

To:

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

CURRENT REPORT 2/2022

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	25.01.2022
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 of multiple addendums to existing legal acts with related parties. Details on the legal acts concluded, including the beneficiaries, object, and total value of the addendums, are presented in Annex 1 attached to this report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budes

Annex 1

Report of legal acts concluded by Sphera Franchise Group SA 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	23.12.2021	N/A	Addendum no.16/ 23.12.2021 to the Loan agreement dated 08.06.2018 having as object to accelerate the partial repayment of the loan.	Increase the equity of the company ARS by partial conversion of the debt that the debtor holds.	RON	16,333,219	N/A	Due on 23.12.2021	N/A	N/A	N/A
2	SPHERA FRANCHISE GROUP S.A.	CALIFORNIA FRESH FLAVORS S.R.L	01.09.2017	5 years	23.12.2021	N/A	Addendum no.5/ 23.12.2021 to the Loan agreement dated 01.09.2017 having as object to accelerate the partial repayment of the loan.	Increase the equity of the company CFF by partial conversion of the debt that the debtor holds.	RON	3,484,700	N/A	Due on 23.12.2021	N/A	N/A	N/A
3	SPHERA FRANCHISE GROUP S.A.	CALIFORNIA FRESH FLAVORS S.R.L	29.06.2018	5 years	23.12.2021	N/A	Addendum no.2/ 23.12.2021 to the Loan agreement dated 29.06.2018 having as object to accelerate the partial repayment of the loan.	Increase the equity of the company CFF by partial conversion of the debt that the debtor holds.	RON	2,863,740	N/A	Due on 23.12.2021	N/A	N/A	N/A
4	SPHERA FRANCHISE GROUP S.A.	CALIFORNIA FRESH FLAVORS S.R.L	09.12.2019	1 year, extended by subsequent addenda	23.12.2021	N/A	Addendum no. 6/ 23.12.2021 to the Loan agreement dated 09.12.2019 having as object to accelerate the	Increase the equity of the company CFF by partial conversion of the debt that the debtor holds.	RON	6,033,337	N/A	Due on 23.12.2021	N/A	N/A	N/A

							partial repayment of the loan.								
5	SPHERA FRANCHISE GROUP S.A.	US FOOD NETWORK S.r.l. (Italy)	12.09.2017	1 year, extended by subsequent addenda	23.12.2021	N/A	Addendum no. 21/ 23.12.2021 to the Loan agreement dated 12.09.2017 having as object the use of a part of the loan granted by Sphera Franchise Group SA to its subsidiary, US Food Network S.r.l to set up a capital reserve for covering the accounting loss	Set up the capital reserve in amount of EUR 2,750,000 necessary to cover the accounting loss of the company US Food Network S.r.l. as at 31 December 31, by the conversion of the loan receivable in capital reserve debt that the debtor holds.	EUR	2,750,000	N/A	N/A	N/A	N/A	N/A

Chief Executive Officer

Calin Ionescu

Chief Financial Officer

Valentin Budes