

To:

**BURSA DE VALORI BUCUREȘTI S.A.**  
**AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ**

## CURRENT REPORT 19/2023

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or Rulebook of the Bucharest Stock Exchange Market Operator.

|                                      |   |
|--------------------------------------|---|
| Date of report                       | <b>28.04.2023</b>   |
| Name of the Company                  | <b>Sphera Franchise Group SA</b>  |
| Registered Office                    | <b>Bucharest, Romania</b>   |
| Address                              | <b>Calea Dorobanților nr. 239, 2<sup>nd</sup> floor, Bucharest sector 1</b> |
| Phone / Fax                          | <b>+40 21 201 17 57 / +40 21 201 17 59</b>                                  |
| Email                                | <b>investor.relations@spheragroup.com</b>                                   |
| Registration nr. with Trade Registry | <b>J40/7126/2017</b>  |
| Fiscal Code                          | <b>RO 37586457</b>  |
| Subscribed and paid share capital    | <b>581,990,100 RON</b>  |
| Total number of shares               | <b>38,799,340</b>   |
| Symbol                               | <b>SFG</b>  |
| Market where securities are traded   | <b>Bucharest Stock Exchange, Main Segment, Premium Category</b>             |

**Important events to be reported:** Resolutions of the OGMS & EGMS dated 27.04.2023

On 27.04.2023, starting with 10:00 AM, at the Group's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District took place the Ordinary General Meeting of Shareholders of Sphera Franchise Group S.A. (the "Group"), and starting with 11:00 AM, at the same location, the Extraordinary General Meeting of Shareholders of the Group took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Group are attached to this Current Report.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoanca

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

**No. 1 of 27.04.2023**

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 statutorily 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. 1423 dated 27.03.2023 and in the newspaper Adevarul, online edition, dated 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023, 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, gathering a number of 83 shareholders holding a number of 34.249.220 shares with voting rights, representing 88,2726% of total voting rights, namely 88,2726% 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 34.147.457 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 34.145.957 votes "in favour" representing 99,9956% 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, 1.500 votes "against" representing 0,0043% 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 98.316 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The Company’s individual annual financial statements, for the financial year ended on 31.12.2022, 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 a total number of 34.147.457 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 34.145.957 votes "in favour" representing 99,9956% 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, 1.500 votes "against" representing 0,0043% 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 98.316 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The Company's consolidated annual financial statements, for the financial year ended on 31.12.2022, 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 34.037.252 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.035.752 votes "in favour" representing 99,9955% 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, 1.500 votes "against" representing 0,0044% 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 208.521 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2022.**

4. With a total number of 34.244.476 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.132.903 votes "in favour" representing 99,6741 % 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, 111.573 votes "against" representing 0,3258% % 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 1.297 "abstain" and with a total number of 3.447 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 2023.**

5. With a total number of 34.036.513 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 29.206.969 votes "in favour" representing 85,8106% 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, 4.829.544 votes "against" representing 14,1893% 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 209.260 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The Company's Remuneration Report, related to the financial year ended on 31.12.2022 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.**

6. With a total number of 34.245.119 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.239.619 votes "in favour" representing 99,9839% 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, 5.500 votes "against" representing 0,0160% 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 2 "abstain" and with a total number of 4.099 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and 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. 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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**

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

**No. 2 of 27.04.2023**

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 statutorily 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. 1423 dated 27.03.2023 and in the newspaper Adevarul, online edition, dated 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023, 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, gathering a number of 83 shareholders holding a number of 34.249.220 shares with voting rights, representing 88,2726% of total voting rights, namely 88,2726% 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 162.714.638 voting rights validly expressed,

The following are approved

#### **Election, by applying the cumulative vote method, of the Board of Directors for the 2023-2027 mandate, as follows:**

