

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

No. 1 of 05.11.2025

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. 4661 of October 1st, 2025 and in the newspaper *Adevarul*, online edition, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated September 29th, 2025,

Legally and statutory met on **05.11.2025**, 11:00 hrs., at the first convening at Company’s registered office in Bucharest, 239 Calea Dorobanti Street, 2nd floor - room Ateneu, gathering a number of 99 shareholders holding a number of 36.704.361 shares with voting rights, representing 95,0008% of total voting rights, namely 94,6004% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 36.704.361 voting rights validly expressed, representing 94,6004% of the Company's share capital and 95,0008% of the voting rights attached to the shares representing the Company’s share capital, out of which 36.703.671 votes "in favour" representing 99,9981% 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, 690 votes "against" representing 0,0018% 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 Board of Directors proposal of dividend distribution from the undistributed net profit of financial year 2024, as well as the approval of fixing a gross dividend / share amounting Lei 1.04.

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

The following are approved

The date of December 15th, 2025, as the payment date ("Payment date").

3. With a total number of 36.704.361 voting rights validly expressed, representing 94,6004% of the Company's share capital and 95,0008% of the voting rights attached to the shares representing the Company's share capital, out of which 36.703.830 votes "in favour" representing 99,9985% 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" and with a number of 531 "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

The following are approved

The date of November 25th, 2025, as record date and of the date of November 24th, 2025, as Ex-date, for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

4. With a total number of 36.704.261 voting rights validly expressed, representing 94,6002% of the Company's share capital and 95,0005% of the voting rights attached to the shares representing the Company's share capital, out of which 36.704.189 votes "in favour" representing 99,9998% 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, 55 votes "against" representing 0,0001% 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, 17 "abstain" representing 0,00004% 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 100 voting rights unexpressed

The following are approved

Empower the Chairman of the Board of Directors of the Company to carry out all the necessary steps to sign, publish and register the resolutions adopted by the Ordinary General Shareholders Meeting and grant him the right to delegate to another person the power to carry out the above-mentioned formalities.

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, today 05.11.2025.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU