

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

**No. 2 of [29]/[30].04.2025**

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 statutorily 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. [•] of [•] and in the newspaper [•] of [•], as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated [•],

Legally and statutorily met on [29]/[30].04.2025, [•] hrs., at the [first]/[second] convening at [•], gathering a number of [•] shareholders holding a number of [•] shares with voting rights, representing [•] of total voting rights, namely [•] of the Company’s share capital, being present in person, by representative or expressing votes by correspondence, or by electronic means,

**DECIDES**

1. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting]

[With a total number of [•] voting rights validly expressed, representing [•]% of the Company's share capital and [•]% of the voting rights attached to the shares representing the Company’s share capital, out of which [•] votes "in favour" representing [•]% 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, [•] votes "against" representing [•]% 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 [•] "abstain" representing [•]% 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]/[rejected]

**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.**

2. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting]

[With a total number of [ ] voting rights validly expressed, representing [ ]% of the Company's share capital and [ ]% of the voting rights attached to the shares representing the Company's share capital, out of which [ ] votes "in favour" representing [ ]% 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, [ ] votes "against" representing [ ]% 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 [ ] "abstain" representing [ ]% 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]/[rejected]

**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.**

3. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting]

[With a total number of [ ] voting rights validly expressed, representing [ ]% of the Company's share capital and [ ]% of the voting rights attached to the shares representing the Company's share capital, out of which [ ] votes "in favour" representing [ ]% 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, [ ] votes "against" representing [ ]% 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 [ ] "abstain" representing [ ]% 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]/[rejected]

**The date of June 6th, 2025 as the payment date ("Payment date").**

4. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting]

[With a total number of [ ] voting rights validly expressed, representing [ ]% of the Company's share capital and [ ]% of the voting rights attached to the shares representing the Company's share capital, out of which [ ] votes "in favour" representing [ ]% 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, [ ] votes "against" representing [ ]% 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 [ ] "abstain" representing [ ]% 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]/[rejected]

**The date of of May 16<sup>th</sup>, 2025, as *record date* and of the date of May 15<sup>th</sup>, 2025, as *Ex-date*, for the identification of the shareholders who will benefit from the result of the OGSM resolutions and to whom the effects of the OGSM resolutions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.**

5. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting]

[With a total number of [•] voting rights validly expressed, representing [•]% of the Company's share capital and [•]% of the voting rights attached to the shares representing the Company's share capital, out of which [•] votes "in favour" representing [•]% 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, [•] votes "against" representing [•]% 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 [•] "abstain" representing [•]% 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]/[rejected]

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and to fulfill, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of the resolutions adopted by the OGSM, including payment of any fees, to request and receive any documents/deeds in this regard and/or related to the implementation of the resolutions adopted by this OGSM, his signature being fully valid and opposable to the Company.**

**The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.**

This Resolution has been drawn up and signed in Bucharest, in [3] original copies, today [29]/[30].04.2025.

**Chairman of the Meeting**

**Secretary of the Meeting**

**Lucian HOANCA**

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