

OPTION PLAN FOR MANAGERS

FOR THE ACTIVITY IN 2021

1. General matters

Based on and in accordance with the terms of this plan (the “Plan”), the directors of Sphera Franchise Group S.A. (“Sphera” or the “Company”) will be able to receive, free of charge, Sphera shares as part of the variable remuneration for the 2021 activity carried out under the mandate contracts concluded with the Company.

The purpose of the Plan is to reward the Managers of the Company for their contribution to the development of the activity and, in general, to the increase of the Company's profitability.

2. Recipients of the Plan. Eligibility

The *managers* of the Company may benefit from the rights granted by this Plan, within the meaning of the provisions of Article 143 of Law no. 31/1990 on Companies, as amended and supplemented at the date hereof (collectively, the “**Eligible Managers**”) which (cumulatively):

- (i) have concluded with Sphera a mandate contract for the position of manager of the Company which shall take effect at least as of January 1, 2021,
- (ii) have continuously exercised, under the above-mentioned mandate contract, the position of manager of the Company, at least until the Grant Date (as defined below),
- (iii) are declared eligible by the Board of Directors of the Company, by reference to the eligibility criteria indicated in Section 5 below.

3. Shares offered

Subject to the terms and conditions of this Plan, the Eligible Managers shall be granted an option (the “**Option**”) consisting of the right to acquire for free a number of ordinary shares (the “**Shares**”) issued by Sphera.

Sphera's Board of Directors will decide (a) the managers to whom the Options will be granted, (b) the date (s) on which the Options will be granted (the “**Grant Date**”), and (c) the total number of Shares to be granted under each Option. For the avoidance of any doubt, unless otherwise indicated, the Grant Date shall be the date of the decision of the Board of Directors of the Company determining the number of Shares granted to the Eligible Managers.

The total number of Shares to which an Eligible Manager is entitled shall be determined on the basis of the formula indicated in Section 6 below.

4. Exercise of Options

The exercise of the Options by the Eligible Managers shall be made by sending to the Company a written request to transfer the Shares to which they are entitled, formulated by filling in and signing the transfer form Shares to be made available by the Company.

Exercise of the Option can be achieved if the following conditions are met (cumulatively):

- (i) Expiry of a period of 12 months from the Grant Date;
- (ii) The Eligible Managers hold the capacity of managers of the Company, on an uninterrupted basis and for the duration indicated in section (i) above.

The exercise of the Option may be made on [5] of the calendar month following that in which the deadline indicated in point (i) above is reached (or on the immediately following business day, if that date occurs on a non-working day) (the “**Vesting Date**”).

5. Eligibility criteria

In order to consider a Manager as eligible for the granting of Options under this Plan, the Management Board considered the following eligibility criteria:

- (i) Sphera to have registered profit in the financial year 2021 according to the annual financial statements approved by the general meeting of shareholders;
- (ii) Achieved very good performance in terms of meeting its individual goals;
- (iii) Has made a significant contribution to the company's long-term success, taking into account market conditions and uncertainties;
- (iv) Has supported and ensured effective change management within the organization and has developed his/her skills and knowledge through training, mentoring or any other means of self-learning;
- (v) He/she has been actively involved in ESG (environment, social and governance) and corporate social responsibility initiatives and has shown a strong commitment to them.

6. Determination of the number of Shares

Number of shares due to each Eligible Manager – determined based on the following formula:

$$N_A = S / P_A$$

Where:

N_A = number of Shares due to each Eligible Manager

S = the amount due to each Eligible Manager as a bonus for the activity carried out, according to the Remuneration Policy applicable at the time of determination

P_A = average price per Share, calculated as the average [opening] price of Sphera shares over the last [12] months

7. Exceptional events

In the event of the death of an Eligible Manager on or before the expiration of a period of 12 months from the Grant Date, the number of Shares that will result from the exercise of the Option shall be calculated on the basis of the formula:

$$N \times (X/365)$$

where:

N = the number of Shares to which the Eligible Managers would have been entitled if the death had not occurred on or before the expiration of the 12-month term;

X = the number of days between the Grant Date and the date of death.

In the event of the death of an Eligible Manager as above, the successors will be able to exercise the Option on the number of Shares resulting from the application of the above formula within [12] months from the date of death; the Option will no longer be exercised after the expiration of this term.

8. Non-transferability of Options

The Eligible Managers shall not be able to transfer the Options or any rights in connection therewith and shall be free of any encumbrances or rights established in favour of any person. Any transfer will automatically terminate the Option.

9. Convert Options to Cash

If:

- (i) The General Meeting of Shareholders (GMS) of Sphera will not approve the acquisition of its own shares for the purpose of this Plan, or
- (ii) The mandate contracts of the Eligible Managers shall terminate prior to the expiry of the 12-month term from the Grant Date for reasons not attributable to the respective Managers,

The Options granted to the Eligible Managers will be converted into cash according to the following formula:

$$S = N \times RON 14$$

where:

S = the amount of cash due to each Eligible Manager as a result of the conversion of the Option into cash

N = the number of Shares to which each Eligible Manager would have been entitled if Sphera's GMS had approved the acquisition of its own Shares for the purpose of this Plan

The amount (S) shall be paid by the Company to each Eligible Manager within 2 months from the date of the resolution of the Sphera GMS indicated above. The Company shall retain and pay all related taxes.



For the avoidance of any doubt, in the case set forth in section (ii) above, the conversion of the Options into cash shall operate strictly for the Eligible Managers under the hypothesis described in that section. For the other Eligible Managers (for whom the minimum term of office of 12 months from the Grant Date will be met), the conversion of Options into Shares will operate in accordance with Section 4 above.

10. Applicable Law and Jurisdiction

The Plan and any dispute or claim arising out of or in connection with it shall be governed by, and construed in accordance with Romanian law. Any dispute in connection with this Plan shall fall within the jurisdiction of the Romanian courts.