

**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF
SPHERA FRANCHISE GROUP S.A.
No. 3 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, 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. 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 34.530.909 votes “in favour” representing 96.2542% 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, 1.240.557 votes “against” representing 3.4580% 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 103.207 “abstain” representing 0.2876 % 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 *Option Grant Plan for Sphera Directors for 2023* (“SOP**”) and ratification of the Company’s Board of Directors decision no. 2 dated February 28th, 2024, regarding the granting of variable share-based remuneration to the Company’s Eligible Directors, for their activity performed in 2023.**

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 34.957.083 votes “in favour” representing 97.4422% 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, 814.809 votes “against” representing 2.2712% 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 102.781 “abstain” representing 0.2865% 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

Empowerment of Board of Directors and individually its members in order to take all the necessary measures for the implementation of the above point, within the legal and statutory limits, identifying the allocation criteria, determining the number of shares to be effectively distributed, the period for exercising the rights, identifying the beneficiaries, appointing the intermediary, drawing up and publication of information documents in accordance with the law, as well as for the development and implementation of future "stock option plan" programs.

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 35.873.673 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