

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

**No. 2 of 29.04.2025**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**EGSM**”), 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. no. 1501 of 27.03.2025 and in the newspaper Adevarul, online edition of 27.03.2025, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 25.03.2025,

Legally and statutory met on **29.04.2025**, 09:45 hrs., at the first convening at Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, 1<sup>st</sup> district, gathering a number of 104 shareholders holding a number of 36.775.190 shares with voting rights, representing 95,0962% of total voting rights, namely 94,7830% of the Company’s share capital,

**DECIDES**

1. With a total number of 36.775.190 voting rights validly expressed, representing 94.7830% of the Company's share capital and 95.0962% of the voting rights attached to the shares representing the Company’s share capital, out of which 36.774.197 votes "in favour" representing 99.9973% 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, 493 votes "against" representing 0.0013% 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 500 "abstain" representing 0.0013% 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

**The decreasing of the share capital of the Company, based on art. 207 paragraph (1) let. c) from Company Law 31/1990, from RON 581,990,100 to RON 580,101,930, respectively with the amount of RON 1,888,170, as a result of the cancellation of 125,878 own shares acquired by the Company, in accordance with and motivated by the EGMS**

**Resolution no. 3/26.04.2024.** Following the decrease, the share capital of the Company shall amount RON 580,101,930, divided into 38,673,462 ordinary shares, having a nominal value of RON 15/share.

The decrease of the share capital shall be implemented with the completion of the legal stages, after a two months' period passing from the day on which the resolution is published in the Official Gazette of Romania, Part IV, according to art. 208 paragraph (1) from Companies Law no. 31/1990, republished.

2. With a total number of 36.775190 voting rights validly expressed, representing 94.7830% of the Company's share capital and 95.0962% of the voting rights attached to the shares representing the Company's share capital, out of which 36.771.868 votes "in favour" representing 99.9909% 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, 1.034 votes "against" representing 0.0028% 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, 0 "abstain" and with a total number of 2.288 unexpressed voting rights

The following are approved

**Amendment of art. 4 Share Capital and Shares** from the Articles of association of the Company, as follows: (i) the amendment of art. 4.1 following the decrease of the share capital, on the date on which the share capital reduction from point 3 above shall be effective, as well as (ii) elimination of art. 4.2 following the elimination of Annex 1 regarding the Company's structure of the shareholding and share capital, art. 4 of the Company's constitutive act to have the following new content:

***"Article 4. Share Capital and Shares***

- 4.1. *The share capital of the Company amounts to RON 580,101,930, fully subscribed and paid-up and it is divided into 38,673,462 shares with a nominal value of RON 15 /share.*
- 4.2. *The shares issued by the Company are registered, ordinary, issued as dematerialized shares by registration into the register of shareholders; they have the same nominal value and grant equal rights to their owners.*
- 4.3. *Every share issued by the Company, paid up and owned by a shareholder (other than the Company) grants a right to vote in the general meetings of shareholders, except for the case when the shareholders decide that the Company is to issue preferential shares without the right to vote or in case the rights to vote related to certain shares are suspended.*
- 4.4. *The Company may issue preferential shares without right to vote.*
- 4.5. *Every owner of one or several shares issued by the Company shall be deemed to have adhered to the provisions herein."*

3. With a total number of 36.775.190 voting rights validly expressed, representing 94.7830% of the Company's share capital and 95.0962% of the voting rights attached to the shares representing the Company's share capital, out of which 36.772.874 votes "in favour" representing 99.9937% 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, 28 votes "against" representing 0.000076% 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, 0 "abstain" and with a total number of 2.288 unexpressed voting rights

The following are approved

**The date of May 16<sup>th</sup>, 2025, as the *record date* and of the for the identification of the shareholders who will benefit from the results of the EGSM and to whom the effects of the EGSM resolutions are applicable, in accordance with the applicable law.**

4. With a total number of 36.775.190 voting rights validly expressed, representing 94.7830% of the Company's share capital and 95.0962% of the voting rights attached to the shares representing the Company's share capital, out of which 36.772.514 votes "in favour" representing 99.9927% 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, 28 votes "against" representing 0.000076% 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, 0 "abstain" and with a total number of 2.648 unexpressed voting rights

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the updated versions of the Company's Article of Association with the amendments set above as well as the resolutions taken by the present EGSM 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 EGSM, 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 EGSM, 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 29.04.2025.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**