

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

No. 2 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 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. 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**, 09:00 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 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 36.770.570 votes "in favour" representing 99.9896% 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, 2910 votes "against" representing 0.0079% 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, 914 "abstain" representing 0.0024% 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 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 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 36.772.164 votes "in favour" representing 99.9939% 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, 2.230 votes "against" representing 0.0060% 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" and with a total number of 60 unexpressed voting rights

The following are approved

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 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 36.774.264 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, 130 votes "against" 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, 0 "abstain" and with a total number of 60 unexpressed voting rights

The following are approved

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

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 36.774.264 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, 130 votes "against" 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 0 "abstain" and with a total number of 60 unexpressed voting rights

The following are approved

The date of of May 16th, 2025, as *record date* and of the date of May 15th, 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, 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

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU