|  |
| --- |
| **SPECIAL POWER OF ATTORNEY**  **for shareholders legal persons**  **for the Extraordinary General Shareholders Meeting of**  **Sphera Franchise Group S.A. of November 25/26, 2020** |
|  |
| 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 the extraordinary general shareholders meeting of **Sphera Franchise Group S.A.**, a joint stock managed under a one-tier system and operating under the laws of Romania, 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 no. J40/7126/2017, fiscal identification code (CUI) 37586457 ("**Sphera**"), to be held upon the first calling on November 25th, 2020, 12:00 hrs.  (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Calea Dorobanti Street, 2nd floor-Ateneu Room, 1st District or, if the case, upon second calling, if the meeting cannot be held upon its first calling, on November 26th, 2020, 12:00 hrs. (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Calea Dorobanti Street, 2nd floor-Ateneu Room, 1st District (**EGSM**), |
| *whereas* the Undersigned is a shareholder of Sphera, holding as of November 11th, 2020 (*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 November 11th, 2020 (*the Reference Date*), as follows:   1. **EGSM Agenda items** 2. **1. Item no. 1**   Approval of **amending Article 15** of the Company’s Articles of Association, which shall have the following content:    ***“Article 15. Organization***   * 1. *The Company is managed in a one-tier system, by a Board of Directors composed of 5 (five) members appointed by the ordinary general shareholders meeting, out of which at least one (1) is independent director, for a mandate of maximum four (4) years, with the possibility of re-election for subsequent 4-year mandates.*   2. *The members of the Board of Directors may be Romanian or foreign citizens, natural persons or legal entities. Most of the members of the Board of Directors are non-executive directors of the Company.*   3. *The Candidates for the positions of members of the Board of Directors may be designated by the shareholders irrespective of their participation to the share capital or by the current members of the Board of Directors.*   4. *Every member of the Board of Directors shall sign with the Company, represented by the person designated by the shareholders, an administration agreement for the duration of their mandate as members of the Board of Directors, which shall stipulate the rights, obligations and responsibilities of that member towards the Company and the remuneration received for that position.*   5. *In case of a vacancy, the Board of Directors shall designate a temporary member for a mandate to start on the date of his/her designation and end on the date when the general meeting of shareholders of the Company will decide to designate a member of the Board of Directors. In this case, the remaining members of the Board of Directors shall convene as soon as possible a general meeting including on the agenda the designation of a new member of the Board of Directors. In case the number of existing members decreases at any time below three (3), the remaining members shall urgently convene a general meeting having on the agenda the election of members of the Board of Directors.*   6. *The chairman and vice-chairman of the Board of Directors shall be elected by the Board of Directors among the members of the Board of Directors.*   7. *The chairman of the Board of Directors has the following responsibilities:*  1. *Coordinates the activity of the Board of Directors and reports about this activity to the general meeting of shareholders;* 2. *Supervises the operation of the corporate bodies of the Company;* 3. *Calls the meetings of the Board of Directors, sets the agenda, supervises the appropriate transmission of information to the members of the Board of Directors concerning the points on the agenda of the meetings and chairs the meetings;* 4. *Any other duties and responsibilities set forth in the Rules of organization and operation of the Board of Directors.*   *15.8 Should the Chairman of the Board of Directors be unable to fulfil his/her duties and responsibilities towards the Company, these duties and responsibilities shall be taken over temporarily by the vice-president of the Board of Directors. Should the vice-president be unable to fulfil these duties and responsibilities, the Board of Directors shall decide who takes them over temporarily until the vice-president or Chairman is able to resume the fulfilment of these duties and responsibilities “*  In favor  Against  Abstain  **2. Item no. 2**  Approval of **amending** **Article 16.5** of the Company’s Articles of Association, which shall have the following content:  “*16.5* *The meeting of the Board of Directors is duly met if there are at least three (3) members of the Board of Directors present or represented and the decisions may made by the favourable vote of the majority of the members of the Board of Directors present or represented at the meeting. In case of equal votes, the vote of the chairman of the Board of Directors shall be decisive.* „  In favor  Against  Abstain  **3. Item no. 3**  Approval of **removal** **Article 18.2** of the Company’s Articles of Association, regarding the name and identification data of the Company’s Chief Executive Officer, respectively of the following article:  *“18.2 The General Manager, whose mandate ends on …….. 2023, is:*  *Mr. ……, a […] citizen, born in […] on […], with domicile in […], identified by […] series […], issued on […] and valid until […], having CNP […]..*  In favor  Against  Abstain  **4. Item no. 4**  Approval of **amending Article 20.2** of the Company’s Articles of Association, which shall have the following content:  *“20.2 The members of the Board of Directors and the Chief Executive Officer, respectively the officers, as appropriate, shall have the obligation of diligence and loyalty towards the Company. These obligations shall be performed with prudence and diligence, in the interest of the Company.”*  In favor  Against  Abstain  **5. Item no. 5**  Approval of amending Article 21.1 of the Company’s Articles of Association, which shall have the following content:  *„21.1 Following to the appointment of the financial auditor by the ordinary general shareholders meeting and setting the minimum duration of the mandate granted, the Company will conclude a financial audit agreement with the appointed financial auditor.”*  In favor  Against  Abstain  **6. Item no. 6**  Granting the Chairman of the Company’s Board of Directors the power and authority to sign the updated Articles of Association of the Company with the amendments mentioned above and to draw up and sign in the name and on behalf of the Company and further 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 and the updated Articles of Incorporation of the Company 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.  The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in the best interest of the Company, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted.   1. 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 November 23rd, 2020, 10:00 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  *(Drafting note: to be signed by the Principal’s legal representative)* |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |