

NOTĂ A CONSILIULUI DE ADMINISTRAȚIE

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

**With regards to the 10th item on the Agenda of the
ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")**

The remunerations granted to the members of the Company's Board of Directors for the financial year 2019, and additional remuneration for the members of the Board of Directors who are also members of the consultative committees.

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**"), called for March 20th, 2019, at the Board of Directors' Vice-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,

GIVEN,

- The provisions of the art. 9.2 letter e) form the Company's Deed of Incorporation, under which is required that the OGSM to establish the remuneration of the members of the Board of Directors for the current financial year;
- The Board of Directors' responsibilities and the size of the business, the Board of Directors Members considers that the amount of the remunerations is adequate and directly related with the activity provided;

IT IS HEREBY ADVISED:

OPTION 1

Maintaining the remuneration at the current level, as follows:

The remunerations granted to the members of the Company's Board of Directors for the financial year 2019, amounting to EUR 2,000 net/month/member and EUR 300 net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.

OPTION 2

The remunerations granted to the members of the Company's Board of Directors' for the financial year 2019, as follows:

(a) **a fixed component** amounting Eur 3,000 (three-thousand) net/member, respectively Eur 5,000 (five-thousand) net for the Chairman of the Board of Directors, payable on a monthly basis **AND**

(b) **a variable component** set on the basis of the financial and non-financial performance indicators, namely sales, EBITDA and net profit, and new restaurant openings, representing the equivalent of a maximum EUR 12,000 (twelve-thousand) net member, respectively EUR 24,000 (twenty-four-thousand) for the Chairman of the Board of Directors', and payable on an annual basis, in cash or in shares, as the case may be, after the annual financial statements have been approved, as follows:

- i. 100% (in full), should 95% from the annual budget, by reference to weighted average of all financial and non-financial performance indicators;
- ii. *pro-rated*, by reference to the achievement of the annual budget between 75% and 95%;
- iii. should the achievement of the annual budget is below 75%, the variable remuneration will no longer be paid.

The indicators weights are as follows: sales' level – 25%, EBITDA and net profit – 60%, and new restaurant openings - 15%.

The remuneration for the members of the Board of Directors who are also members of the consultative committee's amounting EUR 300 (three-hundred) net/member/session, as additional remuneration (in cash).

OPTION 3

The remunerations granted to the members of the Company's Board of Directors for the financial year 2019, amounting to EUR 5,000 net/month/member and EUR 300 net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.

OPTION 4

The remunerations granted to the members of the Company's Board of Directors for the financial year 2019, amounting to EUR 3,000 net/month/member plus Eur 500 net/session/member, as well as EUR 300 net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.

Cristian OSIAC
Chairman of the Board of Directors