

## CONVENING NOTICE

The Board of Directors of Sphera Franchise Group S.A., a joint stock company managed under a one-tier system, operating in accordance with Romanian law, having its registered office in Romania, 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**"), in accordance with the provisions of article 117 of Companies Law 31/1990, as republished ("**Law 31/1990**"), Law 24/2017 regarding issuers of securities and market operations ("**Law 24/2017**"), FSA's regulations and with article 10 of the Company's articles of association,

### CONVENES

#### THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

On 25.04.2019, 10 hrs. (Romania time), at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1<sup>st</sup> District, Bucharest, Romania, 010551, for all the shareholders registered in the shareholders' registry kept by the Central Depository at the end of 15.04.2019, set as the **reference date** for the OGSM, having the following agenda:

1. Approval of the Company's individual annual financial statements for the financial year 2018, based on the reports elaborated by the Board of Directors and the financial auditor.
2. Approval of the Company's consolidated annual financial statements for the financial year 2018, based on the reports elaborated by the Board of Directors and the financial auditor.
3. Approval of the net profit distribution.
4. Approval of the payment date for dividend distribution: 25.10.2019.
5. Approval of the discharge of liability for the Company's Board of Directors for the financial year 2018.
6. Approval of the income and expenses budget and the business plan for the year 2019, at a consolidated level.
7. Revocation of the director Bairaktairis Stylianos, member of the Board of Directors of the Company, as a result of the resignation of his mandate of director, starting with October 25<sup>th</sup>, 2018.
8. Revocation of the independent director Mitzalis Kostantinos, member of the Board of Directors of the Company, as a result of the resignation of his mandate of director, starting with November 16<sup>th</sup>, 2018.
9. Election of the Board of Directors for the 2019-2023 mandate; the deadline for the submission of the applications is April 9<sup>th</sup>, 2019, 17:00. The list of information such as the name, domicile address and professional qualifications of the persons proposed for the position of Director is available to the shareholders, as they become available, at the institution's headquarters or on its official website ([www.spheragroup.com](http://www.spheragroup.com)) and can be consulted and supplemented accordingly.
10. Approval of the remunerations granted to the members of the Company's Board of Directors for the financial year 2019.

11. Approval of the date of *October 4<sup>th</sup>, 2019* as the *record date* and of the *ex-date* - *October 3<sup>rd</sup>, 2019* for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable.
12. Empower the Chairman of the Board of Directors to sign in the name and on behalf of the Company the administration agreements that shall be concluded between the Company and the appointed members of the Board of Directors, according to item 9<sup>th</sup> on the Agenda and to submit any documents and to give any statements necessary for the implementation of the OGSM resolutions or for the registration/filing of the OGSM 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.

AND

### THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

On 25.04.2019, 10:00 hrs. (Romania time), at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1<sup>st</sup> District, Bucharest, Romania, 010551, for all the shareholders registered in the shareholders' registry kept by the Central Depository at the end of 15.04.2019, set as the **reference date** for the EGSM, having the following agenda:

1. Approval of amending **art. 15.2** from the articles of association of the Company, in case of the election by the ordinary general shareholders meeting of the new Board of Directors 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];
  - 15.2.2 [to be filled in with identification details as a result of the election of the BoD member];
  - 15.2.3 [to be filled in with identification details as a result of the election of the BoD member];
  - 15.2.4 [to be filled in with identification details as a result of the election of the BoD member];
  - 15.2.5 [to be filled in with identification details as a result of the election of the BoD member];
  - 15.2.6 [to be filled in with identification details as a result of the election of the BoD member];
  - 15.2.7 [to be filled in with identification details as a result of the election of the BoD member]
2. Approval of the mandate granted to the Company's Board of Directors in order to negotiate and to enter into a banking facility agreement, not exceeding a banking indebtedness of 70 million Euros, through a bilateral, syndicated or club loan, as the case may be, with a reputable financial-banking institution, in the best conditions for the Company. The Board of Directors shall fulfil all and any required formalities in this sense, being further mandated to empower a reliable private individual, in order to accomplish the mandate granted.
3. Empower the Chairman of the Board of Directors to sing 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.

Only the persons who are registered as shareholders as of the reference date 15.04.2019 ("Reference Date") in the Company's shareholders' registry kept by the Central Depository have the right to participate and vote in the OGSM/EGSM.

#### **Shareholders' proposals regarding the general shareholders meeting**

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital (hereinafter referred to as "Initiators") are entitled to:

- a) add items on the agenda of the OGSM/EGSM, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the OGSM/EGSM; and
- b) submit draft decisions for the items included or proposed to be included on the agenda of the OGSM/EGSM.

Initiators' requests for adding new items on the agenda, as well as the draft decisions for the items included or proposed to be included on the agenda of the OGSM/EGSM, together with the copy of the Initiator's valid identity card, may be submitted as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of 09.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 09.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of 09.04.2019, 17:00 hours (Romania time), at [contact@spheragroup.com](mailto:contact@spheragroup.com), with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**".

The Company's shareholders, regardless of their participation to the share capital, as well as the current members of the Company's Board of Directors, may submit candidate proposals for appointment as members of the Board of Directors, containing information about the name, domicile and professional background of the proposed candidates, accompanied by (i) a copy of the valid identity document of the shareholder/current member of the Company's Board of Directors (in case of individuals, identity card/passport, and in case of legal persons, identity card/passport of the legal representative registered in the Company's shareholders list issued by the Central Depository), (ii) curriculum vitae and (iii) affidavit from the candidate stating that he is not in any incompatibility situation described by the applicable legal norms or that he understands to quit to any incompatibility situation for the purpose of his approval and that he accepts the mandate, if he is to be appointed. The candidate proposals, together with the above mentioned documents, may be submitted as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of 09.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 09.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of 09.04.2019, 17:00 hours (Romania time), at [contact@spheragroup.com](mailto:contact@spheragroup.com), with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**".

The list comprising the information regarding the name, domicile and professional background of the candidates proposed to be elected members of the Board of Directors shall be available to shareholders on the Company's website ([www.spheragroup.com](http://www.spheragroup.com)) and at the Company's headquarters, being subject to review and amendment by the shareholders.

The agenda supplemented with the items proposed by the aforementioned shareholders shall be published in compliance with the requirements stipulated by the law and the articles of association for convening the OGSM/EGSM, at least 10 days before the OGSM/EGSM date.

#### **Questions about the general shareholders meeting**

The Company's shareholders, regardless of their participation to the share capital, may submit written questions regarding the items on the agenda of the OGSM/EGSM, accompanied by the copy of the shareholder's valid identity document, as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of 24.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 24.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of 24.04.2019, 17:00 hours (Romania time), at [contact@spheragroup.com](mailto:contact@spheragroup.com), with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**".

#### **Participation in the general shareholders meeting**

The access of the shareholders registered in the shareholders' registry as of the Reference Date and entitled to participate in the OGSM is permitted by simple proof of their identity, made (i) in the case

of individual shareholders, with their identity document or, (ii) in case of legal persons shareholders, with the identity document of the legal representative, and (iii) in case of represented legal persons and individual shareholders, with the power of attorney given to the person representing them, in accordance with the applicable legal provisions.

Shareholders registered as of the Reference Date in the Company's shareholders' registry kept by the Central Depository may participate in person or by representation in the OGSM/EGSM, each shareholder having the right to appoint any other individual or legal person as representative to participate and vote on his behalf in the OGSM/EGSM, subject to the provisions of art. 92 of Law no. 24/2017.

A shareholder may appoint one person to represent him in the OGSM/EGSM. However, if a shareholder owns shares in the Company in multiple securities accounts, this restriction shall not prevent him from appointing a separate representative for the shares held in each securities account in respect of a particular general meeting. However, the shareholder is prohibited from expressing different votes on the basis of the shares held by him in the Company's share capital.

In the case of participation by representation, the shareholder shall appoint a representative by a special power of attorney in the form provided to the shareholders by the Company, both in Romanian and in English language, or by a general power of attorney granted according to the terms described below.

A shareholder may appoint by power of attorney one or more substitute representatives who can assure his representation in the OGSM/EGSM in case the main representative appointed cannot fulfil his mandate. In case more substitute representatives are appointed by the power of attorney, the order in which they will exercise their mandate must be specified.

