

ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF  
**SPHERA FRANCHISE GROUP SA**  
REGARDING ITEMS 11&12 ON THE AGENDA  
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING  
("OGSM")

April 29<sup>th</sup>/30<sup>th</sup>, 2025

The Board of Directors of the company **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 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered with the Trade Registry near Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (hereinafter referred to as the "Company"),

**GIVEN,**

**The proposal of the Board of Directors on the distribution of the profit, determined in accordance with the legal provisions, and on the distribution of dividends from the result of the financial years 2023-2024**

Based on the individual financial statements of Sphera Franchise Group SA ("Sphera") for the year ended December 31, 2024, prepared in accordance with the Order of the Ministry of Finance no. 2844/2016 for the approval of the Accounting Regulations in compliance with International Financial Reporting Standards (IFRS), *the Board of Directors of Sphera proposes to the Ordinary General Shareholders' Meeting of April 29, 2025 ("AGOA") to approve the distribution of the net profit*, as reflected in the individual financial statements as of and for the year ended December 31, 2024, in the amount of RON **88,719,532**, as follows:

- the constitution of the legal reserve in accordance with statutory regulations in the amount of RON **4,436,672**;
- covering the loss related to the acquisition of own shares in the amount of RON **486,512**;
- allocation of undistributed profit in the amount of RON **83,796,348** to retained earnings;
- Distribution of a gross **dividend per share of RON 1.09** from the retained profit for the financial years 2023-2024 of Sphera Franchise Group SA.

The allocation of dividends will be made from the retained earnings for the year 2023 in the amount of RON **8,976,490** and from the net retained earnings for the year 2024 which is in the amount of RON **83,796,348**.

The payment of dividends will be made in lei to Sphera shareholders registered in the register of shareholders kept by the Central Depository S.A. on the Record Date established by this AGOA (the Record Date proposed to be approved by the AGOA being May 16, 2025), starting on the Payment Date established by this AGOA (the Payment Date proposed to be approved by the AGOA being June 6, 2025).

Related to the considerations presented above, the Board of Directors



SPHERA

KFC



TACO BELL

**HEREBY ADVISE:**

**Approval** of the Board of Directors proposal of distribution of the net profit realized on 31.12.2024 in the amount of **Lei 88.719.532**, as follows: (i) the establishment of the legal reserve in accordance with the statutory regulations in the amount of **Lei 4.436.672**, (ii) covering the loss related to the purchase of own shares in the amount of **Lei 486.512** and (iii) the allocation of undistributed profit in the amount of **Lei 83.796.348** as a carried forward result of the financial exercise. **(item 11/OGSM)**

**Approval** of the Board of Directors proposal for the distribution of dividends from the net carried forward result related to the financial years 2023-2024, as well as the approval of fixing a gross dividend / share amounting **Lei 1.09**.**(item 12/OGSM)**

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