

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

**No. 2 of 26.04.2024**

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. 1494 of 26.03.2024 and in the newspaper „Adevarul” (online edition) of 25.03.2024, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 25.03.2024,

Legally and statutory met on **26.04.2024**, 12.00 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 94 shareholders holding a number of 35.916.210 shares with voting rights, representing 92.5691% of total voting rights, namely 92.5691% 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 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.869.673 votes "in favour" representing 99.9860% 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, 5.000 votes "against" representing 0.0139% 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 41.537 voting rights unexpressed

The following are approved

**The Board of Directors proposal of dividend distribution from the undistributed net profit of financial years 2022-2023, as well as the approval of fixing a gross dividend / share amounting Lei 1.05.**

2. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.870.673 votes "in favour" representing 99.9888% 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, 0 votes "against" and 4.000 "abstain" representing 0.0111% 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 41.537 voting rights unexpressed

The following are approved

**The date of June 6<sup>th</sup>, 2024 as the payment date (“Payment date”).**

3. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.874.673 votes "in favour" representing 100% 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, 0 votes "against" and 0 "abstain" and with a total number of 41.537 voting rights unexpressed

The following are approved

**The date of of May 17<sup>th</sup>, 2024, as record date and of the date of May 16<sup>th</sup>, 2024, as Ex-date, for the identification of the shareholders who will benefit from the result of the OGSM resolutions and to whom the effects of the OGSM resolutions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.**

4. With a total number of 35.874.673 voting rights validly expressed, representing 92.4620% of the Company's share capital and 92.4620% of the voting rights attached to the shares representing the Company's share capital, out of which 35.873.673 votes "in favour" representing 99.9972% 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, 1.000 votes "against" representing 0.0027% 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 41.537 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 the resolutions adopted by the OGSM, including payment of any fees, to request and receive any documents/deeds in this regard and/or related to the implementation of the resolutions adopted by this OGSM, his signature being fully valid and opposable to the Company.**

**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 26.04.2024.

**Chairman of the Meeting**

**Lucian HOANCA**

**Secretary of the Meeting**

**Mihai CHISU**