

To:

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

## CURRENT REPORT 12/2026

**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.**

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|--------------------------------------|--|
| Date of report                       | <b>25.03.2026</b>  |
| Name of the Company                  | <b>Sphera Franchise Group SA</b>   |
| Registered Office                    | <b>Bucharest, Romania</b>  |
| Address                              | <b>Calea Dorobanților nr. 239, 2<sup>nd</sup> floor, Bucharest, District 1</b> |
| Phone / Fax                          | <b>+40 21 201 17 57 / +40 21 201 17 59</b>                                     |
| Email                                | <b>investor.relations@spheragroup.com</b>                                      |
| Registration nr. with Trade Registry | <b>J2017007126404</b>  |
| Fiscal Code                          | <b>RO 37586457</b>   |
| Subscribed and paid share capital    | <b>580,101,930 RON</b>   |
| Total number of shares               | <b>38,673,462</b>  |
| Symbol                               | <b>SFG</b>   |
| Market where securities are traded   | <b>Bucharest Stock Exchange, Main Segment, Premium Category</b>                |

**Important events to be reported: Decision of the Board of Directors to convene the Ordinary and Extraordinary General Meetings of Shareholders for 29/30.04.2026**

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs the market about the decision of the Board of Directors of the Group to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Group for 29.04.2026 (first call), respectively 30.04.2026 (second call), at 02:00 PM (OGMS) and 02:45 PM (EGMS), local time. The agenda of the meeting as stipulated in the convening notice is attached to this current report.

The supporting materials for the items on the OGMS and EGMS agenda will be available to the shareholders starting with 27.03.2026 (end of day), in electronic format on the website of the Group ([www.spheragroup.com](http://www.spheragroup.com)) and in hardcopy at the registry desk at the Group's headquarters.

CHIEF EXECUTIVE OFFICER

Călin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budeș

## CONVENING NOTICE

The Board of Directors of 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 Calea Dorobanti, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered under the Trade Registry of Bucharest Court under number J2017007126404, fiscal identification code 37586457 (hereinafter referred to as the "**Company**"), in accordance with the provisions of article 117 of Companies Law 31/1990, republished, as further amended and supplemented (hereinafter referred to as the "**Law 31/1990**"), of Law 24/2017 regarding issuers of securities and market operations, as further amended and supplemented (hereinafter referred to as the "**Law 24/2017**"), of Regulation no. 5/2018 regarding issuers of securities and market operations as further amended and supplemented (hereinafter referred to as the "**R5/2018**") and with article 10 of the Company's articles of association, hereby

### CONVENES

#### THE ORDINARY GENERAL SHAREHOLDERS MEETING (the "OGSM")

On **April 29<sup>th</sup>, 2026, 14:00** (Romania time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor - Ateneu Room, 1<sup>st</sup> District, for all the shareholders registered in the shareholders' registry kept by the Central Depository at the end of **April 17<sup>th</sup>, 2026**, set as the **reference date** for the OGSM, having the following agenda:

- 1. Approval** of the Company's individual annual financial statements and of the consolidated annual financial statements, for the financial year ended on 31.12.2025, drafted in accordance with OMF 2844/2016 for the approval of the Accounting Regulations pursuant to the International Financial Reporting Standards, accompanied by the Directors' Report and the statutory financial auditor's Report.
- 2. Approval** of the Company's Annual Report for the financial year 2025, which includes the Directors' Report and the Sustainability Report drafted in accordance with the Corporate Sustainability Reporting Directive (CSRD) and which is accompanied by the limited assurance report issued by the external financial auditor.
- 3. Approval** of the discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2025.
- 4. Approval** of the income and expenses budget and the business plan at consolidated level, for the financial year 2026.
- 5. Submission** of the Company's Remuneration Report, related to the financial year ended on 31.12.2025, to the consultative voting of the OGMS, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.
- 6. Approval** of the monthly remuneration granted to the members of the Company's Board of Directors, amounting EUR 4500 (four thousand five hundred) net/month/member, EUR 4500 (four thousand five

hundred) net/month for the Chairman of the Board of Directors. The remunerations such settled shall be valid as of the date of the present OGSM until the next OGSM by which the amount of remuneration due to the administrators shall be approved.

