suspended, according to art. 105 para. (2) from Law 31/1990.

The draft resolutions proposed by shareholders shall be posted on the Company's website as soon as possible, after being received by the Company.

Additional information may be obtained from the *Investor Relations* Department, by phone 021.201.17.57 and on the Company's website www.spheragroup.com.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian HOANCĂ