|  |
| --- |
| **SPECIAL POWER OF ATTORNEY****for shareholders as legal entities****for the Ordinary General Shareholders Meeting of****Sphera Franchise Group S.A. of April 27th / 28th , 2023** |
|  |
| The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*(Drafting note: the name of the shareholder legal person shall be filled in)*a company duly incorporated and operating under the laws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its registered office in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry/equivalent body for non-resident legal persons under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its fiscal identification code (CUI) / equivalent registration number for non-resident legal persons \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, (the **Principal**),acting by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *(Drafting note: the name of the shareholder individual shall be filled in)* |
| *whereas* the calling of the ordinary general shareholders meeting of **Sphera Franchise Group S.A.**, a joint stock company managed under a one-tier system and operating under the laws of Romania, having its registered office in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, registered with the Trade Registry of Bucharest Court under no. J40/7126/2017, fiscal identification code (CUI) 37586457 ("**Sphera**" or the “**Company**”), to be held upon the first calling on **April 27th, 2023**, 10:00 hrs. (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District or, if the case, upon second calling, if the meeting cannot be held upon its first calling, on **April 28th, 2023, 10:00 hrs.** (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District (the “**OGSM”**), |
| *whereas* the Undersigned is a shareholder of Sphera, holding as of **April 18th, 2023** (*the Reference Date*) a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by Sphera, granting the Undersigned a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ votes within the OGSM, representing a holding of \_\_\_\_\_\_\_\_% out of the total number of shares issued by Sphera and a holding of \_\_\_\_\_\_\_\_% out of the total number of voting rights (shares with voting rights), |
| **I HEREBY appoint**: |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,(the **“Attorney-in-Fact”**),**OR**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a company duly incorporated and operating under the laws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its registered office in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry/equivalent body for non-resident legal persons under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its fiscal identification code (CUI) / equivalent registration number for non-resident legal persons \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by\_\_\_\_\_\_\_\_\_\_ identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| (the **“Attorney-in-Fact”**), |
| **AND, as substitute attorney-in-fact**: |
| *(Note regarding the appointment of the substitute attorney-in-fact: A shareholder may appoint by special power of attorney one or more substitute attorneys-in-fact to ensure his representation in the OGSM in case the main attorney-in-fact appointed is unable to fulfil his mandate. If, by the special power of attorney, more substitute attorneys-in-fact are appointed, the shareholder shall determine the order in which they will exercise their mandate.)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,(the **“Substitute Attorney-in-Fact”**),**OR**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a company duly incorporated and operating under the laws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its registered office in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry /equivalent body for non-resident legal persons under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its fiscal identification code (CUI)/ equivalent registration number for non-resident legal persons \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| (the **“Substitute Attorney-in-Fact”**), |
| to attend to and to act as an attorney-in-fact of the Principal in the OGSM and to exercise the voting rights corresponding to the shares held by the Principal and issued by Sphera, as registered with Central Depository S.A. on **April 18th, 2023** (*the Reference Date*), as follows:1. **OGSM Agenda items**
2. **1. Item no. 1**
3. **Approval** of the Company’s individual annual financial statements, for the financial year ended on 31.12.2022, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.
4. In favor [ ]  Against [ ]  Abstain [ ]
5. **2. Item no. 2**
6. **Approval** of the Company’s consolidated annual financial statements, for the financial year ended on 31.12.2022 drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.
7. In favor [ ]  Against [ ]  Abstain [ ]
8. **3. Item no. 3**
9. **Approval** of the discharge of liability for the Company’s Board of Directors for the financial year ended on 31.12.2022.
10. In favor [ ]  Against [ ]  Abstain [ ]
11. **4. Item no. 4**
12. **Approval** of the income and expenses budget and the business plan at consolidated level, for the financial year 2023.
13. In favor [ ]  Against [ ]  Abstain [ ]

