

ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF
SPHERA FRANCHISE GROUP SA
REGARDING ITEM 6 ON THE AGENDA
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING
("OGSM")
April 29th/30th, 2026

The Board of Directors of the company **Sphera Franchise Group S.A.**, a joint stock company managed under a one-tier system, operating in accordance with Romanian law, having its registered office in Romania, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, registered with the Trade Registry near Bucharest Court under number J2017007126404, fiscal identification code 37586457 (hereinafter referred to as the "Company"),

GIVEN,

The provisions of the Law no. 31/1990 on companies, republished, as further amended and supplemented (the "Law 31/1990"), the Law no. 24/2017 on issuers of securities and market operations, as further amended and supplemented (the "Law 24/2017"), and the FSA regulations in force, and further,

GIVEN,

- the provisions of the art. 111, para (2), letter c) from the Law 31/1990 correlated with art. 9.2 letter e) from the Company's Articles of Association, under which the OGSM shall establish the remuneration of the members of the Board of Directors; and further,
- the provisions of the art. 153¹⁸ from the Law 31/1990, according to which "(1) **The remuneration of the members of the board of directors** or the supervisory board **is established** by the constitutive act or **by decision of the general meeting of shareholders.**"

THEREFORE,

the Board of Directors submits to the Ordinary General Meeting of the Shareholders the proposal to maintain the remuneration of the members of the Board of Directors at the same level, respectively to approve a fixed monthly remuneration in the amount of 4,500 euro net/month/member, including the Chairman.

The Board of Directors considers that the amount of remuneration due to the members of the Board of Directors is fair and proportionate to the work performed; It is hereby noted that the remunerations above described represent the only form of remuneration for the members of the board of directors and no member benefits from other bonuses, benefits in kind or supplementary pension schemes,

Related to the considerations presented above, the Board of Directors HEREBY ADVISE:

Approval of 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. (item 6/OGSM)

Lucian HOANCA
Chairman of the Board of Directors
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