

CURRENT REPORT

Pursuant to Law 24/2017 regarding issuers of financial instruments and market operations and to Romanian National Securities Commission Regulation no.1/2006 on issuers and operations with securities, as subsequently amended and supplemented

Report date:	27-Apr-2018
Name of the issuing entity:	Sphera Franchise Group SA
Statutory seat:	Bucharest, Romania
Visiting address:	Bucharest, 239 Dorobanti Ave., 2 nd Floor, 1 st 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 581,990,000
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

RESOLUTIONS of the Ordinary and Extraordinary General Shareholders Meetings of the company Sphera Franchise Group S.A. dated 26th April 2018 (attached to this report)

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 26.04.2018

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 law, 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, art. 4 and art. 5 of FSA Regulation 6/2009 on exercising certain shareholders' rights in the companies' general shareholders meetings and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1225 of 26.03.2018 and in the newspaper Bursa of 26.03.2018, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 22.03.2018,

Legally and statutory met on **26.04.2018**, 10:00 hrs., at the first convening at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1st District, Bucharest, Romania, 010551, gathering a number of 45 shareholders holding a number of 35,984,478 shares with voting rights, representing 92.7451% of total voting rights, namely 92.7451% of the Company's share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,681,414 votes "in favour" representing 96.379% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 1,303,064 votes "against" representing 3.621% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 0 "abstains"

The following are approved

The Company's individual annual financial statements for the financial year 2017, based on the reports elaborated by the Board of Directors and the financial auditor.

2. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,681,414 votes "in favour" representing 96.379% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 1,303,064 votes "against" representing 3.621% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 0 "abstains"

The following are approved

The Company's consolidated annual financial statements for the financial year 2017, based on the reports elaborated by the Board of Directors and the financial auditor.

3. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,101,261 votes "in favour" representing 94.767% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 1,461,567 votes "against" representing 4.062% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 421,650 "abstains" representing 1.172% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The discharge of liability for the Company's Board of Directors for the financial year 2017.

4. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,690,384 votes "in favour" representing 96.404% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 425,866 votes "against" representing 1.183% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 868,228 "abstains" representing 2.413% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The income and expenses budget and the business plan for the year 2018, at a consolidated level.

5. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 32,013,671 votes "in favour" representing 88.965% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 3,350,524 votes "against" representing 9.311% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 325,908 "abstains" representing 0.906% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 294,375 votes annulled

The following are approved

The selection of Mr. Stere Constantin Farmache to fill in the vacancy of independent member of the Company's Board of Directors, after the independent member of the Board of Directors Elyakim Davidai gave up this position. The term of office of the selected independent member of the Board of Directors shall be equal to the period left until the expiry of the term of office of the vacancy, namely 5 October 2019. The selected independent member of the Board of Directors

shall conclude an administration contract with the Company, which shall contain provisions regarding the duties, responsibilities, rights, obligations and remuneration, in the standard form approved by the Company's shareholders according to resolution no. 5 of 16.10.2017.

6. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 32,950,552 votes "in favour" representing 91.569% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 2,422,629 votes "against" representing 6.732% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 319,915 "abstains" representing 0.889% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 291,382 votes annulled

The following are approved

To empower Mr. Cristian Osiac, as Chairman of the Board of Directors, to sign in the name and on behalf of the Company the administration contract that the Company shall conclude with the independent member of the Board of Directors elected according to point 5 governing his/her activity as member of the Board of Directors.

7. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,733,200 votes "in favour" representing 96.523% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 584,369 votes "against" representing 1.624% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 666,909 "abstains" representing 1.853% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The remuneration granted to the members of the Company's Board of Directors for the financial year 2018, amounting to EUR 2,000 net/month/member and EUR 300 net/member/session as additional remuneration for the members of the Board of Directors who are also members of the consultative committees.

8. With a total number of 35,984,478 voting rights validly expressed, representing 92.7451% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 5,064,207 votes "in favour" representing 14.073% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 29,606,845 votes "against" representing 82.277% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 1,022,044 "abstains" representing 2.840% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 291,382 votes annulled

The following are rejected

The granting of additional remuneration (in cash and in shares) to the members of the board of directors, executive directors and certain employees of the Company, as per the relevant contracts in force, and/or who are eligible for participating in a Long-Term Incentive Plan, approved by the Company's Board of Directors (the "Plan"), in a total maximum net amount of EUR 510,000 (in equivalent LEI) for 2018. This total limit applies to all remuneration granted based on the Plan in 2018, irrespective of the fact that the actual payment of this remuneration is made in instruments and/or in instalments within a certain period of time.