7. **Empower** the Chief Executive Officer of the Company to validly sign, in the name and on behalf of the Company the Addenda to the management agreements signed by the Company's Directors, which shall contain the new monthly remuneration granted to the members of the Company's Board of Directors approved according to item 6 above.
8. **Approval** of the *Option Grant Plan for Sphera Directors for 2025* ("SOP") and ratification of the Company's Board of Directors decision no. 2 dated 25.03.2026, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2025.
9. **Empower** the Board of Directors and individually its members in order to take all the necessary measures for the implementation of point 8 above, 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.
10. **Approval** of the Board of Directors proposal of distribution of the net profit realized on 31.12.2025 in the amount of **Lei 101.511.386**, as follows: (i) the establishment of the legal reserve in accordance with the statutory regulations in the amount of **Lei 5.075.569**, (ii) covering the loss related to the purchase of own shares in the amount of **Lei 391.238** and (iii) the allocation of undistributed profit in the amount of **Lei 96.044.579** as a carried forward result of the financial exercise.
11. **Approval** of the Board of Directors proposal for the distribution of dividends from the net carried forward result related to the financial years 2024-2025, as well as the approval of fixing a gross dividend / share amounting **Lei 1.06**.
12. **Approval** of the date of **June 10<sup>th</sup>, 2026**, as the payment date ("**Payment date**").
13. **Approval** of the date of **May 19<sup>th</sup>, 2026**, as **record date** and of the date of **May 18<sup>th</sup>, 2026**, 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.
14. **Empowering** 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.

AND

**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**  
**(the "EGSM")**

On **April 29<sup>th</sup>, 2026, 14:45** (Romania time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor - Ateneu Room, 1st District, for all the shareholders registered in the shareholders' registry kept by the Central Depository at the end of **April 17<sup>th</sup>, 2026**, set as the **reference date** for the EGSM, having the following agenda:

**1. Approval** of contracting by the Company (as "Borrower 1" and/or "Guarantor 1"), together with US Food Network S.A ("Borrower 2" and/or "Guarantor 2") and California Fresh Flavors S.R.L. ("Borrower 3" and/or "Guarantor 3") of a credit facility in the form of a term loan, binding, in the maximum amount of EUR 27,000,000 (twenty-seven million euros) (the "Term Facility"), to be granted by RAIFFEISEN BANK SA, registered in the Banking Register No. RB-PJR-40-009/1999, Trade Register No. J40/44/1991, having Unique Registration Code 361820, Tax Registration Code (C.I.F) RO 361820, with headquarters in Bucharest - Romania, Calea Floreasca no. 246D, Sector 1, ("Bank"), based on a TERM CREDIT FACILITY CONTRACT, under the terms and conditions of use granted by the Bank, namely:

- ✓ *The amount of the Term Facility made available by the Bank can be used as follows:*
  - *Borrower 1 will be able to use the facility up to the value of EUR 20,000,000 (twenty million euros);*
  - *Borrower 2 will be able to use the facility up to the value of EUR 27,000,000 (twenty-seven million euros);*
  - *Borrower 3 will be able to use the facility up to the value of EUR 5,000,000 (five million euros);*

*Provided that at any time the sum of the uses made by the three Borrowers shall not exceed the Facility Amount.*

- ✓ *Facility Duration: The Facility is granted for a maximum period of 84 months starting with the date of signing the contract, without exceeding the Maturity Date, 30.04.2033.*

**2. Approval** of the establishing, in favor of the Bank, based on an appropriate guarantee agreement, of guarantees with the priority ranking requested by the Bank, under the Bank's terms and conditions, in order to guarantee the payment of all amounts due under the Term Facility from point 1 on the EGSM agenda, with the following guarantees:

- a. *movable mortgage on the current accounts opened by the Company at the Bank and on the receivables from third parties that will be collected through the respective current accounts;*
- b. *movable mortgage on all present and future receivables, consisting of dividends related to the shares that the Company holds and/or will hold in the share capital of US FOOD NETWORK SRL Italy ;*

