

To:

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

CURRENT REPORT 43/2021

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.

Date of report	10.12.2021
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: Request for convening the Ordinary General Meeting of the Shareholders

Sphera Franchise Group S.A. ("the Group") informs the market about receiving, on 09.12.2021, the request of the significant shareholder, TATIKA INVESTMENTS LTD, to convene the Ordinary General Meeting of the Shareholders, having the agenda provided in the address sent by the significant shareholder, which is attached to this Current Report.

The request will be analyzed and will be decided on calling the Ordinary General Meeting of Shareholders of the Group, within the term provided by the legislation in force.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoanca

Nicosia, Cyprus

9th December 2021

Messrs
Sphera Franchise Group S.A.
239 Dorobanti Ave., 2nd floor, office 4, 1st district
Bucharest, Romania

To: Board of Directors of Sphera Franchise Group S.A.

Dear Board of Directors' members of Sphera Franchise Group SA,

Re: Shareholder request to convene The Ordinary General Shareholders Meeting of Sphera Franchise Group S.A.

The undersigned, **TATIKA INVESTMENTS LTD**, a company incorporated and operating under the laws of Cyprus, having its registered office in 7 Dositheou Street, Para Building Block A, Office 101, 1071 Nicosia, registered with the Trade Registry/ equivalent body for non-resident legal persons under no. HE101319, fiscal identification code/ equivalent registration number of non-resident legal entities, acting by **Isaias Kammitsis** as Director,

whereas the Undersigned is the significant shareholder 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, 1st district, registered with the Trade Registry of Bucharest Court under no. J40/7126/2017, tax identification code 37586457 ("SFG" or the "Company"), holding 11,100,074 Shares of SFG, representing 28.6089% of SFG's share capital,

and given to the following legal and regulatory provisions of:

- art. 119 para. (1) from Companies Law no. 31/1990, republished, as further amended and supplemented;
- art. 165 from FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented;
- art. 105 para (23) from Law no. 24/2017 on issuers of financial instruments and market operations, as further amended and supplemented,

hereby requests to convene the Ordinary General Shareholders Meeting of SFG, having the following Agenda:

1. Election of the members of the Board of Directors, by applying the cumulative vote method.
2. 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.
3. Establishing the term of the mandate of the Board of Directors elected by applying the method of cumulative voting to start when elected and to end on May 30th 2023.

4. 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.
5. 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 [in the form attached herein].
6. 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.
7. Empower the Chairman of the Board of Directors 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.

Please find attached the following:

- Draft resolution for the proposed Agenda;
- The copy of the identity card of the shareholder Director;
- Directors' Certificate issued by the Cyprus Registrar of Companies for the legal representative.

Yours Sincerely
Tatika Investments Ltd

Isaias Kammitsis
Director

