



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

No. 1 of [20]/[21].12.2022

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, 2nd floor, office 4, 1st 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. [●] of [●] and in the newspaper [●] of [●], as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated [●],

Legally and statutory met on **[20]/[21].12.2022**, [●] hrs., at the [first]/[second] convening at [●], gathering a number of [●] shareholders holding a number of [●] shares with voting rights, representing [●] of total voting rights, namely [●] of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

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

[With a total number of [●] voting rights validly expressed, representing [●] of the Company's share capital and [●] of the voting rights attached to the shares representing the Company's share capital, out of which [●] votes "in favour" representing [●] of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [●] votes "against" representing [●] of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and [●] "abstain" representing [●] of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

The Board of Directors proposal of dividend distribution amounting Lei 20,001,059.77 from the undistributed net profit of 2020, as well as the approval of fixing a gross dividend / share amounting Lei 0.5155.

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

[With a total number of [●] voting rights validly expressed, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the Company's share capital, out of which [●] votes "in favour" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [●] votes "against" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and [●] "abstain" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

The date of March 31st, 2023 as the payment date ("Payment date").

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

[With a total number of [●] voting rights validly expressed, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the Company's share capital, out of which [●] votes "in favour" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [●] votes "against" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and [●] "abstain" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

The date of March 13th, 2023 as record date and the date of March 10th, 2023, as Ex-date, for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

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

[With a total number of [●] voting rights validly expressed, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the Company's share capital, out of which [●] votes "in favour" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [●] votes "against" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and [●] "abstain" representing [●]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

Empower of the Chairman of the Board of Directors of the Company to carry out all the necessary steps to sign, publish and register the resolutions adopted by the

Ordinary General Shareholders Meeting and grant him the right to delegate to another person the power to carry out the above-mentioned formalities.

This Resolution has been drawn up and signed in Bucharest, in [5] original copies, today [20]/[21].12.2022.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

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