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| **SPECIAL POWER OF ATTORNEY**  **for shareholders legal persons**  **for the Extraordinary General Shareholders Meeting of**  **Sphera Franchise Group S.A. of 25/30 April 2019** |
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| The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: the name of the shareholder legal person shall be filled in)*  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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **Principal**),  acting by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: the last and first name of the legal representative of the shareholder legal person shall be filled in, as appearing in the documents prooving the quality of legal representative*) |
| *whereas* the calling of an extraordinary 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, 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 25 April 2019, 12:00 hrs.  (Romanian time), at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1st District, Bucharest, Romania, 010551 or, if the case, upon second calling, if the meeting cannot be held upon its first calling, on 30 April 2019, 12:00 hrs. (Romanian time), at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1st District, Bucharest, Romania, 010551 (**EGSM**), |
| *whereas* the Undersigned is a shareholder of Sphera, holding as of 15 April 2019 (*the Reference Date*) a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by Sphera, granting the Undersigned a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ votes within the EGSM, 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 its representation in the EGSM 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 EGSM 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 15 April 2019 (*the Reference Date*), as follows:   1. **EGSM Agenda items** 2. **1. Item no. 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:   * 1. 15.2. "The members of the Board of Directors are:      1. 15.2.1. [to be filled in with identification details as a result of the election of the BoD member];      2. 15.2.2. [to be filled in with identification details as a result of the election of the BoD member];      3. 15.2.3. [to be filled in with identification details as a result of the election of the BoD member];      4. 15.2.4. [to be filled in with identification details as a result of the election of the BoD member];      5. 15.2.5. [to be filled in with identification details as a result of the election of the BoD member];      6. 15.2.6. [to be filled in with identification details as a result of the election of the BoD member];      7. 15.2.7. [to be filled in with identification details as a result of the election of the BoD member].”  1. In favor  Against  Abstain 2. **2**. **Item no. 2** 3. 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. 4. In favor  Against  Abstain 5. **3. Item no. 3** 6. 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.   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 EGSM 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 EGSM; 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 2019, 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 desk); 4. shall be signed and dated by the Principal shareholder; 5. shall be filled in by the Principal shareholder, in all of the above mentioned matters. |
| I attach to this special power of attorney: |
| i) a copy of the valid identity document of the Undersigned’s legal representative; |
| ii) a certificate of status of the Undersigned issued by the Trade Registry, or any other equivalent document, in original or true copy, issued by a competent authority of the state in which the shareholder is duly organised certifying the quality of legal representative, not older than 3 months before the publication date of the EGSM convening notice;  iii) a copy of the identity document of the individual Representative and, if the case, of the Substitute Representative (identity card for Romanian citizens, or passport for foreign citizens). |
| 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 EGSM 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 EGSM date and **b)** a copy of the identity document (identity card for Romanian citizens and passport for foreign citizens) of the legal representative of the Representative/Substitute Representative legal person. |
| If several Substitute Representatives are named, the order of exercising the mandate is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Date of this special power of attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: to be signed by the Principal’s legal representative)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |