

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

No. 1 of 29.04.2025

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, 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**”), 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. 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 statutorily met on **29.04.2025**, 09:00 hrs., at the first convening at Bucharest, 239 Calea Dorobanti Street, 2nd floor, 1st district, gathering a number of 105 shareholders holding a number of 36.774.454 shares with voting rights, representing 95,0943% of total voting rights, namely 94,7811% of the Company’s share capital,

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, respectively

with a total number of 36.771.724 voting rights validly expressed, representing 94,7740% of the Company's share capital and 95,0873 % of the voting rights attached to the shares representing the Company’s share capital, out of which 36.771.724 votes "in favour" representing 100 % 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 votes "against", 0 "abstain" and with a total number of 2.730 unexpressed voting rights

The following are approved

The Company’s individual annual financial statements and of the consolidated annual financial statements, for the financial year ended on 31.12.2024, drafted in accordance with OMFP 2844/2016 for the approval of the Accounting Regulations pursuant to the International Financial Reporting Standards, accompanied by the Directors' Report and the statutory financial auditor’s Report.

2. With a total number of 36.774.454 voting rights validly expressed, representing 95,7811% of the Company's share capital and 95,0943% of the voting rights attached to the shares

representing the Company's share capital, out of which 36.774.426 votes "in favour" representing 99,9999% 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 and 0 "abstain"

The following are approved

The Company's Annual Report for the financial year 2024, which includes the Directors' Report and the Sustainability Report drafted in accordance with the Corporate Sustainability Reporting Directive (CSRD) and which is accompanied by the limited assurance report issued by the external financial auditor.

3. With a total number of 36.275.192 voting rights validly expressed, representing 93,4943 % of the Company's share capital and 93,8033% of the voting rights attached to the shares representing the Company's share capital, out of which 36.275.074 votes "in favour" representing 99,9996% 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 votes "against", 118 "abstain" representing 0,0003% 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 with a total number of 499.262 unexpressed voting rights

The following are approved

The discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2024.

4. With a total number of 36.774.394 voting rights validly expressed, representing 94,7809% of the Company's share capital and 95,0942% of the voting rights attached to the shares representing the Company's share capital, out of which 36.773.838 votes "in favour" representing 99,9984% 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, 528 "abstain" representing 0,0014 % 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 with a total number of 60 unexpressed voting rights

The following are approved

The Company's income and expenses budget and the business plan at consolidated level, for the financial year 2025.

5. With a total number of 36.334.485 voting rights validly expressed, representing 93,6471% of the Company's share capital and 93,9566% of the voting rights attached to the shares

representing the Company's share capital, out of which 36.007.398 votes "in favour" representing 99,0997% 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, 326.457 votes "against" representing 0,8984% 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 630 "abstain" representing 0,0017% 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 with a total number of 439.969 unexpressed voting rights

The following are approved

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

6. With a total number of 36.774.454 voting rights validly expressed, representing 94,7811% of the Company's share capital and 95,0943% of the voting rights attached to the shares representing the Company's share capital, out of which 36.202.740 votes "in favour" representing 98,4453% 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, 7.034 votes "against" representing 0,0191% 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 564.680 "abstain" representing 1,5355% 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 monthly remuneration granted to the members of the Company's Board of Directors, amounting EUR 4500 (four thousand five hundred) net/month/member, EUR 4500 (four thousand five hundred) net/month for the Chairman of the Board of Directors. The remunerations such settled shall be valid as of the date of the present OGSM until the next OGSM by which the amount of remuneration due to the administrators shall be approved.

7. With a total number of 36.768.954 voting rights validly expressed, representing 94,7669% of the Company's share capital and 95,0801% of the voting rights attached to the shares representing the Company's share capital, out of which 36.200.798 votes "in favour" representing 98,4547% 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, 2.888 votes "against" representing 0,0078% 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 565.268 "abstain" representing 1,5373% 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 with a total number of 5.500 unexpressed voting rights

The following are approved

Empowerment of the Chief Executive Officer of the Company to validly sign, in the name and on behalf of the Company the Addenda to the management agreements signed by the Company's Directors, which shall contain the new monthly remuneration granted to the members of the Company's Board of Directors approved according to item 6 above.

8. With a total number of 36.774.047 voting rights validly expressed, representing 94,7800% of the Company's share capital and 95,0933% of the voting rights attached to the shares representing the Company's share capital, out of which 36.442809 votes "in favour" representing 99,0992% 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, 326.675 votes "against" representing 0,8883% 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 5.563 "abstain" representing 0,0124% 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 with a total number of 407 unexpressed voting rights

The following are approved

The revised version of the Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.

9. 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, respectively

with a total number of 36.774.394 voting rights validly expressed, representing 94,7809% of the Company's share capital and 95,0942% of the voting rights attached to the shares representing the Company's share capital, out of which 36.774394 votes "in favour" representing 100% 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 votes "against", 0 "abstain" and with a total number of 60 unexpressed voting rights

The following are approved

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 29.04.2025.

Chairman of the Meeting

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU