

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

**No. 1 of 28.01.2025**

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, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> 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. 5264 of December 23<sup>rd</sup>, 2024, and in the newspaper Adevarul, online edition of December 20<sup>th</sup>, 2024, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated December 20<sup>th</sup>, 2024,

Legally and statutory met on **28.01.2025**, 11:00 hrs., at the first convening at Company’s registered office in Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor - room Ateneu, gathering a number of 106 shareholders holding a number of 34,368,507 shares with voting rights, representing 88.9231 % of total voting rights, namely 88.5801% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

**DECIDES**

1. With a total number of 34,368,507 voting rights validly expressed, representing 88.5801% of the Company's share capital and 88.9231% of the voting rights attached to the shares representing the Company’s share capital, out of which 33,836,854 votes "in favour" representing 98.4530% 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, 5,199 votes "against" representing 0.0151% 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, 526,454 "abstain" representing 1.5317% 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

The following are approved

**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. With a total number of 34,368,507 voting rights validly expressed, representing 88.5801% of the Company's share capital and 88.9231% of the voting rights attached to the shares representing the Company's share capital, out of which 33,836,925 votes "in favour" representing 98.4532% 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, 5,128 votes "against" representing 0.0149% 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 526,454 "abstain" representing 1.5317% 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

The following are approved

**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. With a total number of 34,368,507 voting rights validly expressed, representing 88.5801% of the Company's share capital and 88.9231% of the voting rights attached to the shares representing the Company's share capital, out of which 34,368,323 votes "in favour" representing 99.9994% 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, 184 votes "against" representing 0.0005% 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"

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 28.01.2025.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Carmen Loredana BOBU**