- c. *movable mortgage on all present and future receivables, consisting of dividends related to the shares that the Company holds and/or will hold in the share capital of "U.S. Food Network" SRL, Republic of Moldova;*
- d. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from present and future loan agreements concluded between the Company and US FOOD NETWORK SRL - ITALY,*
- e. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from present and future loan agreements concluded between the Company and U.S. Food Network" SRL, Republic of Moldova,*
- f. *movable mortgage on all receivables, present and future, together with all rights, benefits and guarantees related thereto, resulting from the loan agreements concluded between the Company and US FOOD NETWORK S.A and CALIFORNIA FRESH FLAVORS S.R.L as well as those granted by them to AMERICAN RESTAURANT SYSTEM SA.,*
- g. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from loan agreements concluded between the Company and any other company in the Group and which will be financed from the amounts granted through the Term Facility;*

*To avoid any interpretations, the mortgages on the accounts opened at Raiffeisen Bank and on the loans and equipment financed by Raiffeisen Bank SA will have priority rank, the other guarantees will have subsequent rank to the mortgages already established by the Company in favor of Unicredit Bank.*

**3. Approval** of contracting by the Company (as "Borrower 1" and/or "Guarantor 1"), together with US Food Network S.A ("Borrower 2" and/or "Guarantor 2"), American Restaurant System SA ("Borrower 3" and/or "Guarantor 3") and California Fresh Flavors S.R.L. ("Borrower 4" and/or "Guarantor 4") of a non-binding, revolving credit facility, in the form of an overdraft with the possibility of issuing letters of bank guarantee (L/G), in the maximum amount of EUR 3,000,000 (three million euros) usable in EURO/RON ("Overdraft/LG Facility"), to be granted by the Bank, based on an OVERDRAFT CREDIT FACILITY CONTRACT WITH THE POSSIBILITY OF ISSUING LETTERS OF BANK GUARANTEE, under the terms and conditions of use granted by the Bank, namely:

- ✓ **Purpose of the Overdraft/LG Facility:** *financing the current activity of the Borrowers, including for the issuance of Letters of Guarantee ("L/G");*
- ✓ **The Overdraft/LG Facility may be used:**
  - *for financing current activity, until 29.04.2027 ("Cut-Off Date"), to be repaid no later than 30.04.2027 ("Maturity Date"/"Maturity Date" for uses in the form of Overdraft)*
  - *for issuing L/G, until 29.04.2027 ("Cut-Off Date"); The Facility Amount used for this purpose shall be repaid within a maximum of 60 months from the Signing Date without exceeding 30.04.2031 ("Maturity Date" and/or "Maturity Date" for uses in the form of LG loans*

**4. Approval** of establishing, in favor of the Bank, based on an appropriate guarantee agreement, of guarantees with the priority ranking requested by the Bank, under the Bank's terms and conditions, in order to guarantee the payment of all amounts due under the Overdraft/LG Facility from point 3 on the EGMS agenda, with the following guarantees:

- a. *movable mortgage on the current accounts opened by the Company at the Bank and on the receivables from third parties that will be collected through the respective current accounts;*
- b. *movable mortgage on future available funds deposited in the special-purpose account opened by the Company at the Bank;*
- c. *movable mortgage on all present and future receivables, consisting of dividends related to the shares that the Company holds and/or will hold in the share capital of US FOOD NETWORK SRL Italy ;*
- d. *movable mortgage on all present and future receivables, consisting of dividends related to the shares that the Company holds and/or will hold in the share capital of "U.S. Food Network" SRL, Republic of Moldova;*
- e. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from present and future loan agreements concluded between the Company and US FOOD NETWORK SRL - ITALY,*
- f. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from present and future loan agreements concluded between the Company and U.S. Food Network" SRL, Republic of Moldova,*
- g. *movable mortgage on all receivables, present and future, together with all rights, benefits and guarantees related thereto, resulting from the loan agreements concluded between the Company and US FOOD NETWORK S.A and CALIFORNIA FRESH FLAVORS S.R.L as well as those granted by them to AMERICAN RESTAURANT SYSTEM SA.,*
- h. *movable mortgage on all present and future receivables, together with all rights, benefits and guarantees related thereto, resulting from loan agreements concluded between the Company and any other company in the Group and which will be financed from the amounts granted through the Term Facility;*

