

SPECIAL POWER OF ATTORNEY

for shareholders as private individuals

for the Ordinary General Shareholders Meeting of

Sphera Franchise Group S.A. of September 4th / 5th, 2023

The undersigned,

_____, _____ citizen,
born at _____, on _____, domiciled
at _____

_____, identified with identity card/passport
series _____, no. _____, issued by

_____, on _____,
having the personal identification number

_____,

(the “Principal”),

(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 September 4th, 2023**, 11:00 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 **September 5th, 2023**, 11:00 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 **August 24th, 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 **August 24th, 2023** (*the Reference Date*), as follows:

OGSM Agenda items

1. Item no. 1

Approval of the Board of Directors proposal of dividend distribution amounting Lei 45,007,234.40 from the undistributed net profit of financial years 2020-2022, as well as the approval of fixing a gross dividend / share amounting Lei 1.1600.

In favor ☐ Against ☐ Abstain ☐

2. Item no. 2

Approval of the date of October 10th, 2023 as the payment date (“Payment date”).

In favor ☐ Against ☐ Abstain ☐

3. Item no. 3

Approval of the date of September 19th, 2023 as *record date* and the date of September 18th, 2023, as *Ex-date*, for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

In favor ☐ Against ☐ Abstain ☐

4. Item no. 4

Empower the Chief Executive Officer of the Company to validly sign, in the name and on behalf of the Company the Addenda to the management agreements concluded between the Company and the members of the Board of Directors appointed by the Ordinary General Shareholders Meeting of the Company by way of Resolution no. 2, dated April 27th, 2023.

In favor ☐ Against ☐ Abstain ☐

5. Item no. 5

Empower the Chairman of the Board of Directors of the Company to carry out all the necessary steps to sign, publish and register the resolutions adopted by the Ordinary General Shareholders Meeting and grant him the right to delegate to another person the power to carry out the above-mentioned formalities.

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:

- a. 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;
- b. 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 **August 31st, 2023, 11:00 hrs.** (Romania time);
- c. 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);
- d. shall be signed and dated by the Principal shareholder;
- e. 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 Undersigned’s ID (identity card for Romanian citizens, or passport for

foreign citizens);

ii) a copy of the ID of the individual Attorney-in-Fact and, if the case, of the Substitute Attorney-in-Fact (identity card for Romanian citizens, or passport for foreign citizens);

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)