In case a shareholder is represented by a credit institution which performs custody services, the latter may vote in the OGSM/EGSM based on the voting instructions received by electronic communication means, without the shareholder having to issue a special or general power of attorney. The custodian shall vote in the OGSM/EGSM exclusively in accordance and within the limits of the instructions received from its clients who are shareholders as of the Reference Date.

In the event that certain items which were not on the published agenda are discussed in the OGSM/EGSM, in accordance with legal provisions, the representative may vote on them in accordance with the interest of the shareholder it represents.

### **Special power of attorney**

The special power of attorney is valid exclusively for the OGSM/EGSM it was requested for. The special power of attorney may be granted only by using the special power of attorney form provided to the shareholders by the Company in accordance with section *Other provisions regarding the general shareholders meeting* below.

The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him. The special powers of attorney must contain specific voting instructions for each item on the agenda of the OGSM/EGSM.

In case of the special power of attorney, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of the shareholder and the representative, shall be submitted to the Company as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of 23.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 23.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of 23.04.2019, 17:00 hours (Romania time), at contact@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**".

In all cases, upon registration, the representative shall submit to the persons organising the OGSM/EGSM an original copy of the special power of attorney.

#### **General power of attorney**

The general power of attorney shall be valid only if: **(i)** it is granted for a period not exceeding 3 years, **(ii)** it expressly enables the representative of the shareholder granting such power of attorney to vote on all issues under debate in the general meetings of the Company's shareholders, including acts of disposal and **(iii)** it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) item 20 of Law 24/2017 or to a lawyer. The Company's shareholders may not be represented in the OGSM/EGSM based on a general power of attorney given to a person who is subject to a conflict of interest that may arise in particular in one of the following cases:

- a) is a majority shareholder of the Company or is another entity controlled by such shareholder;
- b) is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity, as provided under a) above;
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, as provided in under a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the individuals referred to under a) - c) above.

The general power of attorney shall contain at least the following information: **1.** name of the shareholder; **2.** name of the representative (to whom the power of attorney is granted); **3.** date of the power of attorney and its period of validity, in compliance with legal provisions; the powers of attorney bearing a later date have the effect of revoking previously dated powers of attorney; **4.** statement of the fact that the shareholder empowers the representative to attend and vote on his behalf by general power of attorney in the general shareholders meeting for the entire holding of the shareholder as of the reference date, expressly specifying the company/companies for which the general power of attorney is to be used.

The validity of general power of attorney ceases in accordance with par. 2 of art. 202 of R 5/2018.

Before its first use, a copy of the general power of attorney signed by the shareholder and complying with the minimum content provided by R5/2018, certified under signature by the representative as true

copy of the original and accompanied by a copy of the shareholder's identity document and an affidavit given by the intermediary or lawyer as below, shall be submitted to the Company as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by the date of 23.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 23.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, by the date of 23.04.2019, 17:00 hours (Romania time), at contact@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**".

The affidavit given by the legal representative of the intermediary or by the lawyer who received the general power of attorney, shall specify the following:

- a) the power of attorney is granted by such shareholder, having the capacity of customer, to the intermediary or, as the case may be, to the lawyer;
- b) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if necessary.

The affidavit must be submitted in original, signed and, where appropriate, sealed, without any other further formalities related to its form being necessary. The affidavit shall be submitted to the Company together with the general power of attorney, in the terms and conditions set out above.

Copies of the general powers of attorney certified under signature by the representative as true copies of the original shall be kept by the Company, this being mentioned in the minutes of the OGSM/EGSM.

#### **Other provisions related to representation**

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding for the Company if it is received by the Company until deadline for submitting/sending powers of attorney.

The empowered person cannot be replaced by another person, except for the case where this right has been specifically granted by the shareholder in the power of attorney. In case the empowered person is a legal person, it can exercise the mandate granted through any person who is part of its administration or management body or of its employees.

#### **Voting by correspondence**

The Company's shareholders registered as of the Reference Date in the registry of the Company's shareholders kept by the Central Depository may vote by correspondence using the ballot forms for

voting by correspondence made available to shareholders by the Company, both in Romanian and in English language.

The vote by correspondence may be cast by a conventional representative of the shareholder only if he receives from the shareholder whom he represents a special/general power of attorney to be submitted to the Company in accordance with article 92 of Law no. 24/2017. If the person representing the shareholder by personally attending the OGSM is another person than the one who expressed the vote by correspondence, then, for the validity of his vote, that person shall submit to the secretary of the OGSM/EGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This requirement is not applicable if the shareholder or his legal representative is personally present at the OGSM/EGSM.

In case of voting by correspondence, the ballot forms, filled in English or Romanian language and signed, accompanied by a copy of the identity document of the shareholder and the representative, may be submitted as follows:

- a) submitted at the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, in a sealed envelope, with a clear written statement and in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**" by the date of 23.04.2019, 17:00 hours (Romania time);
- b) sent to the Company's registry located in Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by the date of 23.04.2019, 17:00 hours (Romania time), in a sealed envelope, with a clear written statement and with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**";
- c) sent by e-mail having extended electronic signature attached, incorporated according to Law no. 455/2001 regarding electronic signature, at contact@spheragroup.com, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETING OF 25 APRIL 2019**" by the date of 23.04.2019, 17:00 hours (Romania time).

#### **Other provisions regarding the general shareholders meeting**

In case of shareholders who are legal persons or entities without legal status, the capacity of legal representative is established based on the list of shareholders valid as of the Reference Date, received from the Central Depository. Documents certifying the capacity of legal representative drafted in a foreign language other than English language shall be accompanied by a translation made by a sworn translator into Romanian or English language, without the legalization or apostille of these documents being necessary.

In all the cases described above, when a reference is made to:

- a) **the identity documents** of a person, the following documents are considered: (i) in case of individuals – identity card/passport, and (ii) in case of legal persons – identity card/passport of the legal representative registered in the list of Company's shareholders issued by the Central Depository;
- b) **the shareholder's representative registered in the list of shareholders issued by the Central Depository**, if that respective representative is not registered as such in the records of the Central Depository, for identifying the representative of the shareholder legal person, a certificate of status issued by the Trade Registry shall be submitted, or any other equivalent document, in original or

true copy of the original, issued by a competent authority of the state in which the shareholder is legally registered, certifying the quality of legal representative, which shall not be older than 3 months before the publication date of the convening notice for the OGSM/EGSM.

Failure to send the general or special powers of attorney/ballot by correspondence forms until the due date is sanctioned with the loss of the right to vote by representative/ correspondence within the OGSM/EGSM. The special powers of attorney/ballot by correspondence forms which do not contain at least the information contained in the form provided by the Company are not binding to the Company and the general powers of attorney that do not contain the minimum information required by the legal provisions are also not binding to the Company.

If, on 25.04.2019 (date of the first convening of the OGSM/EGSM), the legal and statutory validity requirements for holding the OGSM/EGSM are not met, the respective OGSM/EGSM is convened on 30.04.2019 in the same location, at the same time, and having the same agenda.

The documents and informative materials concerning the points included on the agenda of the OGSM/EGSM, this convening notice, the draft resolutions, the total number of shares and the voting rights at the date of the convening, as well as the special powers of attorney and ballot by correspondence forms for the OGSM/EGSM shall be made available to the shareholders, both in Romanian and in English language, **at least 30 days before the date of the OGSM/EGSM**, at the Company's registered office of Romania, Bucharest, 239 Calea Dorobanti Street, 2<sup>nd</sup> floor, office 4, 1<sup>st</sup> district and shall be made available on the Company's website ([www.spheragroup.com](http://www.spheragroup.com), *Investor Relations* section).

As of the date of the convening, the Company's share capital is formed of 38,799,340 nominative shares, each share giving the right to one vote; thus, the total number of voting rights as of the date of the convening is 38,799,340 voting rights.

The draft resolutions proposed by shareholders shall be posted on the Company's website as soon as possible, after being received by the Company.

Additional information may be obtained from the *Investor Relations* Department, by phone 021.201.17.57 and on the Company's website [www.spheragroup.com](http://www.spheragroup.com).

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Cristian Osiac**