*To avoid any interpretations, the mortgages on the accounts opened at Raiffeisen Bank and on the loans and equipment financed by Raiffeisen Bank SA will have priority rank, the other guarantees will have subsequent rank to the mortgages already established by the Company in favor of Unicredit Bank.*

**5. Approval** of signing, together with US Food Network SA, American Restaurant System SA si California Fresh Flavors S.R.L., as Borrowers and/or Guarantors, as the case may be, of the necessary documentation for contracting/ obtaining the term and overdraft/LG credit facilities, namely the credit facility agreements referred to in points 1 and 3 above, the movable mortgage agreements, the

subordination contracts of loans granted by the associates, future addenda to these agreements (including, but not limited to those regarding the extension of credit facilities, as applicable) 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 documents and/or ancillary documents in connection with or relating to the aforementioned agreements, necessary for the use of the term credit and overdraft/LG facilities, and/or use/ reimbursement requests and/or any other documents necessary for or related to them.

**6. Approval** of signing, together with US Food Network SA, American Restaurant System SA si California Fresh Flavors S.R.L, of the Intercreditor Agreement to be concluded by and between RAIFFEISEN BANK S.A., UNICREDIT BANK S.A. (legal successor to Alpha Bank S.A.) and the Borrowers/Guarantors SPHERA FRANCHISE GROUP S.A., US FOOD NETWORK S.A, AMERICAN RESTAURANT SYSTEM S.A, and CALIFORNIA FRESH FLAVORS S.R.L, which will establish the method for dividing the income from the enforcement of the guarantees related to the loans granted to the Borrowers by the Bank and/or Unicredit Bank S.A.

**7. Empowering** of the Chief Executive Officer and/or the Chief Financial Officer of the Company to fulfill, in the name and on behalf of the Company, together or individually, the provisions of this EGMS Decision and to negotiate and sign, including but not limited to the documentation necessary to obtain / carry out the above credit facilities, the facilities agreement and its annexes, the movable mortgage agreements, the subordination contracts of loans granted by the associates, additional documents to all these contracts, including their annexes, the Intercreditor Agreement, as well as of the necessary documents for the use of the credit facilities and/or any other necessary documents or in connection with the above mentioned documents.

The Chief Executive Officer and/or the Chief Financial Officer of the Company are empowered, together or individually, to negotiate with full powers the terms and conditions of the credit facilities mentioned above, of the Intercreditor Agreement, the facilities agreement and its annexes (having as object including, but not limited to changing the method of repayment and repayment dates of credit, any extension of the term / term of the loan, conversion of the credit into any other currency, change of credit guarantee structure, determination of credit costs, change of credit object, any other contractual changes regarding credit specific terms and conditions, commitments, etc, except for those that increase the total amount of the Facility or those that establish new types of guarantees in addition to those already approved) and / or in the case of guarantee agreements, the subordination contracts of loans granted by the associates, including their future addenda/ annexes, their decision and signature being opposable to the Company, within the limits of the mandate granted.

The Chief Executive Officer and/or the Chief Financial Officer of the Company may, together or individually, empower and grant authority to any third party they deems appropriate, in order to carry out all or part of the above-mentioned tasks, within the limits of the mandate granted. If the signatory is different from the Chief Executive Officer, the Chief Executive Officer shall grant an internal mandate (power of attorney) to the person / persons concerned, the object of which shall be to reflect exactly the content of this Decision.

The mandate granted by this resolution is valid until 08.02.2028. Any revocation of the mandate granted or of the authorized representatives shall be expressly communicated to Raiffeisen Bank SA by means of a notification sent to this effect, by post with a return receipt requested. Until such revocation is communicated, the signature of the Chief Executive Officer and/or the Chief Financial Officer shall be fully opposable to the Company.

- 8. 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 **20,729** own shares (maximum 0,0536% 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, in order to continue implementing the Stock Option Plan approved by OGSM Resolution No. 2 of April 26<sup>th</sup>, 2024, given that the repurchase authorized under the previous resolution was only partially completed and its validity period has expired. 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 20,729 shares.
- 9. 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 27,025 own shares (maximum 0,0699% 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 2025*, 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 27,025 shares.
- 10. Empowering** the Board of Directors and, individually, its members in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 8 and 9 above.
- 11. Approval** of the date of **May 19<sup>th</sup>, 2026**, 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.

**Empowering** of the Chairman of the Board of Directors of the Company to validly sign the resolutions taken by the present EGSM and/or any documents in this regard, related to the implementation of the resolutions adopted by this EGSM, his signature being fully valid and opposable to the Company 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 any resolution or decision adopted by the EGSM on 29/30.04.2026.

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.

Only the persons who are registered as shareholders as of the reference date April 17<sup>th</sup>, 2026 (the "**Reference Date**") in the Company's shareholders' registry kept by the Central Depository have the right to participate and vote in the OGSM/EGSM.

#### **Shareholders' proposals regarding the general shareholders meeting**

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital (hereinafter referred to as "**Initiators**") is/are entitled to:

- a) add items on the agenda of the OGSM/EGSM, provided that each item is accompanied by a justification, or a draft resolution proposed for adoption by the OGSM/EGSM; and
- b) submit draft decisions for the items included or proposed to be included on the agenda of the OGSM/EGSM.

Initiators' requests for adding new items on the agenda, as well as the draft decisions for the items included or proposed to be included on the agenda of the OGSM/EGSM, together with the copy of the Initiator's valid identity card, may be submitted as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of April 10<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 29/30 APRIL 2026**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of April 10<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 29/30 APRIL 2026**";
- c) sent via e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date April 10<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), at [AGA@spheragroup.com](mailto:AGA@spheragroup.com), with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A. HELD ON 29/30 APRIL 2026**".

The agenda supplemented with the items proposed by the afore-mentioned shareholders shall be published in compliance with the requirements stipulated by the law and the articles of association for convening the OGSM/EGSM, at least 10 days before the OGSM/EGSM date.

#### **Questions about the general shareholders meeting**

The Company's shareholders, regardless of their participation to the share capital, may submit written questions regarding the items on the agenda of the OGSM/EGSM, accompanied by the copy of the shareholder's valid identity document, as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of April 28<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and in capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**;
- b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of April 28<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD 29/30 APRIL 2026"**;
- c) sent via e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of April 28<sup>th</sup>, 2026, 5:00 p.m. hrs. (Romania time), at [AGA@spheragroup.com](mailto:AGA@spheragroup.com), with the subject **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**.

#### **Participation in the general shareholders meeting**

The access of the shareholders registered in the shareholders' registry as of the Reference Date and entitled to participate in the OGSM/EGSM is permitted by simple proof of their identity, made (i) in the case of individual shareholders, with their identity document or, (ii) in case of legal persons shareholders, with the identity document of the legal representative, and (iii) in case of represented legal persons and individual shareholders, with the power of attorney given to the person representing them, in accordance with the applicable legal provisions.

Shareholders registered as of the Reference Date in the Company's shareholders' registry kept by the Central Depository may participate in person (physically or online/electronic), by correspondence (vote by ballot or electronic) or by representation in the OGSM/EGSM, each shareholder having the right to appoint any other individual or legal person as representative to participate and vote on his behalf in the OGSM/EGSM, subject to the provisions of art. 105 of Law no. 24/2017.

A shareholder may appoint one person to represent him in the OGSM/EGSM. However, if a shareholder owns shares in the Company in multiple securities accounts, this restriction shall not prevent him from appointing a separate representative for the shares held in each securities account in respect of a particular

general meeting. However, the shareholder is prohibited from expressing different votes on the basis of the shares held by him in the Company's share capital.

In the case of participation by representation, the shareholder shall appoint a representative by a special power of attorney in the form provided to the shareholders by the Company, both in Romanian and in English language, or by a general power of attorney granted according to the terms described below.

A shareholder may appoint by power of attorney one or more substitute representatives who can assure his representation in the OGSM/EGSM in case the main representative appointed cannot fulfil his mandate. In case more substitute representatives are appointed by the power of attorney, the order in which they will exercise their mandate must be specified.

In case a shareholder is represented by a credit institution which performs custody services, the latter may vote in the OGSM/EGSM based on the voting instructions received by electronic communication means, without the shareholder having to issue a special or general power of attorney. The custodian shall vote in the OGSM/EGSM exclusively in accordance and within the limits of the instructions received from its clients who are shareholders as of the Reference Date.

