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| **SPECIAL POWER OF ATTORNEY**  **for shareholders as private individuals**  **for the Ordinary General Shareholders Meeting of**  **Sphera Franchise Group S.A. of October 7th / 8th, 2024** |
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| 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 **October 7th, 2024**, 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 **October 8th, 2024**, 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 **September 23rd, 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 (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 **September 23rd, 2024** (***the Reference Date***), as follows:   1. **OGSM Agenda items**   **1. Item no. 1**  **Approval of the Board of Directors proposal of dividend distribution from the undistributed net profit of financial year 2023, as well as the approval of fixing a gross dividend / share amounting Lei 1.05.**  In favor  Against  Abstain  **2. Item no. 2**  **Approval of the date of November 7th, 2024, as the payment date (“Payment date”).**  In favor  Against  Abstain  **3. Item no. 3**  **Approval of the date of October 22nd, 2024, as record date and of the date of October 21st, 2024, 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 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: |
| 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 **October 3rd, 2024**, **11:00 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 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: to be signed by the Principal’s legal representative)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |