

To:

**BURSA DE VALORI BUCUREŞTI S.A.
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ**

CURRENT REPORT 20/2021

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or Rulebook of the Bucharest Stock Exchange Market Operator.

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|--------------------------------------|-----------------------------------------------------------------------------|
| Date of report | 28.05.2021 |
| Name of the Company | Sphera Franchise Group SA |
| Registered Office | Bucharest, Romania |
| Address | Calea Dorobanților nr. 239, 2nd floor, Bucharest sector 1 |
| Phone / Fax | +40 21 201 17 57 / +40 21 201 17 59 |
| Email | investor.relations@spheragroup.com |
| Registration nr. with Trade Registry | J40/7126/2017 |
| Fiscal Code | RO 37586457 |
| Subscribed and paid share capital | 581,990,100 RON |
| Total number of shares | 38,799,340 |
| Symbol | SFG |
| Market where securities are traded | Bucharest Stock Exchange, Main Segment, Premium Category |

Important events to be reported: Conclusion of legal acts with affiliated parties

The management of Sphera Franchise Group SA informs the investors about the conclusion, on 28.05.2021 of multiple addendums to existing legal acts with related parties. The addendums were concluded by Sphera Franchise Group SA as well as by the Group's subsidiaries.

Details on the legal acts concluded including the beneficiaries, object, and total value of the contracts, are presented in Annex 1 attached to this report.

CHIEF FINANCIAL OFFICER

Valentin Budes

Annex 1

Report of legal acts concluded by Sphera Franchise Group SA and its subsidiaries according to the provisions of the Law no. 24/2017 and FSA Regulation no. 5/2018.

| Crt. No. | Parties | | Date of initial contract | Duration of initial contract | Date of addendum | Duration of addendum | Object of contract/addendum | Notes | Value of the Contract/Addendum | | Guarantees | Payment | | Penalties | Interest |
|-------------|-----------------------------------|---------------------------------------|--------------------------------|-------------------------------------------------|---------------------|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----------------------------------|--------|------------|------------|-------------------|-----------|----------|
| | Provider | Beneficiary | | | | | | | CCY | Amount | | Term | Payment method | | |
| 1 | SPHERA FRANCHISE GROUP S.A. | AMERICAN RESTAURANT SYSTEM S.A. | 08.06.2018 | 1 year, extended by subsequent addenda | 28.05.2021 | N/A | Addendum no.14/ 28.05.2021 to the Loan agreement dated 08.06.2018 having as object to extend the duration of the loan for an additional one year period starting upon the original period expiration (i.e. June 8th, 2021) | - | N/A | N/A | N/A | 08.06.2022 | N/A | N/A | N/A |
| 2 | US FOOD NETWORK S.A. | US FOOD NETWORK S.r.l. (Italy) | 30.03.2020 | 1 year | 28.05.2021 | N/A | Addendum no 2/28.05.2021 to the Loan Agreement dated 30.03.2020 in amount of EUR 1,000,000, interest rate 4% p.a. having as object to extend the duration of the loan for an additional one year period starting upon the original period expiration (i.e. March 30th, 2021) | - | N/A | N/A | N/A | 30.03.2022 | N/A | N/A | N/A |

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| 3 | US FOOD NETWORK S.A. | AMERICAN RESTAURANT SYSTEM S.A. CALIFORNIA FRESH FLAVORS S.R.L | 08.05.2020 | 1 year | 28.05.2021 | N/A | Addendum no 1/28.05.2021 for extending the duration of the agreement for an additional one year period starting upon the original period expiration (i.e. May 8th, 2021) to the Agreement dated 08.05.2020 | The agreement dated 08.05.2020 was in total amount of RON 7,262,342 (out of which RON 5,436,579 representing the amount due by American Restaurant System SA, interest rate 6.4% p.a. and RON 1,825,764 - the amount due by California Fresh Flavors SRL, interest rate 6.63% p.a) | N/A | N/A | N/A | 08.05.2022 | N/A | N/A | N/A |
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Chief Financial Officer

Valentin Budes