

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

**No. 1 of [25]/[30].04.2019**

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 J40/7126/2017, fiscal identification code 37586457 (referred to as the "**Company**"), duly and statutory convened, in accordance with the provisions of article 117 of Companies Law 31/1990, as republished, art. 92 of Law no. 24/2017 regarding issuers of securities and market operations, art. 4 and art. 5 of FSA Regulation 6/2009 on exercising certain shareholders' rights in the companies' general shareholders meetings and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. [•] of [•] and in the newspaper [•] of [•], as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated [•],

Legally and statutory met on [25]/[30].04.2019, [•] hrs., at the [first]/[second] convening at [•], gathering a number of [•] shareholders holding a number of [•] shares with voting rights, representing [•] of total voting rights, namely [•] of the Company's share capital, being present in person, by representative or expressing votes by correspondence,

**DECIDES**

1. [With an unanimity of votes held by the shareholders present, represented or who voted by correspondence at the Meeting]

[With a total number of [•] voting rights validly expressed, representing [•]% of the Company's share capital and [•]% of the voting rights attached to the shares representing the Company's share capital, out of which [•] votes "in favour" representing [•]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [•] votes "against" representing [•]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and [•] "abstain" representing [•]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

**Amendment of art. 15.2 from the articles of association of the Company, as a result of the election by the ordinary general shareholders meeting of the**

**Company from 25/30.04.2019 of the new board of directors of the Company for the 2019-2023 mandate, which will have the following content:**

15.2 "The members of the Board of Directors are:

15.2.1 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as member for a mandate which expires on .....2023;

15.2.2 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as member for a mandate which expires on .....2023;

15.2.3 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as member for a mandate which expires on .....2023;

15.2.4 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as member for a mandate which expires on .....2023;

15.2.5 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as member for a mandate which expires on .....2023;

15.2.6 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as independent member for a mandate which expires on .....2023;

15.2.7 [to be filled in with identification details as a result of the election of the BoD member], █ citizen, born in █ on █, with domicile in █, identified by █ series █, issued on █ and valid until █, having CNP █ appointed as independent member for a mandate which expires on .....2023;

2. [With an unanimity of votes validly expressed by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

[With a total number of [•] voting rights validly expressed, representing [•]% of the Company's share capital and [•]% of the voting rights attached to the shares representing the Company's share capital, out of which [•] votes "in favour" representing [•]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, [•] votes "against" representing [•]% of the total number of votes held by the shareholders

present, represented or who expressed their vote by correspondence at the Meeting and [•] "abstain" representing [•]% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting]

The following are [approved]/[rejected]

**Empowerment Chairman of the Board of Directors to sign the updated versions of the Company's Article of Association with the amendments set above, to draw up and sign in the name and on behalf of the Company and to submit any documents and to give any statements necessary for the implementation of the EGSM resolutions or for the registration/filing of the EGSM resolutions with the Trade Registry, and to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents/deeds issued by the Trade Registry and/or any other competent authority, and grant him the right to delegate to another person the power to carry out the above mentioned formalities.**

This Resolution has been drawn up and signed in Bucharest, in [5] original copies, today [25]/[30].04.2019.

**Chairman of the Meeting**

Cristian Osiac

**Secretary of the Meeting**

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