In the event that certain items which were not on the published agenda are discussed in the OGSM/EGSM, in accordance with legal provisions, the representative may vote on them in accordance with the interest of the shareholder it represents.

#### **Special power of attorney**

The special power of attorney is valid exclusively for the OGSM/EGSM it was requested for. The special power of attorney may be granted only by using the special power of attorney form provided to the shareholders by the Company in accordance with section *Other provisions regarding the general shareholders meeting* below.

The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him. The special powers of attorney must contain specific voting instructions for each item on the agenda of the OGSM/EGSM.

In case of the special power of attorney, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of the shareholder and the representative, shall be submitted to the Company as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026**";

- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs.(Romania time), at [AGA@spheragroup.com](mailto:AGA@spheragroup.com), with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026**".

In all cases, upon registration, the representative shall submit to the persons organising the OGSM/EGSM an original copy of the special power of attorney.

**General power of attorney**

The general power of attorney shall be valid only if: (i) it is granted for a period not exceeding 3 years, if the parties have not expressly agreed a longer term; (ii) it expressly enables the representative of the shareholder granting such power of attorney to vote on all issues under debate in the general meetings of the Company's shareholders, including acts of disposal and (iii) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) item 19 of Law 24/2017 or to a lawyer.

The Company's shareholders may not be represented in the OGSM/EGSM based on a general power of attorney given to a person who is subject to a conflict of interest that may arise in particular in one of the following cases:

- a) is a majority shareholder of the Company or is another entity controlled by such shareholder;
- b) is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity, as provided under a) above;
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, as provided in under a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the individuals referred to under a) - c) above.

The general power of attorney shall contain at least the following information: **1.** name of the shareholder; **2.** name of the representative (to whom the power of attorney is granted); **3.** date of the power of attorney and its period of validity, in compliance with legal provisions; the powers of attorney bearing a later date have the effect of revoking previously dated powers of attorney; **4.** statement of the fact that the shareholder empowers the representative to attend and vote on his behalf by general power of attorney in the general shareholders meeting for the entire holding of the shareholder as of the reference date, expressly specifying the company/companies for which the general power of attorney is to be used.

The validity of general power of attorney ceases in accordance with par. 2 of art. 202 of the Regulation no. 5/2018 on the issuers of financial instruments and market operations, as further amended and supplemented, issued by the Financial Supervisory Authority (hereinafter, "**R5/2018**").

Before its first use, a copy of the general power of attorney signed by the shareholder and complying with the minimum content provided by R5/2018, certified under signature by the representative as true copy of the original and accompanied by a copy of the shareholder's identity document and an affidavit given by the intermediary or lawyer as below, shall be submitted to the Company as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and in capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**;
- b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**;
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), at [AGA@spheragroup.com](mailto:AGA@spheragroup.com), with the subject **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**.

The affidavit given by the legal representative of the intermediary or by the lawyer who received the general power of attorney, shall specify the following:

- a) the power of attorney is granted by such shareholder, having the capacity of customer, to the intermediary or, as the case may be, to the lawyer;
- b) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if necessary.

The affidavit must be submitted in original, signed and, where appropriate, sealed, without any other further formalities related to its form being necessary. The affidavit shall be submitted to the Company together with the general power of attorney, in the terms and conditions set out above.

Copies of the general powers of attorney certified under signature by the representative as true copies of the original shall be kept by the Company, this being mentioned in the minutes of the OGSM/EGSM.

#### **Other provisions related to representation**

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding for the Company if it is received by the Company until deadline for submitting/sending powers of attorney.

The empowered person cannot be replaced by another person, except for the case where this right has been specifically granted by the shareholder in the power of attorney. In case the empowered person is a legal person, it can exercise the mandate granted through any person who is part of its administration or management body or of its employees.

#### **Voting by correspondence**

The Company's shareholders registered as of the Reference Date in the registry of the Company's shareholders kept by the Central Depository may vote by correspondence using the ballot forms for voting

by correspondence made available to shareholders by the Company, both in Romanian and in English language, on the Company's website or in the electronic voting platform.

