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| 1. **SPECIAL POWER OF ATTORNEY** 2. **for shareholders acting as private individuals** 3. **for the Ordinary General Shareholders Meeting of** 4. **Sphera Franchise Group S.A. of April 26th/29th, 2024** |
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| 1. The undersigned,   \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having 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 **April 26th, 2024**, **12:00 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 29th, 2024**, **12:00 hrs.** (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District (the **“OGSM”**), |
| 1. *whereas* the Undersigned is a shareholder of Sphera, holding, as of **April 17th, 2024** (*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 (voting rights shares), |
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| 1. **HEREBY appoint:** 2. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 3. identified with identity card / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 4. **(**the **Representative),** 5. **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 number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,   1. **(**the **Representative),** 2. **AND, as substitute Representative:**   *(Note regarding the appointment of the substitute representative: A shareholder may appoint by special power of attorney one or more substitute representatives to ensure his representation in the OGSM in case the main representative appointed is unable to fulfil his mandate. If, by the special power of attorney, more substitute representatives are appointed, the shareholder shall determine the order in which they will exercise their mandate.)*   1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2. identified with identity card / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 3. **(**the **Substitute Representative),** 4. **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 number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **Substitute** **Representative**),  to attend to and to act as representative 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 17th, 2024** (*the Reference Date*), as follows:  **OGSM Agenda items**   1. **1. Item no. 1** 2. **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. 3. In favor  Against  Abstain 4. **2. Item no. 2** 5. **Approval** of the discharge of liability for the Company’s Board of Directors for the financial year ended on 31.12.2023. 6. In favor  Against  Abstain 7. **3. Item no. 3** 8. **Approval** of the income and expenses budget and the business plan at consolidated level, for the financial year 2024. 9. In favor  Against  Abstain   **4. Item no. 4**   1. **Consultative vote** of the OGSM for the Company's Remuneration Report, related to the the financial year ended on 31.12.2023, 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 favor  Against  Abstain 3. **5. Item no. 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.   1. **6. Item no. 6** 2. **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. 3. In favor  Against  Abstain 4. **7. Item no. 7**   **Approval** of the Board of Directors proposalof 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**.   1. In favor  Against  Abstain 2. **8. Item no. 8** 3. **Approval** of the date of June 6th, 2024, as the payment date (“Payment date”). 4. In favor  Against  Abstain 5. **9. Item no. 9**   **Approval** of the date of **May 17th, 2024,** as ***record date*** and of the date of **May 16th, 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.   1. In favor  Against  Abstain 2. **10. Item no. 10** 3. **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 28th, 2024, regarding the granting of variable share-based remuneration to the Company's Eligible Directors, for their activity performed in 2023. 4. In favor  Against  Abstain 5. **11. Item no. 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.   1. In favor  Against  Abstain 2. **12. Item no. 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.   1. In favor  Against  Abstain 2. *(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.)* 3. This special power of attorney: |
| 1. is valid only for the OGSM for which it was requested and the Representative or, as the case may be, the Substitute Representative, 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) is 24 April 2024, 12:00 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 Representative or, as the case may be, the Substitute Representative, 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 attach to this special power of attorney: |
| 1. i) a copy of the Undersigned’s ID (identity card for Romanian citizens, or passport for foreign citizens); |
| 1. ii) a copy of the ID of the individual Representative and, if the case, of the Substitute Representative (identity card for Romanian citizens, or passport for foreign citizens); |
| 1. For the Representative/Substitute Representative legal person, I also attach a) the certificate of status for the Representative/Substitute Representative legal person, 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 Representative/Substitute Representative. |
| 1. If several Substitute Representatives are named, the order of exercising the mandate shall be the following: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| 1. Date of this special power of attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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| 1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2. *(Drafting note: to be signed by the Principal’s legal representative)* |
| 1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |