

To:

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

## CURRENT REPORT 47/2026

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.

|                                      |                                                                                |
|--------------------------------------|--------------------------------------------------------------------------------|
| Date of report                       | <b>28.10.2026</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: Resolutions of the OGMS & EGMS dated 28.10.2026**

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs the market that on 28.10.2026, starting with 11:00 AM, at the Group's headquarters located in Romania, Bucharest, 1<sup>st</sup> District, 239 Dorobanti Ave., 2<sup>nd</sup> floor - Ateneu Room, took place the Ordinary General Meeting of Shareholders of the Group and starting with 11:17 AM, at the same location, the Extraordinary General Meeting of Shareholders took place. For both meetings, the legal and statutory quorum was constituted at first call.

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

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoanca

**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF****SPHERA FRANCHISE GROUP S.A.****No. 1 of 28.10.2026**

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**OGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered with the Trade Registry of Bucharest Court under number J2017007126404, fiscal identification code 37586457 (referred to as the "**Company**"), duly and statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 6945 of 23.09.2026 and in the newspaper Adevarul, *online* edition of 23.09.2026, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 21.09.2026,

Legally and statutorily met on **28.10.2026**, 11:00 hrs., at the first convening at Bucharest, 239 Calea Dorobanti Street, 2nd floor, 1st district, gathering a number of 68 shareholders holding a number of 36.190.134 shares with voting rights, representing 93.6858% of total voting rights, namely 93.2751% of the Company's share capital,

**DECIDES**

1. With a total number of 36.190.134 voting rights validly expressed, representing 93,2751% of the Company's share capital and 93,6858% of the voting rights attached to the shares representing the Company's share capital, out of which 33.640.732 votes "in favour" representing 92,9555% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 2.549.402 votes "against" representing 7,0444% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain"

The following are approved

**The Board of Directors proposal for the distribution of dividends from the net carried forward result related to the financial year 2025, as well as the approval of fixing a gross dividend / share amounting Lei 0.932.**

2. With a total number of 36.190.134 voting rights validly expressed, representing 93,2751% of the Company's share capital and 93,6858% of the voting rights attached to the shares representing the Company's share capital, out of which 33.640.732 votes "in favour" representing 92,9555% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 2.549.402 votes "against" representing 7,0444% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain"

The following are approved

**The date of December 7<sup>th</sup>, 2026, as the payment date ("Payment date").**

3. With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**The date of November 13<sup>th</sup>, 2026, as *record date* and of the date of November 12<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.**

4. With a total number of 36.190.134 voting rights validly expressed, representing 93,2751% of the Company's share capital and 93,6858% of the voting rights attached to the shares representing the Company's share capital, out of which 36.190.079 votes "in favour" representing 99,9998% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 55 votes "against" representing 0,0001% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 0 "abstain"

The following are approved

**Empowerment of the Chairman of the Board of Directors of the Company to validly sign the OGSM resolutions and to fulfil, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of the resolutions adopted by the OGSM, including payment of any fees, to request and receive any documents/deeds in this regard and/or related to the implementation of the resolutions adopted by this OGSM, his signature being fully valid and opposable to the Company.**

**The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, today 28.10.2026.

**Chairman of the Meeting**  
**Georgios – Vassilios REPIDONIS**

**Secretary of the Meeting**  
**Carmen BOBU**

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS****MEETING OF SPHERA FRANCHISE GROUP S.A.****No. 1 of 28.10.2026**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered with the Trade Registry of Bucharest Court under number J2017007126404, fiscal identification code 37586457 (referred to as the "**Company**"), duly and statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 6945 of 23.09.2026 and in the newspaper Adevarul, *online* edition of 23.09.2026, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 21.09.2026,

Legally and statutorily met on **28.10.2026**, 11:17 hrs., at the first convening at Bucharest, 239 Calea Dorobanti Street, 2nd floor, 1st district, gathering a number of 59 shareholders holding a number of 36.158.892 shares with voting rights, representing 93.6049% of total voting rights, namely 93.1946% of the Company's share capital,

*Given the negotiations conducted with UniCredit Bank SA, a dual-tier company, with its registered office in Romania, Bucharest, Bulevardul Expozitiei, No. 1F, Sector 1, registered in the Trade Register under No. J1991007706408, in the Banking Register under No. RB-PJR-40-011/18.02.1999, with EUID ROONRC. J1991007706408, unique registration code 361536, tax attribute RO, subscribed and paid-in share capital of 589,955,162.70 RON, through the Grigore Mora Bucharest Branch, with its registered office in Bucharest, Sector 1, 1F Expozitiei Boulevard, ground floor, registration number in the Trade Register J40/21533/2007, unique identification code 22751475, (Bank)*

**DECIDES**

1. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.549 votes "in favour" representing 99,1168% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.371 votes "against" representing 0,8804% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**Contracting from UniCredit Bank S.A. by SPHERA FRANCHISE GROUP S.A. a loan in the amount of 9,330,000 (nine million three hundred thirty thousand) EUR in the form of a credit line, together with US FOOD NETWORK S.A., CALIFORNIA FRESH FLAVORS SRL, and AMERICAN RESTAURANT SYSTEM S.A., under the terms and conditions of use granted by the Bank.**

2. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.838.712 votes "in favour" representing 99,1145% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 319.095 votes "against" representing 0,8824 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 113 unexpressed voting rights

The following are approved

The guarantee for the loan referred to in paragraph 1, plus interest, fees, penalties, and any other amounts owed to the Bank under the loan agreement, by establishing the following guarantees in favor of the Bank over the Company's assets, as follows:

***(i) A movable mortgage covering all current and future bank accounts and subaccounts opened by SPHERA FRANCHISE GROUP S.A. at the Bank.***

***(ii) A movable mortgage on the receivables consisting of current and future dividends that SPHERA FRANCHISE GROUP S.A. will receive, as well as on the receivables arising from the loan agreements entered between SPHERA FRANCHISE GROUP S.A. and the members of the Group to which belongs.***

3. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.208 votes "in favour" representing 99,1158% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.712 votes "against" representing 0,8814% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**Contracting by the Company from the UniCredit Bank S.A. of a term loan in the amount of 42,167,000 (forty-two million one hundred sixty-seven thousand) EUR, together with US FOOD NETWORK S.A., CALIFORNIA FRESH FLAVORS SRL, and AMERICAN RESTAURANT SYSTEM S.A., under the Bank's terms and conditions.**

4. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.838.708 votes "in favour" representing 99,1144% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 319.212 votes "against" representing 0,8828% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**The guarantee for the loan referred to in paragraph 3, plus interest, fees, penalties, and any other amounts owed to the Bank under the loan agreement, by establishing the following guarantees in favor of the Bank over the Company's assets, as follows:**

**A movable mortgage covering all current and future bank accounts and subaccounts opened by SPHERA FRANCHISE GROUP S.A. at the Bank.**

**A movable mortgage on the receivables consisting of current and future dividends that SPHERA FRANCHISE GROUP S.A. will receive, as well as on the receivables arising from the loan agreements entered between SPHERA FRANCHISE GROUP S.A. and the members of the Group to which belongs.**

**A guarantee agreement concluded by SPHERA FRANCHISE GROUP S.A. in the form and with the content agreed upon by the Bank, for the purpose of guaranteeing the fulfillment by US FOOD NETWORK S.A., CALIFORNIA FRESH FLAVORS SRL, and AMERICAN RESTAURANT SYSTEM S.A. of all obligations assumed under the loan referred to in Article 3.**

5. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of

which 35.838.944 votes "in favour" representing 99,1151% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.727 votes "against" representing 0,8814% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 249 unexpressed voting rights

The following are approved

**Contracting by SPHERA FRANCHISE GROUP S.A. a loan from the Bank in the amount of 500,000 (five hundred thousand) EUR in the form of a credit line for conducting transactions with treasury products (hereinafter referred to as the "Treasury Line," together with US FOOD NETWORK S.A., CALIFORNIA FRESH FLAVORS SRL, and AMERICAN RESTAURANT SYSTEM S.A., under the terms and conditions of use granted by the Bank.**

6. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.382.133 votes "in favour" representing 97,8518% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.977 votes "against" representing 0,8821% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 457.788 "abstain" representing 1,2660% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**For the duration of the credit agreement and any extension thereof, the shareholders of SPHERA FRANCHISE GROUP S.A. agree and undertake that (i) the Company will not distribute its profits in the form of dividends without the Bank's prior written consent, and (ii) any loans granted to the Company by the Shareholders shall be subordinated to the loans granted by the Bank, both in terms of priority of payment and enforcement rights, and no repayment of loans granted by the Shareholders shall be made without the Bank's prior written consent.**

7. With a total number of 36.158.898 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.199 votes "in favour" representing 99,1158% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.371 votes "against" representing 0,8804% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 978 "abstain" representing 0,0027 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 350 unexpressed voting rights

The following are approved

**Signing by SPHERA FRANCHISE GROUP S.A. of the Intercreditor Agreement to be entered into by and among UNICREDIT BANK S.A., RAIFFEISEN BANK S.A., 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 terms and procedures for enforcing the guarantees related to the loans granted by UNICREDIT BANK S.A. and RAIFFEISEN BANK S.A.**

8. With a total number of 36.158.892 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.601 votes "in favour" representing 99,1169% of the total number of votes held by the shareholders

present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.371 votes "against" representing 0,8804% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 920 "abstain" representing 0,0025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**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, in the name and on behalf of the Company:**

- a) to represent it with full authority before the Bank, the Notary Public, public authorities, and any third parties;
- b) to negotiate and accept the contractual terms and conditions pertaining to the loans approved by this Extraordinary General Meeting of Shareholders;
- c) to sign the documentation necessary for the execution of the loans approved by this Extraordinary General Meeting of Shareholders, including, but not limited to, loan and guarantee agreements, the master agreement for treasury transactions and related agreements, including financial guarantee agreements, the intercreditor agreement, any other annexes or addenda thereto, as well as any other documents necessary in connection with these contracts;
- d) to enter into the insurance policies mentioned above;
- e) to carry out any other lawful activity it deems necessary to achieve the aforementioned purpose.

The above authorization is granted, including for any subsequent amendments to the aforementioned banking agreements and/or guarantee agreements and/or the intercreditor agreement, including but not limited to the purpose, type, use, and extension of the loan and the subject matter of the guarantees; the decision and signature regarding such amendments shall be binding on the Company, within the limits of the authorization 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 whose purpose will accurately reflect the content of this EGMS Resolution.

The mandate granted by this resolution shall remain in effect until it is revoked by the Extraordinary General Meeting of Shareholders; such revocation shall be expressly communicated to the Bank by means of a written notice to that effect. Until such revocation is communicated, the signature of the Chief Executive Officer and/or the Chief Financial Officer shall be fully binding on the Company.

9. With a total number of 36.158.892 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 36.157.917 votes "in favour" representing 99,9973% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 55 votes "against" representing 0,0001% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 920 "abstain" representing 0,0025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**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 28/29.10.2026.

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.

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, today 28.10.2026.

**Chairman of the Meeting**

**Georgios – Vassilios REPIDONIS**

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**Secretary of the Meeting**

**Carmen BOBU**

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**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS****MEETING OF SPHERA FRANCHISE GROUP S.A.****No. 2 of 28.10.2026**

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, registered with the Trade Registry of Bucharest Court under number J2017007126404, fiscal identification code 37586457 (referred to as the "**Company**"), duly and statutory convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 6945 of 23.09.2026 and in the newspaper Adevarul, *online* edition of 23.09.2026, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 21.09.2026,

Legally and statutory met on **28.10.2026**, 11:17 hrs., at the first convening at Bucharest, 239 Calea Dorobanti Street, 2nd floor, 1st district, gathering a number of 59 shareholders holding a number of 36.158.892 shares with voting rights, representing 93.6049% of total voting rights, namely 93.1946% of the Company's share capital,

*Given the credit facilities granted by Raiffeisen Bank SA under Term Credit Facility Agreement No. 26/2026 and the Overdraft Facility Agreement with the option to issue bank letters of guaranteed No. 27/2026, as approved by Extraordinary General Shareholders' Meeting Resolution No. 1 dated April 29, 2026;*

**DECIDES**

1. With 36.158.892 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.266 votes "in favour" representing 99,1160% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.589 votes "against" representing 0,8810% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 1037 "abstain" representing 0,0028% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**The amendment to the previously established collateral structures securing (i) the credit facility in the form of a committed term loan in the maximum amount of 27,000,000 EUR (twenty-seven million euros) ("Term Facility") and (ii) the non-committed, revolving credit facility in the form of an overdraft facility with the option to issue letters of guarantee (L/G), in the maximum amount of 3,000,000 EUR (three million euros) usable in EUR/RON ("Overdraft/LG Facility"), which were granted by Raiffeisen Bank SA ("the Bank") through Term Credit Facility Agreement No. 26/2026 and Overdraft Credit Facility Agreement with the Option to Issue Bank Letters of Guarantee No. 27/2026, as approved by Extraordinary General Shareholders' Meeting Resolution No. 1 dated April 29, 2026, as follows:**

**A) In addition to the guarantees previously provided by the Company to secure the Term Facility and the LG Overdraft Facility, the following shall be provided in favor of the Bank, based on corresponding future guarantee agreements:**

**a. guarantee agreement concluded by SPHERA FRANCHISE GROUP S.A. in the form and with the content agreed upon by the Bank.**

**On the effective date of the new guarantee agreements signed by the Company, as well as those to be signed by US FOOD NETWORK S.A., AMERICAN RESTAURANT SYSTEM S.A., and CALIFORNIA FRESH FLAVORS S.R.L. to secure the two Facilities, the Bank will release the following from the guarantee:**

**a) the movable property mortgage on the Guarantor's Business Assets established by US FOOD NETWORK S.A.;**

**b) the movable property mortgage on the Guarantor's business assets established by CALIFORNIA FRESH FLAVORS S.R.L.;**

**c) the movable property mortgage on the Guarantor's business assets established by AMERICAN RESTAURANT SYSTEM S.A.**

2. With 36.158.892 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 35.839.383 votes "in favour" representing 99,1163% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 318.598 votes "against" representing 0,8810% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 920 "abstain" representing 0,0025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**Maintaining the powers granted to the Company's Chief Executive Officer and/or Chief Financial Officer by Extraordinary General Shareholders' Meeting Resolution No. 1 dated April 29<sup>th</sup>, 2026, regarding the negotiation and signing of the guarantee documentation related to the credit facilities granted by the Bank through the Term Facility and the Overdraft/LG Facility mentioned in item 9 on the agenda of the Extraordinary General Meeting of Shareholders (including new guarantee agreements or amendments to existing guarantee agreements, if applicable).**

3. With a total number of 36.158.892 voting rights validly expressed, representing 93,1946% of the Company's share capital and 93,6049% of the voting rights attached to the shares representing the Company's share capital, out of which 36.157.917 votes "in favour" representing 99,9973% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 55 votes "against" representing 0,0001% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 920 "abstain" representing 0,0025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

**Empowerment 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 28/29.10.2026.**

**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.**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, today 28.10.2026.

**Chairman of the Meeting**  
**Georgios – Vassilios REPIDONIS**

**Secretary of the Meeting**  
**Carmen BOBU**