**5. Item no. 5**1. **Consultative vote** of the OGSM for the Company's Remuneration Report, related to the the financial year ended on 31.12.2022, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.
2. In favour [ ]  Against [ ]  Abstain [ ]
3. **6. Item no. 6**
4. **Election** of the new Board of Directors for the 2023-2027 mandate by applying the cumulative vote method, at the request of a significant shareholder.
5. **The voting option for this point on the agenda will be marked in Annex 1 to this ballot by correspondence – Power of attorney for secret vote in relation to point 6 of the agenda.**
6. *Note: (i) As per the provisions of article. 105 paragraph (19) of the Law 24/2017, this point on the agenda which require a secret vote, in accordance with Annex 1. Thus, the correspondence vote will be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known. (ii) If the power of attorney is sent via post or delivery services or is submitted at the Company's office, Annex 1 for the expressing of the secret vote will be printed separately and will be inserted in a closed sealed, signed and stamped envelope having the mention "Expressing the secret vote in relation to point 6 on the OGSM agenda" which will accompany the power of attorney within the envelope in which it is sent/submitted, which will contain the votes for the rest of the items on the agenda of the OGMS, as well as the documents required; (ii) If the power of attorney is sent by electronic mail, Annex 1 for the expressing of the secret vote will be separately attached to the e-mail in a document named "Expressing the secret vote in relation to point 6 on the OGSM agenda".*
7. *Note: The Annex 1 atached to the present special power of attorney shall be updated by registering of all candidates proposals submitted by April 10th, 2023, at 17:00 hrs, following to be published on April 11th, 2023.*
8. **7. Item no. 7**
9. **Approval** the monthly remuneration granted to the members of the Company’s Board of Directors, amounting EUR 3.500 (three-thousand-five-hundred) net/month/member, EUR 3.500 (three-thousand-five-hundred) net/month for the Chairman of the Board of Directors and EUR 150 (one hundred fifty) 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 6 (six) annual meetings 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.
10. In favor [ ]  Against [ ]  Abstain [ ]
11. **8. Item no. 8**
12. **Approval** of the *Share Option Plan for Directors for the activity of 2021* and r**atification** of the Company’s Board of Directors decision no 2 dated December 15th, 2022, regarding the granting of shares to some members of the Company's executive team, for their activity performed in 2021.
13. In favor [ ]  Against [ ]  Abstain [ ]
14. **9. Item no. 9**

**Approval** of the*Option Grant Plan for Sphera Directors for 2022* ("SOP") and r**atification** of the Company’s Board of Directors decision no 1 dated March 23rd, 2023, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2022.1. In favor [ ]  Against [ ]  Abstain [ ]
2. **10. Item no. 10**

**Empower** the Board of Directors and individually its members in order to take all the necessary measures for the implementation of points 8 and 9 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. 1. In favor [ ]  Against [ ]  Abstain [ ]
2. **11. Item no. 11**
3. **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 ncessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of any of the resolutions adopted within the present OGSM. 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.
4. In favor [ ]  Against [ ]  Abstain [ ]
 |
| *(Drafting note: Indicate your vote by ticking “X” in one of the boxes “IN FAVOR”, “AGAINST” or “ABSTAIN”. If more than one box is ticked, or no box is ticked, the respective vote shall be considered null.)* |
| This special power of attorney: |
| 1. is valid only for the OGSM for which it was requested and the Attorney-in-Fact or, as the case may be, the Substitute Attorney-in-Fact, has the obligation to vote in accordance with the instructions given by the shareholder appointing him, under the sanction of the annulment of the vote by the secretaries of the OGSM;
2. the **deadline** for the registration of the special powers of attorney at Sphera’s registry of its registered office, in hard copy or by e-mail (according to Law no. 455/2001 regarding the electronic signature, republished) is **April 25th, 2023**, 10:00 hrs. (Romania time);
3. shall be drafted in 3 originals, out of which: one shall be kept by the Principal, one shall be given to the Attorney-in-Fact or, as the case may be, the Substitute Attorney-in-Fact, and one shall be submitted/sent to the registered office of Sphera (registry);
4. shall be signed and dated by the Principal shareholder;
5. shall be filled in by the Principal shareholder, for all of the above-mentioned matters.
 |
| I hereby attach to this special power of attorney: |
| i) a copy of the valid identity document of the Undersigned’s legal representative;  |
| ii) a certificate of status of the Undersigned issued by the Trade Registry, or any other equivalent document, in original or true copy, issued by a competent authority of the state in which the shareholder is duly organised certifying the quality of legal representative, not older than 3 months before the publication date of the OGSM convening notice;iii) a copy of the identity document of the Attorney-in-Fact and, if the case, of the Substitute Attorney-in-Fact (identity card for Romanian citizens, or passport for foreign citizens);iv) Annex 1 – Expressing the secret vote by correspondence in relation to point 6 on the agenda. |
| For the Attorney-in-Fact /Substitute Attorney-in-Fact as legal entity, I also hereby attach **a)** the certificate of status for the Attorney-in-Fact /Substitute Attorney-in-Fact as legal entity, in original or true copy, issued by the Trade Registry, not older than 3 months before the OGSM date, or any other document, in original or true copy, issued by the competent authority in the origin state not older than 3 months before the OGSM date and **b)** a copy of the ID (identity card for Romanian citizens and passport for foreign citizens) of the legal representative of the Attorney-in-Fact /Substitute Attorney-in-Fact as legal entity. |
| If several Substitute Attorneys-in-Fact are named, the order of exercising the mandate shall be the following: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. |
| Date of this special power of attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*(Drafting note: to be signed by the Principal’s legal representative)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**Annex 1 – Expressing the secret vote by correspondence**

In relation to point 6 on the agenda

1. 6. **Election** **of the new Board of Directors for the 2023-2027 mandate by applying the cumulative vote method, at the request of a significant shareholder.**

The candidates are the following:

|  |  |
| --- | --- |
| **Number of held shares:** \_\_\_\_\_\_\_\_\_\_\_\_ | **Total number of cumulated votes:** \_\_\_\_\_\_\_\_\_\_\_\_\_Note: *this number is obtained by multiplying the number of shares held by the number of members in the Board of Directors, respectively 5. We exemplify: a shareholder holding 400 shares will be entitled to 2,000 cumulative votes.*For more information on the cumulative voting method, please see the "List of Candidates" available on the Company's website, *Investor Relations* section. |
| **1.** | **LUCIAN HOANCĂ** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors*Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* |
| **2.** | **SILVIU-GABRIEL CÂRMACIU** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors*Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* |
| **3.**  | **RĂZVAN ȘTEFAN LEFTER** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors*Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* |
| **4.**  | **MIHAI ENE** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors*Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* |
| **5.** | **GEORGIOS-VASSILLIOS REPIDONIS** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors*Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* |

***Note: This Annex is not valid if it does not accompany the above power of attorney.*** *(i) If the power of attorney is sent via post or delivery services or is submitted at the Company's office, this Annex for the secret vote will be printed separately and will be inserted in a closed envelope having the mention "* *Expressing the secret vote by correspondence in relation to point 6 on the OGSM* *agenda" which will accompany the power of attorney within the envelope in which it is sent/submitted; (ii) if the power of attorney is sent by electronic mail, this Annex for the secret vote will be separately attached to the e-mail in a document named “Expressing the secret vote by correspondence in relation to point 6 on the OGSM* *agenda".*

***Note:*** *According to the provisions of art. 167 paragraph (1) of Regulation 5/2018 on issuers of financial instruments and market operations,* ***"Directors in office until the date of the general meeting are included by law/de jure on the list of candidates for election the new board of directors, by the cumulative vote method."***

***Note: The date until which proposals can be submitted regarding candidates or applications can be submitted is April 10th, 2023, at 17:00.***

***Note for drafting Annex 1:*** *The total number of cumulated votes that you are entitled to is obtained by multiplying the votes held by you in Sphera by five (5), i.e. the number of directors that are to form the Board of Directors of Sphera/the Company.*

*You can distribute such votes to one or several candidates. To this end you must fill in this form by mentioning the number of votes awarded immediately under the name and identification details of the respective candidate/candidates. You can choose not to distribute any votes to a candidate, in which case you must not mention anything in his/her regards or mention the digit 0 (zero).*

1. *The total number of votes distributed to the candidates as per the above cannot exceed the total number of your cumulated votes, under penalty of cancellation of the voting ballot form.*

*Persons who obtain the highest number of cumulated votes in the OGMS shall be declared elected as members of the Board of Directors of Sphera/the Company.*

**Date.........................................**

**Signature .....................................**