

**ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF
SPHERA FRANCHISE GROUP SA
REGARDING THE 5TH ITEM ON THE AGENDA
OF THE ORDINARY GENERAL SHAREHOLDERS MEETING
("OGSM")**

April 26th/29th, 2024

The Board of Directors of the company **Sphera Franchise Group S.A.**, a joint stock company managed under a one-tier system, operating in accordance with Romanian law, having its registered office in Romania, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, registered with the Trade Registry near Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (hereinafter referred to as the "Company"),

GIVEN,

The provisions of the Law no. 31/1990 on companies, republished, as further amended and supplemented (the "Law 31/1990"), the Law no. 24/2017 on issuers of securities and market operations, as further amended and supplemented (the "Law 24/2017"), and the FSA regulations in force, and further,

GIVEN,

The provisions of the art. 111, para (2), letter c) from the Law 31/1990 corelated with art. 9.2 letter e) form the Company's Articles of Association, under which the OGSM shall establish the remuneration of the members of the Board of Directors; and further,

The provisions of the art. 153¹⁸ from the Law 31/1990, according to which **"(1) The remuneration of the members of the board of directors or the supervisory board is established by the constitutive act or by decision of the general meeting of shareholders."**

GIVEN,

The Board of Directors' responsibilities and the size the of the business directly related with the activity provided;

THEREFORE,

In order to have the motivational element to ensure the fulfillment of the performance objectives imposed by the activity program and by the income and expenditure budget, the Board of Directors consider that the amount of remuneration due to the members of the Board of Directors is fair and proportional to the work performed,

It is hereby noted that the remunerations above described represent the only form of remuneration for the members of the board of directors and no member benefits from other bonuses, benefits in kind or supplementary pension schemes,

Related to the considerations presented above, the Board of Directors HEREBY ADVISE:

Approval of the monthly remuneration granted to the members of the Company's Board of Directors, amounting EUR 4000 (four thousand) net/month/member, EUR 4000 (four thousand) net/month for the

Chairman of the Board of Directors and EUR 200 (two hundred) 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 8 (eight) annual meetings of each 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.

Lucian HOANCA
Chairman of the Board of Directors
L.S.

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