



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

**No. 1 of 28.04.2022**

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, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> 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. 1251 dated 25.03.2022 and in the newspaper Adevarul, online edition, dated 24.03.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2022,

Legally and statutory met on **28.04.2022, 10:00 hrs**, at the first convening at the Company's headquarters from Bucharest, 239 Dorobanti Avenue, 2<sup>nd</sup> floor – Ateneu Hall, 1<sup>st</sup> district, of the shareholders holding a number of 32.178.441 shares with voting rights, representing 82,9355% of total voting rights, namely 82,9355% of the Company's share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

**DECIDES**

1. With a total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 32.106.604 votes "in favour" representing 99,7824% 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" representing 0% 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 70.000 "abstain" representing 0,2175% 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 1.837 voting rights unexpressed

The following are approved

**The Company's individual annual financial statements, for the financial year ended on 31.12.2021, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.**

2. With total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 32.106.604 votes "in favour" representing 99,7824%

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" representing 0% 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 70.000 "abstain" representing 0,2175% 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 1.837 voting rights unexpressed

The following are approved

**The Company's consolidated annual financial statements, for the financial year ended on 31.12.2021, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.**

3. With a total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 32.106.604 votes "in favour" representing 99,7824% 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" representing 0% 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 70.000 "abstain" representing 0,2175% 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 1.837 voting rights unexpressed

The following are approved

**The discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2021.**

4. With a total number of 32.176.611 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 24.209.325 votes "in favour" representing 75,2388% 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" representing 0% 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 7.967.286 "abstain" representing 24,7611% 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 1.830 voting rights unexpressed

The following are approved

**The Company's income and expenses budget and the business plan at consolidated level, for the financial year 2022.**

5. With a total number of 32.303.811 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 13.834.395 votes "in favour" representing 42,8258% 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, 18.399.416 votes "against" representing 56,9574% 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 70.000 "abstain" representing 0,2166% 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 1.830 voting rights unexpressed

The following are rejected

**The monthly remuneration granted to the members of the Company's Board of Directors, valid as of the date of the Ordinary General Shareholders Meeting, until the end of the mandate term (i.e. 30.05.2023), amounting EUR 4.000 (four thousand) net/month/member, EUR 4.000 (four thousand) net/month for the Chairman of the Board of Directors and EUR 150 (one hundred fifty) net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.**

6. With a total number of 32.176.611 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 14.241.605 votes "in favour" representing 44,2607% 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, 17.864.886 votes "against" representing 55,5213% 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 70.120 "abstain" representing 0,2179% 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 129.030 voting rights unexpressed

The following are rejected

**The Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.**

7. With a total number of 32.303.804 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 10.013.460 votes "in favour" representing 30,9977% 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, 22.220.224 votes "against" representing 68,7851 % 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 70.120 "abstain" representing 0,2170% 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 1.837 voting rights unexpressed

The following are rejected

**The Company's Remuneration Report, related to the financial year ended on 31.12.2021, submitted to the consultative voting of the OGSM, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.**

8. With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, respectively

with a total number of 31.303.745 voting rights validly expressed, representing 100% of the Company's share capital and 100% of the voting rights attached to the shares representing the Company's share capital, out of which 0 votes "in favour" representing 0% 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" representing 0 % 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" representing 0% 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 1.896 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of any of the resolutions adopted within the present OGSM dated April 28/29, 2022. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.**

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 28.04.2022.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**