



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, 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. 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, 2nd floor – Ateneu Hall, 1st 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

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU