

ENDORSEMENT LETTER OF THE BOARD OF DIRECTORS OF
SPHERA FRANCHISE GROUP SA
REGARDING ITEMS 6 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 proposal submitted for the approval of the OGSM, respectively:

"Approval of the Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished."

CONSIDERING, the provisions of Law no. 24/2017 on issuers of securities and market operations, as further amended and supplemented (the "**Law 24/2017**")

SINCE,

- The remuneration policy in force applicable within the Company was approved by OGSM Resolution no. 1 dated 11.08.2022 and is made available to shareholders on the Company's website;
- The changes made to the content of the Policy are not significant, noting however that they are necessary to facilitate the implementation of the variable remuneration of the executive directors by way of option granting plans, as well as to clarify certain aspects, such as the cases of non-granting of the remuneration variables of the executive directors, the way of converting the shares into cash. (*the revised version of the Policy is available on the Company's website, section Investor relations- General Shareholders Meetings*)

Related to the considerations presented above, the Board of Directors

HEREBY ADVISE:

Approval of the Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished. (**item 6/OGSM**)

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