

ENDORSEMENT LETTER  
WITH REGARDS TO THE 6<sup>TH</sup> ITEM ON THE AGENDA  
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING  
("OGSM")

April 28th/29th, 2022

SPHERA FRANCHISE GROUP SA

**APPROVAL OF THE REMUNERATION POLICY OF THE COMPANY**

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, 1<sup>st</sup> district, registered with the Trade Registry near Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (hereinafter referred to as the "Company"), during the meeting held on March 22<sup>nd</sup>, 2022, at the Board of Directors' Chairman convening, according with the provisions of Law no. 31/1990 on companies, republished, as amended and supplemented, of Law 24/2017 on issuers of financial instruments and market operations, republished, as well as according to the provisions of the Articles of Association of the Company;

**GIVEN,**

- The provisions of the art. 106 of Law 24/2017 on issuers of financial instruments and market operations, republished, according to which (i) the company establishes a remuneration policy for the managers, regarding which the shareholders have the right to vote in the ordinary general meeting and (ii) the Company has the obligation to submit the remuneration policy to the approval of the shareholders at the annual ordinary general meeting of shareholders;
- The fact that Annual Shareholders is scheduled to take place on April 28<sup>th</sup>, 2022 (at the first call), respectively April 29<sup>th</sup>, 2022 (at the second call, in case the statutory and legal conditions for validity are not fully met at the first call), having on the Agenda the approval of the Remuneration Policy;
- The fact that during the Ordinary General Shareholders Meeting from August 19<sup>th</sup>, 2021, did not intervene the approval of the Remuneration Policy, in the revised version;

The Board of Directors

- ✓ initiated clarifying discussions with approx. 80% of the Company's shareholders. These discussions revealed important differences of opinion between the significant shareholders, in particular, in relation to the amount and method of payment of the variable remuneration of the executive team, but also with other aspects of the remuneration system.

The Nomination and Remuneration Committee

- ✓ has started the procedure for reviewing the Remuneration Policy in order to reconcile the differences of opinion but considering that the executive mandates expire in the first half of next year, these discussions will last at least another 6- 8 months.

**THEREFORE, PROPOSES:**

The approval of the Remuneration Policy, revised, in the same version presented at the OGMS of August 19<sup>th</sup>, 2021, but with updated data, following that, depending on the vote of the shareholders, the review process will be completed by the next OGMS at the latest.

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Lucian HOANCA

Chairman of the Board of Directors

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