

ENDORSEMENT LETTER
of the Board of Directors of the Company
SPHERA FRANCHISE GROUP SA

WITH REGARDS TO THE 1ST AND 2ND ITEMS ON THE AGENDA OF THE
ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

**APPROVAL OF THE REMAINDER OF THE UNDISTRIBUTED NET PROFIT
RELATED TO 2018 FINANCIAL YEAR AND THE PAYMENT DAY**

The Board of Directors of the company **Sphera Franchise Group S.A.**, 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, 2nd floor, office 4, 1st district, registered with the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (referred to as the "**Company**"), meeting held on January 21st, 2020, at the Board of Directors' Chairman convening, in accordance with the provisions of the Companies Law 31/1990, as republished (the "**Law 31/1990**"), Law 24/2017 regarding issuers of securities and market operations (the "**Law 24/2017**"), and in accordance with the provisions of the Company's Deed of Incorporation,

Following the resolution of the Ordinary General Meeting of Shareholders no. 1 dated April 25th, 2019 of the company Sphera Franchise Group SA., by which it was approved the distribution as dividends of 50% of the distributable net profit for the fiscal year 2018,
Considering that the rest of the undistributed net profit remained at the disposal of the Company i.e. *LEI 13,679,102.83*.

The Board of Directors of the Company recommends the distribution to the shareholders of the net profit remained undistributed for the fiscal year 2018, i.e. *LEI 13,679,102.83*.

The gross dividend per share amounts to **Lei 0.3525**.

The Board of Directors is submiting for the Ordinary General Shareholders Meeting's approval **the dividend payment date** as March 31st, 2020.

The dividends shall be paid to the shareholders registered in shareholders' consolidated register at the *record date* March 19th, 2020 which is subject the Ordinary General Shareholders Meeting, having March 18th, 2020 as *ex date*.

Georgios ARGENTOPOULOS
Chairman of the Board of Directors