

To:

BURSA DE VALORI BUCUREȘTI S.A.
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

CURRENT REPORT 20/2024

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or Rulebook of the Bucharest Stock Exchange Market Operator.

Date of report	26.04.2024
Name of the Company	Sphera Franchise Group SA
Registered Office	Bucharest, Romania
Address	Calea Dorobanților nr. 239, 2nd floor, Bucharest sector 1
Phone / Fax	+40 21 201 17 57 / +40 21 201 17 59
Email	investor.relations@spheragroup.com
Registration nr. with Trade Registry	J40/7126/2017
Fiscal Code	RO 37586457
Subscribed and paid share capital	581,990,100 RON
Total number of shares	38,799,340
Symbol	SFG
Market where securities are traded	Bucharest Stock Exchange, Main Segment, Premium Category

Important events to be reported: Resolutions of the OGMS & EGMS dated 26.04.2024

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs the market that on 26.04.2024, starting with 12:00 PM, at the Group's headquarters located in Romania, Bucharest, 1st District, 239 Dorobanti Ave., 2nd floor - Ateneu Room, took place the Ordinary General Meeting of Shareholders of Sphera Franchise Group S.A. and starting with 13:00, at the same location, the Extraordinary General Meeting of Shareholders of the Group took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Group are attached to this Current Report.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoanca

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

No. 1 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 35.873.681 voting rights validly expressed, representing 92.4595% of the Company's share capital and 92.4595% of the voting rights attached to the shares representing the Company's share capital, out of which 35.773.531 votes "in favour" representing 99.7208% 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 100.150 "abstain" representing 0.2791% 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 42.529 voting rights unexpressed

The following are approved

The Company's individual annual financial statements and the consolidated annual financial statements, for the financial year ended on 31.12.2023, drafted in accordance with OMFP 2844/2016 for the approval of the Accounting Regulations pursuant to the International Financial Reporting Standards and the Annual Report of the Board of Directors, based on the report of the statutory financial auditor.

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 35.773.375 votes "in favour" representing 99.7176% 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 100.298 "abstain" representing 0.2795% 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 discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2023.

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 35.873.373 votes "in favour" representing 99.9963% 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, 1.300 votes "against" representing 0.0036% 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 Company's income and expenses budget and the business plan at consolidated level, for the financial year 2024.

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 34.535.079 votes "in favour" representing 96.2659% 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, 1.238.332 votes "against" representing 3.4518% 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 101.262 "abstain" representing 0.2822% 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 Company's Remuneration Report, related to the financial year ended on 31.12.2022 submitted to the consultative voting of the OGSM, considering the

provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.

5. 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 35.204.658 votes "in favour" representing 98.1323% 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, 569.489 votes "against" representing 1.5874% 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 100.526 "abstain" representing 0.2802% 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 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.

6. With a total number of 27.906.496 voting rights validly expressed, representing 71.9251% of the Company's share capital and 71.9251% of the voting rights attached to the shares representing the Company's share capital, out of which 25.597.388 votes "in favour" representing 91.7255% 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, 2.208.480 votes "against" representing 7.9138% 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 100.628 "abstain" representing 0.3605% 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 8.009.714 voting rights unexpressed

The following are approved

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.

7. 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

**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, 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 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 6th, 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 17th, 2024, as *record date* and of the date of May 16th, 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

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU

**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

Secretary of the Meeting

Lucian HOANCA

Mihai CHISU

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

No. 1 of 26.04.2024

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), 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**, 13.00 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 90 shareholders holding a number of 35.919.895 shares with voting rights, representing 92.5786% of total voting rights, namely 92.5786% 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 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.870.626 votes "in favour" representing 99.8628% 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, 1.007 votes "against" representing 0.0028% 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 5.501 "abstain" representing 0.0153% 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 42.761 voting rights unexpressed

The following are approved

Contracting by the Company, as borrower and/or debtor, as the case may be, together with US Food Network S.A (borrower and/or debtor, as the case may be), of an internal uncommitted credit facility, in the maximum amount of EUR 3,500,000 (three-million-five-hundred-thousand-Euro) (the "Facility"), to be granted by CITIBANK EUROPE PLC, DUBLIN - ROMANIA BRANCH, registered in Romania at the Trade Registry with number J40/21058/17.12.2008, unique

registration code 24882493, fiscal registration RO24882493, registered in the Register of Credit Institutions under no. RB-PJS-40-065 of 22.12.2008, (the "Bank"), based on a Framework Contract for the Granting of Bank Credits, under which the Company may request the granting of a Credit Type, under the terms and conditions of use granted by the Bank, namely:

a. The issuance of Bank guarantees, under the following terms:

(i) purpose: issuance of Bank guarantees utilized by the Borrowers, including the Bank guarantees issued on behalf of other Borrower's Group entities, for which the Borrowers assume all the herein mentioned obligations

(ii) currency: RON/EUR

(iii) maximum amount available: the equivalent of EUR 3,500,000 (three-million-five-hundred-thousand-Euro)

(iv) tenor of each Drawing: maximum 12 months or maximum 12 months with automated renewal option

The Bank reserves the right not to extend the issued Bank guarantees. In this case, the Bank will notify the Borrowers at least 60 days prior to the expiry date of the respective Bank guarantees.

(v) fees:

1. Fees applicable in case of Bank guarantees securing the Borrowers and Borrower's Group entities obligations, in Romania

Issuance Fee: 0.6% p.a., payable in advance at the issuance of each issued Bank guarantee;

*2. Fees applicable in case of Bank guarantees securing the Borrowers and Borrower's Group entities obligations, outside Romania**

Issuance Fee: USD 500 p.a., payable in advance at the issuance of each Bank guarantee;

Legal Review Fee: USD 500 per Bank guarantee, payable in advance at the issuance of each nonstandard Bank guarantee

Notary Authentication Fee of Citi signatures: USD 300 per Bank guarantee, payable only in case of Bank signatures authentication request coming from the Bank guarantee beneficiary

Courier/Post Charges: USD 200 per Bank guarantee, payable in the case of hard copy commitments required to be send towards beneficiary via courier or post;

****Note: these fees may be adjusted depending on each Citigroup Inc subsidiary from the country in which the Bank guarantee is issued***

(vi) other fees: any Bank guarantee issuance may involve payment of fees, other than the ones mentioned above and which will be further communicated by the Bank at the time of sending the issuance request

b. The issuance of Letters of credit, under the following terms:

(i) purpose: issuance of Letters of credit utilized by the Borrowers, including the Letters of credit issued on behalf of other Borrower's Group entities, for which the Borrowers assume all the herein mentioned obligations

(ii) type: at sight and with deferred payment

(iii) currency: RON/EUR

(iv) maximum amount available: the equivalent of EUR 3,500,000 (three-million-five-hundred-thousand-Euro)

(v) tenor of each Drawing: maximum 12 months or maximum 12 months with automated renewal option

The Bank reserves the right not to extend the issued Letters of credit. In this case, the Bank will notify the Borrowers at least 60 days prior to the expiry date of the respective Letters of credit.

(vi) fees:

1. Fees applicable in case of Letters of credit securing the Borrowers and Borrower's Group entities obligations, in Romania

Issuance Fee: 0.6% p.a., payable in advance at the issuance of each drawing (Letter of credit);

2. Fees applicable in case of Letters of credit securing the Borrowers and Borrower's Group entities obligations, outside Romania*

Issuance Fee: USD 500 p.a., payable in advance at the issuance of each Letters of credit;

Legal Review Fee: USD 500 per Letters of credit, payable in advance at the issuance of each nonstandard Letter of credit

Notary Authentication Fee of Citi signatures: USD 300 per Letters of credit, payable only in case of Bank signatures authentication request coming from the beneficiary

Courier/Post Charges: USD 200 per Letters of credit, payable in the case of hard copy commitments required to be send towards beneficiary via courier or post

****Note: these fees may be adjusted depending on each Citigroup Inc Subsidiary from the country in which the Letter of credit is issued***

(vii) other fees: any Letter of credit issuance may involve payment of fees, other than the ones mentioned above and which will be further communicated by the Bank at the time of sending the issuance request.

At any time, the total maximum amount utilized within the Credit Types under articles a. and b. cannot exceed the maximum available amount of EUR 3,500,000 (three-million-five-hundred-thousand-Euro) (or equivalent).

Facility / review fee: 0,5% from the maximum amount of the Facility, payable by the Borrowers at the contract signing date and at each annual anniversary.

2. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.870.536 votes "in favour" representing 99.8625% 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, 1.007 votes "against" representing 0.0028% 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 5.601 "abstain" representing 0.0155% 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 42.751 voting rights unexpressed

The following are approved

Establishing, in favor of the Bank, under a corresponding contract of guarantee, of the first ranking guarantee within the Bank's terms and conditions, in order to guarantee the payment of all amounts due under any of the Credit Types related to the Facility from point 1 on the EGMS agenda, respectively:

a. Movable mortgage on the Debtors' bank accounts opened at the Bank.

3. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.870.636 votes "in favour" representing 99.8628% 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, 1.007 votes "against" representing 0.0028% 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 5.501 "abstain" representing 0.0153% 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 42.751 voting rights unexpressed

The following are approved

Signing, together with US Food Network SA, as borrowers and/or debtors, as the case may be, of the necessary documentation for contracting/ drawing the above Facility, the Framework Agreement for the Granting of Bank Credits, the Movable Mortgage Agreement on bank accounts, the addenda thereof (including, but not limited to those regarding the Facility extension), including their annexes, to be signed by the Company, under the conditions, terms and costs requested by the Bank, as well as all and any other accessory documents and/or deeds in connection with or relating to the previously mentioned contracts, necessary for using the Facility, and/or using/reimbursement applications and/or any other necessary documents or in connection with these.

4. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.871.976 votes "in favour" representing 99.8665% 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, 1.007 votes "against" representing 0.0028% 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 4.151 "abstain" representing 0.0115% 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 42.761 voting rights unexpressed

The following are approved

Empowerment the Chief Executive Officer and/or the Chief Financial Officer of the Company to represent the Company in relation to the Bank, together or individually, with full powers, in order to negotiate and to validly sign, in the name and on behalf of the Company, of the terms and conditions of the necessary documentation mentioned at point 3 here above, for contracting/ drawing the Facility, as well as any other using/reimbursement applications and/or any other necessary documents or in connection with the above mentioned documents and to fulfil any formality in order to implement the above decisions, their decision and signature being opposable to the Company, within the limit of the mandate granted.

The Chief Executive Officer and/or the Chief Financial Officer of the Company may, in their turn, together or individually, to empower and grant authority to any third party they deem appropriate, in order to carry out all or part of the above-mentioned tasks, within the limits of the mandate granted.

5. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM 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 EGSM, 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 EGSM, 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

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS
MEETING OF SPHERA FRANCHISE GROUP S.A.
No. 2 of 26.04.2024**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), 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**, 13.00 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 90 shareholders holding a number of 35.919.895 shares with voting rights, representing 92.5786% of total voting rights, namely 92.5786% 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 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.056.330 votes "in favour" representing 97.5958% 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, 814.909 votes "against" representing 2.2686% 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 5.895 "abstain" representing 0.0164% 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 42.761 voting rights unexpressed

The following are approved

Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 75,346 own shares (maximum 0,194194% of the existing share capital on the date of approval of this point by the EGSM), for a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, at a price per share between 5 RON and 50 RON, the nominal value of such acquired own shares, including of those already, previously owned, cannot

exceed the 10% threshold of the total subscribed capital of the Company, in order to grant them (i) to the Company's management members for the purpose of implementing the Option Grant Plan for Sphera Directors for 2023, as well as (ii) to some management members of some of the Company's subsidiaries. The buy-back transactions may regard only fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves. The acquisition of the shares shall be performed through market operations, in order to acquire a maximum of 75,346 shares.

2. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 34.956.340 votes "in favour" representing 97.3174% 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, 814.909 votes "against" representing 2.2686% 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 105.895 "abstain" representing 0.2948% 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 42.751 voting rights unexpressed

The following are approved

Empowerment of Board of Directors and, individually, its members in order to execute all necessary and useful operations and / or procedures, regarding the implementation of the above point.

3. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Approval of date of *May 17th, 2024*, as the *record date* and of the for the identification of the shareholders who will benefit from the results of the EGSM and to whom the effects of the EGSM resolutions are applicable, in accordance with the applicable law.

4. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares

representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM 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 EGSM, 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 EGSM, 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

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS
MEETING OF SPHERA FRANCHISE GROUP S.A.
No. 3 of 26.04.2024**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), 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**, 13.00 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 90 shareholders holding a number of 35.919.895 shares with voting rights, representing 92.5786% of total voting rights, namely 92.5786% 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 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.451.509 votes "in favour" representing 98.6960% 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, 425.500 votes "against" representing 1.1845% 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 135 "abstain" representing 0.0003% 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 42.751 voting rights unexpressed

The following are approved

The authorization of the Board of Directors of the Company in order to acquire, either directly or by a third party acting on its own behalf, but for the Company, of a maximum number of 600,000 own shares (maximum 1,546418% of the existing share capital on the date of approval of this point by the EGSM), at a price per share between 5 RON and 50 RON, for the purpose of share capital reduction of the Company, by cancelling the repurchased shares, in accordance with article 207 paragraph (1) letter (c) of Companies' Law no. 31/1990 and empowering the

Board of Directors to execute all and any necessary and useful operations and/or procedures, within a maximum period of 24 (twenty-four) months from the date of the present EGSM. The buy-back program implementation will be done only from own sources.

2. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Approval of date of *May 17th, 2024*, as the *record date* and of the for the identification of the shareholders who will benefit from the results of the EGSM and to whom the effects of the EGSM resolutions are applicable, in accordance with the applicable law.

3. With a total number of 35.919.895 voting rights validly expressed, representing 92.5786% of the Company's share capital and 92.5786% of the voting rights attached to the shares representing the Company's share capital, out of which 35.876.039 votes "in favour" representing 99.8779% 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 105 "abstain" representing 0.0002% 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 42.751 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to validly sign the EGSM 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 EGSM, 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 EGSM, 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