

To:

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

## CURRENT REPORT 10/2024

**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	<b>25.03.2024</b>
Name of the Company	<b>Sphera Franchise Group SA</b>
Registered Office	<b>Bucharest, Romania</b>
Address	<b>Calea Dorobanților nr. 239, 2nd floor, Bucharest sector 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>J40/7126/2017</b>
Fiscal Code	<b>RO 37586457</b>
Subscribed and paid share capital	<b>581,990,100 RON</b>
Total number of shares	<b>38,799,340</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 Ordinary and Extraordinary General Meetings of Shareholders for 26/29.04.2024**

Sphera Franchise Group S.A. (hereinafter referred to as the "Company") informs the market about the decision of the Board of Directors of the Company to convene the Ordinary General Meetings of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 26.04.2024 (the first call), respectively 29.04.2024 (the second call), at 12:00 PM (OGMS) and 13:00 (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 26.03.2024 (end of day), in electronic format on the website of the company ([www.spheragroup.com](http://www.spheragroup.com)) and in hardcopy at the registry desk at the company's headquarters. The OGMS and EGMS convening notice will be published in the Romanian Official Gazette - Part IV and in one national newspaper.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoancă

## 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 J40/7126/2017, 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 26<sup>th</sup>, 2024, 12:00 PM** (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>, 2024**, 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 31.12.2023, 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. Approval** of the discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2023.
- 3. Approval** of the income and expenses budget and the business plan at consolidated level, for the financial year 2024.
- 4. Consultative vote** of the OGSM for the Company's Remuneration Report, related to the financial year ended on 31<sup>st</sup> of December 2023, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.
- 5. Approval** of 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. **Approval** of the Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.
7. **Approval** of 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**.
8. **Approval** of the date of **June 6<sup>th</sup>, 2024**, as the payment date (“**Payment date**”).
9. **Approval** of the date of **May 17<sup>th</sup>, 2024**, as *record date* and of the date of **May 16<sup>th</sup>, 2024**, as *Ex-date*, for the identification of the shareholders who will benefit from the result of the OGSM resolutions and to whom the effects of the OGSM resolutions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.
10. **Approval** of the *Option Grant Plan for Sphera Directors for 2023* ("SOP") and **ratification** of the Company’s Board of Directors decision no. 2 dated February 28<sup>th</sup>, 2024, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2023.
11. **Empower** the Board of Directors and individually its members in order to take all the necessary measures for the implementation of point 10 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.
12. **Empower** 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.

**AND**

**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**  
**(the “EGSM”)**

On **April 26<sup>th</sup>, 2024, 13:00 PM** (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>, 2024**, set as the **reference date** for the EGSM, having the following agenda:

- 1. 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. **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. **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. **Empower** 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. **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.
6. **Empower** the Board of Directors and, individually, its members in order to execute all necessary and useful operations and / or procedures, regarding the implementation of point 5 above.
7. **Approval** of 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 canceling 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.
8. **Approval** of the date of *May 17<sup>th</sup>, 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.
9. **Empower** 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.

Only the persons who are registered as shareholders as of the reference date April 17<sup>th</sup>, 2024 (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 09<sup>th</sup>, 2024, 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 26/29 APRIL 2024**";
- 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 09<sup>th</sup>, 2024, 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 26/29 APRIL 2024**";
- c) sent via e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date April 09<sup>th</sup>, 2024, 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 26/29 APRIL 2024**".

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 25<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;
- 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 25<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;
- 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 25<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**.

### **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) 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;
- 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;
- 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**.

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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;
- 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**;

- 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**.

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 26/29 APRIL 2024"** by the date of April 24<sup>th</sup>, 2024, 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 24<sup>th</sup>, 2024, 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 26/29 APRIL 2024"**.
- 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 26/29 APRIL 2024"** by the date of April 24<sup>th</sup>, 2024, 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.evot.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, by accessing the link <https://sfg.evot.ro> from any device connected to the internet. For identification and online access to 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. 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 26<sup>th</sup>, 2024 (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 29<sup>th</sup>, 2024 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 38,799,340 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 64,800 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 HOANCĂ**