9. With an unanimity of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The date of 15.05.2018 as the record date for the identification of the shareholders to whom the effects of the OGSM resolutions shall apply, in accordance with the applicable law.

10. With an unanimity of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

To empower the Chairman of the Board of Directors to draw up and sign in the name and on behalf of the Company, to execute or prepare and 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/documents issued by the Trade Registry and/or any other competent authority, and granting him the right to delegate to another person the power to carry out the abovementioned formalities.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 26.04.2018.

Chairman of the Meeting

Cristian Osiac

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

No. 1 of 26.04.2018

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, 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, art. 4 and art. 5 of FSA Regulation 6/2009 on exercising certain shareholders' rights in the companies' general shareholders meetings and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1225 of 26.03.2018 and in the newspaper Bursa of 26.03.2018 and by publishing the supplemented convening notice in the Official Gazette of Romania, Part IV no. 1435 of 13.04.2018 and in the newspaper Bursa of 13.04.2018 as well as by sending the convening notices to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current reports dated 22.03.2018 and 12.04.2018,

Legally and statutory met on **26.04.2018**, 12:00 hrs., at the first convening at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1st District, Bucharest, Romania, 010551, gathering a number of 44 shareholders holding a number of 35,984,248 shares with voting rights, representing 92.7445% of total voting rights, namely 92.7445% of the Company's share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 35,984,248 voting rights validly expressed, representing 92.7445% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,610,111 votes "in favour" representing 96.181% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 1,054,214 votes "against" representing 2.930% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 319,923 "abstain" representing 0.889% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

Amendment of art. 15.2 from the articles of association of the Company, as a result of the election by the ordinary general shareholders meeting of the Company from 26/27.04.2018 of mr. Stere Constantin Farmache as member of the board of directors of the Company for occupying the vacant position as a result of the fact that Elyakim Davidai gave up his mandate of independent administrator, which will have the following content:

15.2 "The members of the Board of Directors are:

15.2.1 **Bairaktaris Stylianos**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 16.05.2019;

15.2.2 **Hilton Mark Nicholas**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 16.05.2019;

15.2.3 **Cârmaci Silviu-Gabriel**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 16.05.2019;

15.2.4 **Osiac Cristian**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 16.05.2019;

15.2.5 **Nasta Ion Marius**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 16.05.2019;

15.2.6 **Farmache Stere Constantin**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 05.10.2019;

15.2.7 **Mitzalis Konstantinos**, a [*] citizen, resident in [*], born on [*], in [*], having the address in [*], identified by [*], series [*], no. [*], issued by the [*] on [*], valid until [*], personal identification number [*], appointed for a mandate of 2 years which expires on 05.10.2019;"

2. With an unanimity of votes held by the shareholders present, represented or who voted by correspondence at the Meeting

The following are approved

The date of 09.11.2018 as the record date for the identification of the shareholders to whom the effects of the EGSM resolutions shall apply, in accordance with the applicable law.

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

The following are approved

Empowerment of the Chairman of the Board of Directors 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.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 26.04.2018.

Chairman of the Meeting

Cristian Osiac

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

No. 2 of 26.04.2018

The extraordinary general shareholders meeting of Sphera Franchise Group S.A. (the "**Meeting**" or "**EGSM**"), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, 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, art. 4 and art. 5 of FSA Regulation 6/2009 on exercising certain shareholders' rights in the companies' general shareholders meetings and article 10 of the Company's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1225 of 26.03.2018 and in the newspaper Bursa of 26.03.2018 and by publishing the supplemented convening notice in the Official Gazette of Romania, Part IV no. 1435 of 13.04.2018 and in the newspaper Bursa of 13.04.2018 as well as by sending the convening notices to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current reports dated 22.03.2018 and 12.04.2018,

