|  |
| --- |
| **SPECIAL POWER OF ATTORNEY**  **for shareholders as private individuals**  **for the Ordinary General Shareholders Meeting of**  **Sphera Franchise Group S.A. of February 04th / 07th, 2022** |
|  |
| The undersigned,  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the personal identification 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 under the laws of Romania, having its registered office in Romania, Bucharest, 239 Dorobanti Ave., 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**" or the “**Company**”), to be held upon the first calling on **February 04th, 2022**, 11:00 hrs.  (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District or, if the case, upon second calling, if the meeting cannot be held upon its first calling, on February 07th, 2022, 11:00 hrs. (Romanian time), at Company's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District (the “**OGSM”**), |
| *whereas* the Undersigned is a shareholder of Sphera, holding as of January 21st, 2022 (*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), |
| **I HEREBY appoint**: |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ citizen, born at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| identified with identity card/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **“Attorney-in-Fact”**),  **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 identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| (the **“Attorney-in-Fact”**), |
| **AND, as substitute attorney-in-fact**: |
| *(Note regarding the appointment of the substitute attorney-in-fact: A shareholder may appoint by special power of attorney one or more substitute attorneys-in-fact to ensure his representation in the OGSM in case the main attorney-in-fact appointed is unable to fulfil his mandate. If, by the special power of attorney, more substitute attorneys-in-fact 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 identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,  (the **“Substitute Attorney-in-Fact”**),  **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 identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| (the **“Substitute Attorney-in-Fact”**), |
| to attend to and to act as an attorney-in-fact 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 Central Depository S.A. on January 21st, 2022 (*the Reference Date*), as follows:   1. **OGSM Agenda items**  |  |  |  | | --- | --- | --- | | |  | | --- | | **1. Item no. 1**   1. **Election of the members of the Board of Directors, by applying the cumulative vote method.** 2. **The voting option for this point on the agenda will be marked in Annex 1 to this ballot by correspondence – Power of attorney for secret vote in relation to point 1 of the agenda.** 3. *Note: (i) As per the provisions of article. 105 paragraph (19) of the Law 24/2017, this point on the agenda which require a secret vote, in accordance with Annex 1. Thus, the correspondence vote will be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known. (ii) If the power of attorney is sent via post or delivery services or is submitted at the Company's office, Annex 1 for the expressing of the secret vote will be printed separately and will be inserted in a closed sealed, signed and stamped envelope having the mention "Expressing the secret vote in relation to point 1 on the OGSM agenda" which will accompany the power of attorney within the envelope in which it is sent/submitted, which will contain the votes for the rest of the items on the agenda of the OGMS, as well as the documents required; (ii) If the power of attorney is sent by electronic mail, Annexe 1 for the expressing of the secret vote will be separately attached to the e-mail in a document named "Power of attorney for secret vote in relation to point 1 on the OGSM agenda".* 4. **2. Item no. 2** 5. **The discharge of liability for the members of the Company’s Board of Directors, which have not been reconfirmed by the cumulative vote method in the new Board of Directors.** 6. In favor  Against  Abstain 7. **3. Item no. 3** 8. **Establishing the term of the mandate of the Board of Directors elected by applying the cumulative vote method, to start when elected and to end on May 30th 2023.** 9. In favor  Against  Abstain 10. **4. Item no. 4** 11. **Approval of the monthly remuneration granted to the members of the Company’s Board of Directors, valid as of the date of the Ordinary General Shareholders Meeting, until the next Ordinary General Shareholders Meeting, amounting EUR 4.000 (four thousand) net/month/member, EUR 4.000 (four thousand) net/month for the Chairman of the Board of Directors and EUR 150 (one hundred fifty) net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.** 12. In favor  Against  Abstain | | **5. Item no. 5**   1. **Approval of the draft of the management agreement that shall be concluded between the Company and the new appointed members of the Board of Directors.** 2. In favor  Against  Abstain   **6. Item no. 6**   1. **Empower the Chief Executive Officer of the Company to sign, in the name and on behalf of the Company, the management agreements that shall be concluded between the Company and the appointed members of the Board of Directors, according to the 1st item on the Agenda.** 2. In favor  Against  Abstain   **7. Item no. 7**   1. **Approval of the Board of Directors proposal of dividend distribution amounting Lei 35,000,884.61 from the undistributed net profit of 2020, as well as the approval of fixing a gross dividend / share amounting Lei 0.9021.** 2. In favor  Against  Abstain   **8. Item no. 8**   1. **Approval of the date of May 30th, 2022 as the payment date (“Paymennt date”).** 2. In favor  Against  Abstain   **9. Item no. 9**   1. **Approval of the date of May 9th, 2022 as record date and of the ex-date- May 6th, 2022 for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.** 2. In favor  Against  Abstain   **10. Item no. 10**   1. **Appointment of ERNST & YOUNG ASSURANCE SERVICES S.R.L., a Romanian legal entity, with its registered office in Bucharest, Bvd. Ion Mihalache, no. 15-17, 1st district, Bucharest Tower Center Building, floor 21, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J40 / 5964/1999, having CUI 11909783, having the authorization no. 77 of 15.08.2001 issued by the Romanian Chamber of Auditors, as the statutory financial auditor of the Company, for a period of 3 (three) years related to the financial years of 2022, 2023 and 2024.** 2. In favor  Against  Abstain   **11. Item no. 11**   1. **Approval of the draft of the management agreement proposed by the Board of Directors of the Company, that shall be concluded between the Company and the new appointed members of the Board of Directors, as a result of the cumulative vote.** 2. In favor  Against  Abstain   **12. Item no. 12**   1. **Empower of the Chairman of the Board of Directors of the Company to carry out all the necessary steps to sign, publish and register the resolutions adopted by the Ordinary General Shareholders Meeting and grant him the right to delegate to another person the power to carry out the above-mentioned formalities.** 2. In favor  Against  Abstain 3. *(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 ballot by correspondence:   1. a. is valid only for the OGSM of February 04th, 2022, 11:00 hrs. (Romania time) and for the second convening of the same OGSM on February 07th, 2022, 11:00 hrs. (Romania time), if the case. 2. b. the deadline for its registration at Sphera’s registry of its registered office, in hard copy or by e-mail (according to Law no. 455/2001 on the electronic signature, republished) is February 02nd, 2022, 11:00 hrs. (Romania time). 3. c. is elaborated in two original counterparts, out of which: one (1) counterpart is received by the shareholder and one (1) counterpart shall be submitted/sent to Sphera’s registered office (registry). | | **I hereby attach to this ballot:**   1. the copy of the identity card of the undersigned (identity card for Romanian citizens, or passport for foreign citizens); 2. only in case of ballot by correspondence exercised by a representative, copy of the identity document of the representative individual (identity card for Romanian citizens or passport for foreign citizens). If the representative is a legal person, I also attach **a)** the certificate of status of the 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 a competent authority of the origin state, not older than 3 months before the OGSM date, and **b)** a copy of the identity document of the legal representative (identity card for Romanian citizens or passport for foreign citizens) of the representative legal person; | | 1. Date of the ballot by correspondence \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | |  | | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_   1. (*Drafting note: to be signed by the shareholder or, as the case may be, by the shareholder’s representative.*) | | 1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |   **Annex 1 – Expressing the secret vote by correspondence**  In relation to point 1 on the agenda  1. Election of the members of the Board of Directors, by applying the cumulative vote method.  The candidates are the following:   |  |  |  | | --- | --- | --- | | **Number of held shares:** \_\_\_\_\_\_\_\_\_\_\_\_ | | **Total number of cumulated votes:**  \_\_\_\_\_\_\_\_\_\_\_\_\_  Note: *this number is obtained by multiplying the number of shares held by the number of members in the Board of Directors, respectively 5. We exemplify: a shareholder holding 400 shares will be entitled to 2,000 cumulative votes.*  For more information on the cumulative voting method, please see the "List of Candidates" available on the Company's website, *Investor Relations* section. | | **1.** | **LUCIAN HOANCĂ** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **2.** | **SILVIU-GABRIEL CÂRMACIU** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **3.** | **RĂZVAN ȘTEFAN LEFTER** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **4.** | **ARNAOUTOU VALENTIN** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **5.** | **GEORGIOS-VASSILLIOS REPIDONIS** - acting director on the date of the OGMS, included by law/de jure in the list of candidates for the election of the Board of Directors  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **6.** | **MIHAI ENE – candidate proposed by Wellkept Group S.A.**  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | | | **7.** | **LIVIU MITROI – self-proposed independent candidate**  *Number of cumulated votes awarded: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_* | |   ***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, this Annex 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 in relation to point 1 on the OGSM* *agenda" which will accompany the poer of attorney within the envelope in which it is sent/submitted; (ii) if the power of attorney is sent by electronic mail, this Annex for the secret vote will be separately attached to the e-mail in a document named " Power of attorney for secret vote".*  ***Note:*** *According to the provisions of art. 167 paragraph (1) of Regulation 5/2018 on issuers of financial instruments and market operations,* ***"Directors in office until the date of the general meeting are included by law/de jure on the list of candidates for election the new board of directors, by the cumulative vote method."***  ***Note: The date until which proposals can be submitted regarding candidates or applications can be submitted is January 18th, 2022, at 17:00.***  ***Note for drafting Annex 1:*** *The total number of cumulated votes that you are entitled to is obtained by multiplying the votes held by you in Sphera by five (5), i.e. the number of directors that are to form the Board of Directors of Sphera/the Company.*  *You can distribute such votes to one or several candidates. To this end you must fill in this form by mentioning the number of votes awarded immediately under the name and identification details of the respective candidate/candidates. You can choose not to distribute any votes to a candidate, in which case you must not mention anything in his/her regards or mention the digit 0 (zero).*   1. *The total number of votes distributed to the candidates as per the above cannot exceed the total number of your cumulated votes, under penalty of cancellation of the voting ballot form.*   *Persons who obtain the highest number of cumulated votes in the OGMS shall be declared elected as members of the Board of Directors of Sphera/the Company.*  **Date.........................................**  **Signature .....................................** |