

**Procedure for organizing and holding the
General Meetings of Shareholders of Sphera Franchise Group S.A.
by electronic means of data transmission and electronic voting**

1. The subject of the procedure

1.1. This procedure ("Procedure") applies to general meetings of shareholders („GMS") of Sphera Franchise Group S.A., a joint stock company registered in Romania, registered with the Bucharest Trade Register under no. J40/7126/2017, tax identification number 37586457, with its registered office in Calea Dorobanți no. 239, 2nd floor, room 4, 1st district, Bucharest, Romania ("the Company"), in accordance with the provisions of Regulation 5/2018 on issuers of financial instruments and market operations ("Regulation 5/2018"), the provisions of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented („Law 31/1990"), as well as in compliance with the special provisions of Law no. 24/2017 on issuers of financial instruments and market operations ("Law 24/2007").

2. Entry into force

2.1. This Procedure is in force from the date of approval by the Company's Board of Directors, respectively 22.03.2022, which based on the provisions of art. 197 of Regulation 5/2018, has the competence to approve, in advance, the (i) holding / organization of the GMS and the participation of shareholders who are not physically present at the GMS, by electronic means, as well as (ii) the form of participation / procedures required to be fulfilled, in order to use those electronic means.

2.2. This Procedure is duly completed in accordance with the provisions of a) The Articles of Incorporation of the Company and b) The Procedure for the Meeting of Shareholders of Sphera Franchise Group S.A. approved by the resolution of the extraordinary meeting of shareholders of Sphera Franchise Group S.A. no. 2 from 15.09.2017.

3. Exercising the right to vote by electronic means of data transmission

3.1. Under the condition of the express approval by the Company's Board of Directors of the holding / organization of the GMS by electronic means, expressed according to art. 2.1 above, the Company allows shareholders any form of participation in the general meeting by electronic means of data transmission.

3.2. In order to exercise their voting rights electronically, the Company's shareholders will have at their disposal a secure online voting application, which will be accessible by accessing a registration link provided by the Company in the Call..

3.3. Access to the web application can be done through the available electronic means (mobile phone, tablet, laptop, etc.), with an internet browser installed. The access of shareholders, natural and legal persons (through the legal representative), to electronic voting, is based on the access elements of each shareholder, namely registering an account, entering a valid e-mail address and creating a password, and filling in the fields dedicated to identification.

3.4. The shareholders registered in the register of shareholders kept by the Central Depository on the reference date may send their votes at any time between the reference date and until the close of the

round of voting announced as such by the chairman of the meeting during each of the meetings of the general meeting of shareholders. (OGMS and EGMS respectively).

3.5. Electronic voting means will be used by accessing the link <https://sfg.evote.ro/login> from any device connected to the internet. To identify, shareholders provide the following information:

a) Natural persons:

- Name Surname
- Personal Numerical Code (CNP)
- E-mail address
- Copy of Identity Card*
- Phone number (optional)

b) Legal persons:

- Name of legal entity
- Tax Identification Number (TIN)
- Name Surname legal representative
- Personal Numerical Code (CNP) of the legal representative
- E-mail address
- Legal representative's identity card* (identity document, identity card, passport, residence permit)
- Copy of the Confirmation of Company Details issued by the Trade Register, or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, presented in original or in certified true copy. The documents attesting the capacity of legal representative of the legal person shareholder will be issued no later than 30 days before the reference date*.
- Phone number (optional)

3.6. The documents submitted in a language other than English will be accompanied by a translation made by a sworn translator into Romanian / English.

3.7. The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: .jpg, .pdf, .png.

3.8. Shareholders may log in and vote whenever they wish within the designated voting period by mail and / or live, the last voting option being the registered one.

3.9. The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the situation in which the respective natural person is a shareholder at the related reference data.

3.10. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

3.11. In case of incorrect completion of the CNP number (or Tax ID No.) in the voting form (inconsistency between the completed number and the one in the attached document), the VOTE WILL BE CANCELED, not being taken into account when establishing the quorum. The same treatment will be applied for ballot papers in which the name is not filled in correctly, in accordance with the one demonstrated by the identification document uploaded online or sent together with the voting form.

3.12. The manner in which the shareholders expressed their vote will be recorded in the minutes of the GMS meeting, in accordance with the provisions of art. 197 para. (5) letter (b) of Regulation no. 5/2018.

3.13. During the meeting, shareholders will be able to ask questions by writing in the dedicated chat window.

3.14. By accessing the electronic voting application and finalizing the voting in the application, the shareholder declares that he / she has decided to vote electronically. Thus, if the shareholder votes electronically and communicates the ballot paper to the technical secretariat, only the electronically expressed vote will be taken into account.

4. Final provisions

4.1. All other provisions relating to the procedure for convening and conducting the GMS, as contained in the Procedure for the Meeting of Shareholders of Sphera Franchise Group S.A. approved by the resolution of the extraordinary meeting of shareholders of Sphera Franchise Group S.A. no. 2 of 15.09.2017 remain valid and still applicable.

4.2. The Company will ensure the confidentiality of Personal Data and will process Personal Data exclusively for the purpose of conducting the GMS meeting and implementing / registering the decisions adopted, according to the applicable legal provisions..

4.3. This document is approved by the Board of Directors of the Company and represents the Procedure for organizing and holding the General Meeting of Shareholders of Sphera Franchise Group S.A. by electronic means of data transmission and electronic voting.