The vote by correspondence may be cast by a conventional representative of the shareholder only if he receives from the shareholder whom he represents a special/general power of attorney to be submitted to the Company in accordance with article 105 of Law no. 24/2017. If the person representing the shareholder by personally attending the OGSM/EGSM is another person than the one who expressed the vote by correspondence, then, for the validity of his vote, that person shall submit to the secretary of the OGSM/EGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This requirement is not applicable if the shareholder or his legal representative is personally present at the OGSM/EGSM.

In case of voting by correspondence, the ballot forms, filled in English or Romanian language and signed, accompanied by a copy of the identity document of the shareholder and the representative, may be submitted as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, in a sealed envelope, with a clear written statement and in capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"** by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time);
- b) sent to the Company's registry located in Romania, Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time), in a sealed envelope, with a clear written statement and with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"**.
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, at [AGA@spheragroup.com](mailto:AGA@spheragroup.com), with the subject **"FOR THE GENERAL SHAREHOLDERS MEETING OF SPHERA FRANCHISE GROUP S.A HELD ON 29/30 APRIL 2026"** by the date of April 27<sup>th</sup>, 2026, 12:00 p.m. hrs. (Romania time).

The ballot forms by correspondence can be sent electronically by electronic means of voting according to art.197 of Regulation 5/2018 of the A.S.F. on issuers of financial instruments and market operations. The identification and expression of the vote by electronic mail is done by accessing the link: <https://sfg.evote.ro>.

Electronic ballot forms can be submitted at any time from the beginning of the vote until the live session of the general shareholders meeting, the last voting option submitted being the registered one.

In the event that the shareholder who cast his vote by correspondence participates in the general meeting in person or through his representative (provided that a special / general power of attorney has been sent in accordance with the conditions set forth in this Convening notice), the vote by correspondence cast for

that OGSM/EGSM will remain valid only if the shareholder does not express another voting option in person or through a representative.

### **Voting by electronic means**

The Company's shareholders registered as of the Reference Date in the registry of the Company's shareholders kept by the Central Depository may vote by electronic means, in accordance with the provisions of art.197 of the Regulation 5/2018 of the A.S.F. regarding the issuers of financial instruments and market operations.

For electronic transmission of the votes, the shareholders shall use electronic means, through eVOTE platform (before or during AGA) by accessing the link <https://sfg.evot.ro> from any device connected to the internet and through eVotePRO platform (before GSM) for professional investors as defined by Law no. 126/2018 on financial instruments markets, in accordance with the provisions of art. 197 of the Regulation 5/2018. For professional shareholders who choose to exercise their right to vote through the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal identification requirements specified in section b) below.

Electronic voting forms can be submitted at any time from the start of voting to the live session of the general meeting of shareholders or expressed/re-expressed directly in the live session of the meeting, the last voting option being the recorded one.

The platforms contain voting options for all items on the agenda. Electronic vote is exercised by ticking a voting option "for" or "against" or by "abstaining", followed by pressing the button "register vote". Votes marked in the platform without pressing the "register vote" button will not be taken into account.

The shareholder can log in and vote as many times as he/she wishes within the designated voting period by correspondence and/or live, the last voting option being the recorded vote.

Shareholders should take into consideration that, before exercising their voting rights via the eVote platform/eVotePRO platform, they must complete the registration process described below and their voting account must be validated by the Company.

Shareholders who are individuals need to complete the registration process only once and update their information whenever necessary. Shareholders who are legal persons /entities without legal personality must complete it for each GSM, except for professional shareholders voting via the eVotePRO platform whose identification documents have been previously validated, remain valid (within 12 months from the date of issuance) and have not been modified and/or replaced by new documents.

For identification and online access to the eVote/eVotePRO platform on the OGSM/EGSM, the shareholders provide the following information:

#### **a) Natural Persons:**

- Name surname
- Personal Numeric Code (CNP)
- Email address

- Copy of identity document (identity card, identity card, passport, residence permit)

- Phone number (optional)

or

they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Central Depository: <https://www.roclear.ro/Inrolare-Investitori>

**b) Legal entities:**

- Name of legal person;

- Unique registration code (CUI);

- Name First name legal representative;

- Personal Numeric Code (CNP) legally represented;

- Email address

- Legal representative identity card (identity card, identity card, passport, residence permit)

