

ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF
SPHERA FRANCHISE GROUP SA
REGARDING ITEM 5 ON THE AGENDA
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING
("OGSM")

April 29th/30th, 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., 2nd floor, office 4, 1st 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 submitted for the consultative vote of the OGSM, respectively:

“Submission of the Company's Remuneration Report, related to the financial year ended on 31.12.2024, to the consultative voting of the OGMS, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.”

CONSIDERING, the legal obligations provided by Law no. 24/2017 on issuers of financial instruments and market operations, the Company has to prepare a clear and comprehensible remuneration report that provides a comprehensive overview of remuneration, including all benefits, regardless of form, granted or due during the last financial year, to individual (including new recruits or former) Board of Directors members and executive managers of the Company, in accordance with the applicable remuneration policy.

In line with the above requirements, the Nomination and Remuneration Committee of the Company prepared the Remuneration Report for the Board of Directors members and executive managers, for the 2024 financial year, following the implementation of the existing Remuneration Policy.

The Remuneration Report so prepared was approved by the Board of Directors and will be submitted to the vote at the Ordinary General Meeting of Shareholders (“OGMS”), the opinion of the shareholders resulting from the vote, having consultative character. The Company will explain in the next Remuneration Report how the OGMS vote was considered.

The independent auditor reviewed the Remuneration Report in order to determine whether it presents, in all material respects, the information required by article 107 paragraphs (1) and (2) of the Law no. 24/2017 on issuers of financial instruments and market operations, its conclusions being included in the independent auditor's Report within the OGMS information materials.

Therefore, related to the considerations presented above, **the Board of Directors submits to the advisory vote of the AGOA of April 29/30, 2025 the Remuneration Report for the members of the Board of Directors and executive managers of the Company for the financial year 2024. (item 5/OGSM)**

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