Legally and statutory met on **26.04.2018**, 12:00 hrs., at the first convening at Sheraton Bucharest Hotel – Colorado Conference Room, located at 5-7 Calea Dorobantilor, 1st District, Bucharest, Romania, 010551, gathering a number of 44 shareholders holding a number of 35,984,248 shares with voting rights, representing 92.7445% of total voting rights, namely 92.7445% of the Company's share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 35,984,248 voting rights validly expressed, representing 92.7445% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 7,007,683 votes "in favour" representing 19.474% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 28,967,587 votes "against" representing 80.501% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 8,978 "abstains" representing 0.025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are rejected

Decrease of the subscribed and paid up share capital of the Company from 581,990,100 RON to 525,731,057 RON by reducing the nominal value of the Company's shares from 15 RON to 13.55 RON, through a decrease mechanism which incorporates two operation (covering losses and distribution of participation to shareholders) as follows:

- a) Approval of covering accumulated losses afferent to 2017, as reflected in the annual financial statements of the Company as at 31 December 2017 in a total amount of 10,195,561.39 RON, by decreasing the subscribed and paid up share capital of the Company from 581,990,100 RON to 571,794,538.61 RON by reducing the nominal value of the Company's shares from 15 RON to

14.7372 RON. The share capital decrease is carried out based on art. 207 par. 1 let. b from Law 31/1990.

b) Approval of decreasing the subscribed and paid up share capital of the Company from 571,794,538.61 RON to 525,731,057 RON by reducing the nominal value of the Company's shares from 14.7372 RON to 13.5500 RON, followed by the restitution to shareholders of a part of their contribution, pro-rata with their holding in the paid up share capital of the Company and calculated equally for each share. The share capital decrease is carried out based on art. 207 par. 2 let. b from Law 31/1990 and the shareholders who are registered in the Company's shareholders registry at the record data for the decrease will receive 1.1872 RON/share.

As a result of the share capital decrease described above at letters a) and b), the subscribed and paid up share capital of the Company will be of 525,731,057 RON, divided into 38,799,340 ordinary shares, each having a nominal value of 13.55 RON.

This decrease is justified by the need to optimize the Company's share capital through aligning the share capital to the development objectives of the Company and to its distribution policies as presented in the Company's dividend policy.

a. Approving the relevant dates for the share capital decrease:

- a) 09.11.2018 as record date for the share capital decrease, for the identification of the shareholders to whom the effects of the share capital increase shall apply;
- b) 08.11.2018 as ex date; and
- c) 29.11.2018 as payment date for the amount representing part of the contributions to the share capital which will be restituted to the Company's shareholders as a result of the share capital decrease as presented at point 2 letter b from above.

b. Carrying out by the Company's Board of Directors of all acts and decisions necessary for the implementation of the share capital decrease.

2. With a total number of 35,984,248 voting rights validly expressed, representing 92.7445% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 34,828,449 votes "in favour" representing 96.788% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 201 votes "against" representing 0.001% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstains" and 8,978 votes annulled and 1,146,620 unexercised votes

The following are approved

Covering accumulated losses afferent to 2017, as reflected in the annual financial statements of the Company as at 31 December 2017 in a total amount of 10,195,561.39 RON, by decreasing the subscribed and paid up share capital of the Company from 581,990,100 RON to 571,794,538.61 RON by reducing the nominal value of the Company's shares from 15 RON to 14.7372 RON. The share capital decrease is carried out based on art. 207 par. 1 let. b from Law 31/1990.

3. With a total number of 35,984,248 voting rights validly expressed, representing 92.7445% of the Company's share capital and of the voting rights attached to the shares representing the Company's share capital, out of which 7,006,033 votes "in favour" representing 19.470% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 28,967,587 votes "against" representing 80.501% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 8,978 "abstains" representing 0.025% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 1,650 unexercised votes

The following are rejected

Amendment of the articles of association of the Company at the date when the share capital decrease mentioned at point 1 above will be effective, as follows:

- a) Art. 4.1 from the Company's articles of association is amended and will have the following content:

"4.1. The Company's share capital is of 525,731,057 lei, fully subscribed and paid, as follows: (i) 1,355,000 lei paid in cash, out of which 984,678.5 lei in lei and 370,321.5 lei in EUR (81,446.6218 EUR at an exchange rate of 4.5468 lei/EUR) and (ii) 524,376,057 lei contribution in kind.