- Copy of the ascertaining certificate issued by the trade register or any equivalent document issued by a competent authority of the of state in which the shareholder of the legal person is legally registered, presented in original or in copy according to the original not older than 12 (twelve) months as of the date of publication of the convocation of the OGSM/EGSM in the Official Gazette of Romania and allowing their identification in the Company's shareholder register kept by the Central Depository. the capacity of legal representative will be taken from the shareholders' register as of the Reference Date, received from the Central Depository SA if the shareholder has informed the Central Depository SA in due time about its representative. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the Reference Date \*

- Phone number (optional)

The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

**\*The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: .jpg, .pdf, .png.**

The shareholders can connect and vote whenever they want within the designated voting period by mail and / or live, the last voting option being the registered one.

The identification made by the Company in the case of individual shareholders gives access to the General Meetings of the Company when the respective natural person is a shareholder at the afferent Reference Date.

The identification made by the Company in the case of legal persons shareholders, special or general proxies gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

The shareholders participating in person in the OGSM/EGSM may opt for expressing the votes by means of printed ballots or by using electronic means.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department or phone number +40 21 2011757.

The Company shall ensure the confidentiality of Personal Data and will process Personal Data exclusively for the purpose of conducting the OGSM/EGSM meetings and implementing / registering the decisions adopted, according to the applicable legal provisions.

**Other provisions regarding the general shareholders meeting**

In case of shareholders who are legal persons or entities without legal status, the capacity of legal representative is established based on the list of shareholders valid as of the Reference Date, received from the Central Depository. Documents certifying the capacity of legal representative drafted in a foreign language other than English language shall be accompanied by a translation made by a sworn translator into Romanian or English language, without the legalization or apostille of these documents being necessary.

In all the cases described above, when a reference is made to:

- a) **the identity documents** of a person, the following documents are considered: (i) in case of individuals – identity card/passport, and (ii) in case of legal persons – identity card/passport of the legal representative registered in the list of Company's shareholders issued by the Central Depository; the identity documents that do not use Latin spelling will be presented in a translated form so as to ensure the possibility of verifying the person's identity.
- b) **the shareholder's representative registered in the list of shareholders issued by the Central Depository**, if that respective representative is not registered as such in the records of the Central Depository, for identifying the representative of the shareholder legal person, a certificate of status issued by the Trade Registry shall be submitted, or any other equivalent document, in original or true copy of the original, issued by a competent authority of the state in which the shareholder is legally registered, certifying the quality of legal representative, which shall not be older than 3 months before the publication date of the convening notice for the OGSM/EGSM.

Failure to send the general or special powers of attorney/ballot by correspondence forms until the due date is sanctioned with the loss of the right to vote by representative/correspondence within the OGSM/EGSM. The special powers of attorney/ballot by correspondence forms which do not contain at least the information contained in the form provided by the Company are not binding to the Company and the general powers of attorney that do not contain the minimum information required by the legal provisions are also not binding to the Company.

If, on **April 29<sup>th</sup>, 2026** (date of the first convening of the OGSM/EGSM), the legal and statutory validity requirements for holding the OGSM/EGSM are not met, the respective OGSM/EGSM is convened on **April 30<sup>th</sup>, 2026** in the same location, at the same time, and having the same agenda.

As of the date of the convening, the Company's share capital is formed of 38,673,462 nominative shares, each share giving the right to one vote, with the exception of its own shares bought back by the Company, in the number of 163,503 which have the right to vote suspended, according to art. 105 para. (2) from Law 31/1990.

The documents and informative materials concerning the points included on the agenda of the OGSM/EGSM, this convening notice, the draft resolutions, the total number of shares and the voting rights at the date of the convening, as well as the special powers of attorney and ballot by correspondence forms for the OGSM/EGSM shall be made available to the shareholders, both in Romanian and in English language, **at least 30 days before the date of the OGSM/EGSM**, at the Company's registered office of Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district and shall be made available on the Company's website ([www.spheragroup.com](http://www.spheragroup.com), *Investor Relations* section).

The draft resolutions proposed by shareholders shall be posted on the Company's website as soon as possible, after being received by the Company.

Additional information may be obtained from the *Investor Relations* Department, by phone 021.201.17.57 and on the Company's website [www.spheragroup.com](http://www.spheragroup.com).

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Lucian HOANCA**