

**ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF
SPHERA FRANCHISE GROUP SA
REGARDING THE 3rd ITEM ON THE AGENDA
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING
("OGSM")**

**THE DISCHARGE OF LIABILITY FOR THE COMPANY'S BOARD OF DIRECTORS
FOR THE FINANCIAL YEAR 2024**

The Board of Directors of **Sphera Franchise Group S.A.**, a joint stock company managed under a one-tier system, incorporated under the Romanian law, having its registered office in Romania, 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**"), meeting held on March 23rd, 2023 at the Board of Directors' Chairman convening, in accordance with the provisions of the Companies Law 31/1990, republished, as further amended and supplemented (the "**Law 31/1990**"), the Law 24/2017 on issuers of securities and market operations (the "**Law 24/2017**"), and in accordance with the provisions of the Company's Articles of Association,

GIVEN,

- The provisions of the Companies Law 31/1990, republished, as further amended and supplemented;
- The provisions of art. 9.2 letter f) from the Company's Articles of Association, under which it is required the discharge of liability for the Company's Board of Directors by the OGSM with regards to the activity performed during the previous financial year;
- The closing of the 2024 financial year and given the fact that the directors have fulfilled the mandates during the year 2024;
- The OGSM is scheduled to take place on April 29th, 2025 (at the first call), respectively on April 30th, 2025 (at the second call, in case the legal and statutory conditions for validity are not fully met to hold the meeting at the first call), having on the Agenda "**Approval of the discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2024.**";
- The activity performed by the directors during 2024, as results from the Directors' Report related to 2024 financial year,

HEREBY ADVISE THE ORDINARY GENERAL SHAREHOLDERS MEETING the approval of:

The discharge of liability for the Company's Board of Directors for the financial year 2024.

Lucian HOANCA
Chairman of the Board of Directors
L.S.