

**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 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. 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 statutory 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**