1. Silviu-Gabriel CARMACIU with 36.269.654 cumulative votes awarded;
  2. Razvan Stefan LEFTER with 34.824.549 cumulative votes awarded;
  3. Lucian HOANCA with 30.778.732 cumulative votes awarded;
  4. Georgios-Vassillios REPIDONIS with 30.771.749 cumulative votes awarded;
  5. Mihai ENE with 30.069.954 cumulative votes awarded.
2. With a total number of 33.114.717 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.991.792 votes "in favour" representing 99,6287% 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, 122.925 votes "against" representing 0,3712% 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 1.131.056 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The monthly remuneration granted to the members of the Company's Board of Directors, amounting EUR 3.500 (three-thousand-five-hundred) net/month/member, EUR 3.500 (three-thousand-five-hundred) 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, set at a maximum of 6 (six) annual meetings of the consultative committees. The remunerations such settled shall be valid as of the date of the present OGSM until the next OGSM by which the amount of the administrators' monthly remunerations and/or additional remunerations will be approved.**

3. With a total number of 34.245.119 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.239.619 votes "in favour" representing 99,9839% 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, 5.500 votes "against" representing 0,0160% 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 2 "abstain" and with a total number of 4.099 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and 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. 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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Secretary of the Meeting**

**Lucian HOANCA**

**Mihai CHISU**



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

**No. 3 of 27.04.2023**

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 statutorily 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. 1423 dated 27.03.2023 and in the newspaper Adevarul, online edition, dated 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023, 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, gathering a number of 83 shareholders holding a number of 34.249.220 shares with voting rights, representing 88,2726% of total voting rights, namely 88,2726% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

### **DECIDES**

1. With total number of 34.307.308 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.270.605 votes "in favour" representing 96,8874% 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, 1.036.703 votes "against" representing 3,1125% 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 1.012 "abstain", with a total number of 935.820 cancelled votes and with a total number of 5.080 voting rights unexpressed

The following are approved

**The Share Option Plan for Directors for the activity of 2021 and ratification of the Company’s Board of Directors decision no 2 dated December 15th, 2022, regarding the granting of shares to some members of the Company's executive team, for their activity performed in 2021.**

2. With a total number of 34.243.128 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company’s share capital, out of which 33.209.996 votes "in favour" representing 96,9829% 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, 1.033.132 votes "against" representing 3,0170% 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 2.645 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**The Option Grant Plan for Sphera Directors for 2022 ("SOP") and ratification of the Company's Board of Directors decision no 1 dated March 23rd, 2023, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2022.**

3. With a total number of 34.147.546 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 33.273.637 votes "in favour" representing 97,4407% 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, 873.909 votes "against" representing 2,5592% 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 98.227 "abstain" and with a total number of 3.447 voting rights unexpressed

The following are approved

**Empowerment of the Board of Directors and individually its members in order to take all the necessary measures for the implementation of points above, within the legal and statutory limits, identifying the allocation criteria, determining the number of shares to be effectively distributed, the period for exercising the rights, identifying the beneficiaries, appointing the intermediary, drawing up and publication of information documents in accordance with the law, as well as for the development and implementation of future "stock option plan" programs.**

4. With a total number of 34.245.119 voting rights validly expressed, representing 88,2726% of the Company's share capital and 88,2726% of the voting rights attached to the shares representing the Company's share capital, out of which 34.239.619 votes "in favour" representing 99,9839% 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, 5.500 votes "against" representing 0,0160% 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 2 "abstain" and with a total number of 4.099 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and 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. 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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**

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

**No. 1 of 27.04.2023**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**EGSM**”), 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 statutorily 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. 1423 of 27.03.2023 and in the newspaper Adevarul on-line of 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023**, 11:00 hrs., at the first convening at its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, 1<sup>st</sup> district, gathering a number of 79 shareholders holding a number of 34.242.414 shares with voting rights, representing 88.2551% of total voting rights, namely 88.2551% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence, or by electronic means,

**DECIDES**

1. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company’s share capital, out of which 33.208.253 votes "in favour" representing 96,9798% 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, 1.031.428 votes "against" representing 3,0121% 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 2.633 "abstain" representing 0,0076% 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 100 voting rights unexpressed

