

CURRENT REPORT

Pursuant to Regulation no. 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority

Report date:	02.03.2020
Name of the issuing entity:	Sphera Franchise Group SA
Statutory seat:	Bucharest, Romania
Visiting address:	Bucharest, 239 Dorobanti Ave., 2nd Floor, 1st District, Romania
Phone no/Fax no:	0040 21 201 1757 / 0040 21 201 1759
Sole Registration Code:	RO 37586457
Order number with the Trade Registry:	J40/7126/2017
Subscribed and paid-in share capital:	RON 581,990,100
Number of shares in issue:	38,799,340
Number of listed shares:	9,831,753
Regulated market on which the issued securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium (Shares)
Symbol:	SFG

SIGNIFICANT EVENTS TO REPORT

RESOLUTION of the Ordinary General Shareholders Meeting of the company Sphera Franchise Group S.A. dated March 02nd, 2020 (attached herein).

Georgios-Vassillios REPIDONIS
Member of the Board of Directors

Contact details:

Investor Relations
E-mail: investor.relations@spheragroup.com

**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF
SPHERA FRANCHISE GROUP S.A.**

No. 1 of March 02nd, 2020

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**OGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian laws, 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 (referred to as the "**Company**"), duly and statutory convened, in accordance with the provisions of article 117 of Companies Law 31/1990, as republished, art. 92 of Law no. 24/2017 regarding issuers of securities and market operations and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 290 of January 23th, 2020 and in the newspaper „Bursa” of January 27th, 2020, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated January 22nd, 2020,

Legally and statutory met on **March 02nd, 2020**, 10:00 hrs. (Romania time) at the first convening at Company's headquarters located in Romania, Bucharest, 239 Calea Dorobanti Street, 2nd floor - Ateneu Room, 1st District, gathering a number of 23 shareholders holding a number of 36.350.727 shares with voting rights, representing 93.6890% of total voting rights, namely 93.6890% of the Company's share capital, attending the Meeting by representative or expressing votes by correspondence,

DECIDES

1. With an unanimity of votes validly expressed by the shareholders represented or who expressed their vote by correspondence at the Meeting

With a total number of 36.350.727 voting rights validly expressed, representing 93.6890% of the Company's share capital and 93.6890% of the voting rights attached to the shares representing the Company's share capital, out of which 36.350.727 votes "in favour" representing 100% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

It is hereby approved

The distribution of the net profit remained undistributed related to 2018 financial year, respectively of the amount of Lei 13,679,102.83.

2. With an unanimity of votes validly expressed by the shareholders represented or who expressed their vote by correspondence at the Meeting

With a total number of 36.350.727 voting rights validly expressed, representing 93.6890% of the Company's share capital and 93.6890% of the voting rights attached to the shares representing the Company's share

capital, out of which 36.350.727 votes "in favour" representing 100% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

It is hereby approved

The payment date for dividend distribution: 31.03.2020.

3. With an unanimity of votes validly expressed by the shareholders represented or who expressed their vote by correspondence at the Meeting

With a total number of 36.350.727 voting rights validly expressed, representing 93.6890% of the Company's share capital and 93.6890% of the voting rights attached to the shares representing the Company's share capital, out of which 36.350.727 votes "in favour" representing 100% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

It is hereby approved

The date of March 19th, 2020 as the record date and of the ex-date – March 18th, 2020 for the identification of the shareholders who will benefit from the results of the OGSM and to whom the effects of the OGSM Decisions are applicable.

4. With an unanimity of votes validly expressed by the shareholders represented or who expressed their vote by correspondence at the Meeting

With a total number of 36.350.727 voting rights validly expressed, representing 93.6890% of the Company's share capital and 93.6890% of the voting rights attached to the shares representing the Company's share capital, out of which 36.350.727 votes "in favour" representing 100% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders represented or who expressed their vote by correspondence at the Meeting

It is hereby approved

The empowerment of the Chairman of the Board of Directors to sign in the name and on behalf of the Company 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.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today March 02nd, 2020.

Chairman of the Meeting

Georgios-Vassilios REPIDONIS

Secretary of the Meeting

Narcisa OPREA