|  |
| --- |
| **SPECIAL POWER OF ATTORNEY**  **for shareholders individuals**  **for the Ordinary General Shareholders Meeting of**  **Sphera Franchise Group S.A. of 26/27 April 2018** |
|  |
| The undersigned,  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with identity card / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal 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 in accordance with Romanian law, having its registered office in Romania, Bucharest, 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 (**Sphera**), to be held upon first calling on 26 April 2018, 10:00 hrs.  (Romania time), at Sheraton Bucharest Hotel – Colorado Hall or, if the case, upon second calling, if the meeting cannot be held upon its first calling, on 27 April 2018, 10:00 hrs. (Romania time), at Sheraton Bucharest Hotel – Colorado Hall (**OGSM**), |
| *whereas* the Undersigned is a shareholder of Sphera, holding as of 17 April 2018 (*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), |
| **HEREBY appoint**: |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| identified with identity card / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **Representative**),  **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 **Representative**), |
| **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.)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| identified with identity card / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **Substitute Representative**),  **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 Depozitarul Central S.A. on 17 April 2018 (*the Reference Date*), as follows:   1. **OGSM Agenda items** 2. **1. Item no. 1** 3. Approve the Company’s individual annual financial statements for the financial year 2017, based on the reports elaborated by the Board of Directors and the financial auditor. 4. In favor  Against  Abstain 5. **2. Item no. 2** 6. Approve the Company’s consolidated annual financial statements for the financial year 2017, based on the reports elaborated by the Board of Directors and the financial auditor. 7. In favor  Against  Abstain 8. **3. Item no. 3** 9. Approve the discharge of liability for the Company’s Board of Directors for the financial year 2017.   In favor  Against  Abstain   1. **4. Item no. 4** 2. Approve the income and expenses budget and the business plan for the year 2018, at a consolidated level.   In favor  Against  Abstain   1. **5. Item no. 5** 2. Appoint an independent member of the Company’s Board of Directors to fill in the existing independent member of the Board of Directors vacancy, after the independent member of the Board of Directors Elyakim Davidai gave up this position. The term of office of the selected independent member shall be equal to the period left until the expiry of the term of office of the vacancy, namely 5 October 2019. The selected member of the Board of Directors shall conclude an administration contract with the Company, which shall contain provisions regarding the duties, responsibilities, rights, obligations and remuneration, in the standard form approved by the Company’s shareholders according to resolution no. 5 of 16.10.2017. 3. **The voting option for this point on the agenda will be marked in Annex 1 to this special power of attorney – Power of attorney for secret vote in relation to point 5 of the agenda.** 4. *Note: (i) if the power of attorney is sent via post or delivery services or is submitted at the Company's office, Annex 1 for the secret vote will be printed separately and will be inserted in a closed envelope having the mention "Power of attorney for secret vote" which will accompany the power of attorney within the envelope in which it is sent/submitted; (ii) if the power of attorney is sent by electronic mail, Annexe 1 for the secret vote will be separately attached to the e-mail in a document named "Power of attorney for secret vote".* 5. **6. Item no. 6** 6. Empower Mr. Cristian Osiac, as Chairman of the Board of Directors, to sign in the name and on behalf of the Company the administration contract that the Company shall conclude with the member of the Board of Directors elected according to point 5 governing his/her activity as member of the Board of Directors.   In favor  Against  Abstain   1. **7. Item no. 7** 2. Approve the remuneration granted to the members of the Company’s Board of Directors for the financial year 2018, 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.   In favor  Against  Abstain   1. **8. Item no. 8** 2. Approve the granting of additional remuneration (in cash and in shares) to the members of the board of directors, executive directors and certain employees of the Company, as per the relevant contracts in force, and/or who are eligible for participating in a Long-Term Incentive Plan, approved by the Company's Board of Directors (the "**Plan**"), in a total maximum net amount of EUR 510,000 (in equivalent LEI) for 2018. This total limit applies to all remuneration granted based on the Plan in 2018, irrespective of the fact that the actual payment of this remuneration is made in instruments and/or in instalments within a certain period of time.   In favor  Against  Abstain   1. **9. Item no. 9** 2. Approve the date of 15.05.2018 as the record date for the identification of the shareholders to whom the effects of the OGSM resolutions shall apply, in accordance with the applicable law.   In favor  Against  Abstain   1. **10. Item no. 10** 2. Empower the Chairman of the Board of Directors 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 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.   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 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 23 April 2018, 17:00 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: |
| 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 Representative and, if the case, of the Substitute Representative (identity card for Romanian citizens, or passport for foreign citizens);  iii) Annex 1 – Power of attorney for the secret vote in relation to point 5 on the agenda. |
| 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. |
| If several Substitute Representatives are named, the order of exercising the mandate is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Date of this special power of attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: to be signed by the Principal’s legal representative)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**Annex 1 – Power of attorney for the secret vote**

In relation to point 5 on the agenda

1. Appoint an independent member of the Company’s Board of Directors to fill in the existing independent member of the Board of Directors vacancy, after the independent member of the Board of Directors Elyakim Davidai gave up this position. The term of office of the selected independent member shall be equal to the period left until the expiry of the term of office of the vacancy, namely 5 October 2019. The selected member of the Board of Directors shall conclude an administration contract with the Company, which shall contain provisions regarding the duties, responsibilities, rights, obligations and remuneration, in the standard form approved by the Company’s shareholders according to resolution no. 5 of 16.10.2017. The candidates are the following:

1. Mr. STERE-CONSTANTIN FARMACHE

In favor  Against  Abstain

*(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.)*

*Note: This Annex is not valid if it does not accompany the above power of attorney.* ***(i) if the power of attorney is sent via post or delivery services or is submitted at the Company's office, Annex 1 for the secret vote will be printed separately and will be inserted in a closed envelope having the mention "Power of attorney for secret vote" which will accompany the power of attorney within the envelope in which it is sent/submitted; (ii) if the power of attorney is sent by electronic mail, Annexe 1 for the secret vote will be separately attached to the e-mail in a document named "Power of attorney for secret vote"***

**Date.........................................**

**Signature .....................................**