The following are approved

**Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 39,300 own shares (maximum 0,101290% of the existing share capital on the date of approval of this point by the EGSM), for a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, at a price per share between 5 RON and 35 RON, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% threshold of the total subscribed capital of the Company, in order to implement the Share Option Plan for Directors for the activity of 2021. The buy-back transactions may regard only fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, with the**

**exception of legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 39,300 shares.**

2. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 33.207.569 votes "in favour" representing 96,9778% 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, 1.031.612 votes "against" representing 3,0126% 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 3.133 "abstain" representing 0,0091% 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 100 voting rights unexpressed

The following are approved

**Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 64,800 own shares (maximum 0,167013 % of the existing share capital on the date of approval of this point by the EGSM), for a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, at a price per share between 5 RON and 35 RON, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% threshold of the total subscribed capital of the Company, in order to implement the Option Grant Plan for Sphera Directors for the activity of 2022. The buy-back transactions may regard only fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, with the exception of legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 64,800 shares.**

3. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 33.268.300 votes "in favour" representing 97,1552% 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, 875.216 votes "against" representing 2,5559% 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 97.715 "abstain" representing 0,2853% 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 1183 voting rights unexpressed

The following are approved

**Empowerment of Board of Directors and, individually, its members in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above.**

4. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 34.241.643 votes "in favour" representing 99,9977% 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, 500 votes "against" representing 0,0014% 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" and with a total number of 271 voting rights unexpressed

The following are approved

**Approval of the date of *May 15<sup>th</sup>, 2023* as the *record date* and of the for the identification of the shareholders who will benefit from the results of the EGSM and to whom the effects of the EGSM Decisions are applicable, in accordance with the applicable law.**

5. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 34.241.772 votes "in favour" representing 99,9981% 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, 540 votes "against" representing 0,0015% 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 2 "abstain" representing 0,000006% 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 100 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM resolutions and the updated Articles of Incorporation of the Company, with the amendments mentioned above and to submit any documents and give any necessary declarations for the registration/filing of the EGSM resolutions and the updated Articles of Incorporation of the Company with the Trade Registry, and to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents/deeds issued by the Trade Registry and/or any other competent authority.**

**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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**

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

**No. 2 of 27.04.2023**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or “**EGSM**”), 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 statutorily 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. 1423 of 27.03.2023 and in the newspaper Adevarul on-line of 24.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2023,

Legally and statutorily met on **27.04.2023**, 11:00 hrs., at the first convening at the Company’s registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, 1<sup>st</sup> district, gathering a number of 79 shareholders holding a number of 34.242.414 shares with voting rights, representing 88,2551% of total voting rights, namely 88,2551% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence, or by electronic means,

**DECIDES**

1. With a total number of 34.242.414 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company’s share capital, out of which 34.239.235 votes "in favour" representing 99,9907% 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, 2.559 votes "against" representing 0,0074% 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 520 "abstain" representing 0,0015% 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 100 voting rights unexpressed

The following are approved

**Amendment of the Company’s Articles of Incorporation, respectively (i) removing the preamble of the Company’s Articles of Incorporation and the Annex 1 related to Company’s shareholders and the paid-up capital structure, as well as (ii) amending art. 13 of the Company’s Articles of Incorporation, by introducing the art. 13.5 with the following content:**

***"13.5 The position of "abstention" adopted by a shareholder regarding the items on the agenda of a general meeting of shareholders represents an expressed vote."***

2. With a total number of 34.241.772 voting rights validly expressed, representing 88,2551% of the Company's share capital and 88,2551% of the voting rights attached to the shares representing the Company's share capital, out of which 34.241.772 votes "in favour" representing 99,9981% 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, 540 votes "against" representing 0,0015% 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 2 "abstain" representing 0,000006% 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 100 voting rights unexpressed

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM resolutions and the updated Articles of Incorporation of the Company, with the amendments mentioned above and to submit any documents and give any necessary declarations for the registration/filing of the EGSM resolutions and the updated Articles of Incorporation of the Company with the Trade Registry, and to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents/deeds issued by the Trade Registry and/or any other competent authority.**

**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 3 original copies, today 27.04.2023.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**