History of the in kind contribution

At the date of the Company's incorporation, the share capital was of 1,500,000 lei paid in cash. On 30 May 2017, the shareholders from that moment approved the Company's share capital increase with contributions in kind with a value of RON 580,490,100, consisting of 379,999 shares issued by US Food Network S.A., a joint-stock company organized and operating according to the laws of Romania, having its registered seat in Bucharest district 1, 28-30 Gheorghe Magheru Blvd., registered with the Trade Register under no. J40/24660/1994, tax registration number 6645790 and 379,999 shares, issued by American Restaurant System S.A., a joint-stock company organized and operating according to the laws of Romania, having its registered seat in Bucharest district 1, 5-7 Calea Dorobanților Street, ground floor, unit C, D and terrace, room 79, registered with the Trade Register under no. J40/19307/1994, sole registration number 6331682

As per the Evaluation Report prepared by Romanian Expert Consulting S.R.L., the value of the contribution in kind to the share capital, i.e. the value of those 379,999 shares issued by US Food Network S.A. was set at the amount of RON 519,704,310, and the value of those 379,999 shares issued by American Restaurant System S.A. was set at the amount of RON 60,785,790.

The 38,699,340 shares issued by the Company in exchange for the contributions in kind are assigned to the shareholders who made contributions in kind as follows:

- (i) Tatika Investments LTD holds a total number of 10,576,530 shares as a result of its contribution in kind consisting of a number of 103,854 shares issued by US Food Network S.A. evaluated at a total value of RON 142,035,195 and a number of 103,854 shares issued by American Restaurant System S.A. evaluated at a total value of RON 16,612,755;*
- (ii) Lunic Franchising and Consulting Ltd. holds a total number of 8,645,433 shares as a result of its contribution in kind consisting of a number of 84,891 shares issued by US Food Network S.A. evaluated at a total value of RON 116,101,950 and a number of 84,891 shares issued by American Restaurant System S.A. evaluated at a total value of RON 13,579,545.*
- (iii) M.B.L. Computers SRL holds a total number of 8,900,848 shares as a result of its contribution in kind consisting of a number of 87,400 shares issued by US Food Network S.A. evaluated at a total value of RON 119,531,985 and a number of 87,400 shares issued by American Restaurant System S.A. evaluated at a total value of RON 13,980,735.*

(iv) *Anasa Properties SRL holds a total number of 4,253,057 shares as a result of its contribution in kind consisting of a number of 41,774 shares issued by US Food Network S.A. evaluated at a total value of RON 57,115,500 and a number of 41,774 shares issued by American Restaurant System S.A. evaluated at a total value of RON 6,680,355.*

(v) *Wellkept Group SA holds a total number of 6,323,472 shares as a result of its contribution in kind consisting of a number of 62,080 shares issued by US Food Network S.A. evaluated at a total value of RON 84,919,680 and a number of 62,080 shares issued by American Restaurant System S.A. evaluated at a total value of RON 9,932,400."*

b) Art. 4.2 from the Company's articles of association is amended and will have the following content:
"4.2 The share capital is divided into 38,799,340 shares with a nominal value of RON 13.55 /share."

c) Annex 1 from the Company's articles of association is amended and will have the following content:

Shareholder	Number of shares owned	Contribution to the share capital	Holding compared to the total number of votes/share capital	Participation to profit and loss rate
Tatika Investments Ltd.	10,603,860	143,682,303 lei	27.33%	27.33%
M.B.L. Computers S.R.L.	7,759,868	105,146,211.4 lei	20.00%	20.00%
Wellkept Group S.A.	6,339,812	85,904,452.6 lei	16.34%	16.34%
Anasa Properties S.R.L.	4,264,047	57,777,836.85 lei	10.99%	10.99%
Other natural and legal shareholders	9,831,753	133,220,253.15 lei	25.34%	25.34%
TOTAL	38,799,340	525,731,057.00 lei	100.00%	100.00%

4. With an unanimity of votes held by the shareholders present, represented or who voted by correspondence at the Meeting

The following are approved

The date of 09.11.2018 as the record date for the identification of the shareholders to whom the effects of the EGSM resolutions shall apply, in accordance with the applicable law.

5. With an unanimity of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

Empowerment of the Chairman of the Board of Directors 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.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 26.04.2018.

Chairman of the Meeting

Cristian Osiac