

Sphera Franchise Group S.A.**Statement on Gender Representation in the Board of Directors****1. Context and Legal Framework**

In accordance with the provisions of Articles 109¹ - 109⁸ of Law no. 24/2017, as subsequently amended, and further to the transposition of Directive (EU) 2022/2381 on improving gender balance on the boards of listed companies, Sphera Franchise Group S.A. (hereinafter referred to as the "Company" or "SFG") complies with the new legal requirements regarding gender balance in the composition of the Board of Directors, as a company listed on a regulated market. The law stipulates that a listed company must meet at least one of the following objectives:

- (i) at least 40% of the non-executive directors must be of the underrepresented gender; or
- (ii) at least 33% of all board members (executive and non-executive) must be of the underrepresented gender.

2. Current composition and mandate duration

As of the date of this statement, the Company's Board of Directors is composed of:

- (i) 5 male members;
- (ii) All mandates are valid until April 2027.

Given the current composition, there are no female members on the Board of Directors of SFG and, therefore, neither the 40% non-executive target, nor the 33% total representation target are currently met.

However, under Article 175³ paragraph (3) of Law no. 24/2017, the gender balance obligations apply only to new board appointments and do not affect existing mandates, which remain valid and governed by the legislation in force at the time they were concluded.

3. Commitment to future compliance and corporate governance

The Company recognizes the importance of gender balance as a fundamental component of inclusive, effective, and responsible decision-making. In this regard, the Company is determined to take the necessary steps to align with the applicable legal requirements starting with the next board appointment cycle, upon the expiry of current mandates in April 2027.

To ensure transparency and accountability in future appointments:

- (i) the Company applies a Nomination Policy and a Diversity Policy, both publicly available on the Company's website, which establish clear, objective and neutral criteria governing the selection and appointment of members of the Board of Directors, in accordance with the requirements of Article 1095 of Law No. 24/2017;
- (ii) the selection process is based on Candidate Profiles, which outline the professional background, competencies and qualifications required for members of the Board of Directors;
- (iii) All relevant materials will be made publicly available on the company's website.

4. Clarification on selection principles

The company emphasizes that the board member selection process will not be altered solely for the purpose of meeting numerical gender diversity targets. The selection will remain merit-based, guided by professional experience, strategic alignment, and transparent, objective, and non-discriminatory criteria, in full compliance with applicable law and corporate governance best practices.