

To:

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

CURRENT REPORT 5/2022

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	04.02.2022
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: Resolution of the OGMS dated 04.02.2022

On 04.02.2022, starting with 11:00 AM, at the headquarters of Sphera Franchise Group SA ("Sphera") located at 239 Calea Dorobanților, 2nd floor, Bucharest, District 1, took place the Ordinary General Meeting of Shareholders of Sphera. The legal and statutory quorum was constituted at first convocation.

The resolution of the Ordinary General Meeting of Shareholders of Sphera is attached to this current report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu

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

No. 1 of February 04th, 2022

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or the “**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 Dorobanti Ave., 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 and of article 119 of the Law no. 31/1990 on companies, republished, as further amended and supplemented, article 85 and article 105 para. (23) of Law 24/2017 regarding issuers of securities and market operations, as further amended and supplemented (hereinafter referred to as the “**Law 24/2017**”), article 165 of Regulation no. 5/2018 regarding issuers of securities and market operations as further amended and supplemented (hereinafter referred to as the “**R5/2018**”) and with article 10 para. 10.1 and para. 10.6 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 5331 of December 31st, 2021 and in the newspaper Adevarul online of December 30th, 2021, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated December 29th, 2021,

Legally and statutory met on **February 04th, 2022**, 11:00 hrs., at the first convening at Company, gathering a number of 40 shareholders holding a number of 34.312.356 shares with voting rights, representing 88,43541% of total voting rights, namely 88,43541% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 171.561.780 voting rights validly expressed, out of which 168.695.433 cumulative votes awarded, 1.881.917 unallocated votes and 983.430 cancelled votes

The following are approved

Election of the members of the Board of Directors, by applying the cumulative vote method, as follows:

1. Răzvan Ștefan LEFTER, with 35.434.176 cumulative votes awarded;
2. Silviu-Gabriel CARMACIU, with 31.000.000 cumulative votes awarded;
3. Lucian HOANCA, with 29.519.000 cumulative votes awarded;
4. Georgios-Vassillios REPIDONIS, with 29.518.150 cumulative votes awarded;
5. Mihai ENE, with 29.517.525 cumulative votes awarded.



TACO BELL

2. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.063.803 votes "in favour" representing 99,27562% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 26.432 votes "against" representing 0,07703% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 222.121 "abstain" representing 0,64735% 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 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. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 30.780.112 votes "in favour" representing 89,70562% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 3.462.244 votes "against" representing 10,09037% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 70.000 "abstain" representing 0,20401% 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

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

4. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.236.025 votes "in favour" representing 99,77754% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 6.331 votes "against" representing 0,01845% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 70.000 "abstain" representing 0,20401% 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

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. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 19.917.124 votes "in favour" representing 58,04651% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 14.325.232 votes "against" representing 41,74949% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 70.000 "abstain" representing 0,20401% 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

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.

6. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.242.356 votes "in favour" representing 99,79599% of the total number of votes held by the shareholders present, 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 present, represented or who expressed their vote by correspondence at the Meeting and 70.000 "abstain" representing 0,20401% 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



TACO BELL

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. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.312.356 votes "in favour" representing 100% of the total number of votes held by the shareholders present, 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 present, 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 present, represented or who expressed their vote by correspondence at the Meeting]

The following are approved

Approval of the Board of Directors proposal of dividend distribution amounting Lei 35,000,884.61 from the undistributed net profit of 2020, as well as the approval of fixing a gross dividend / share amounting Lei 0.9021.

8. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.312.356 votes "in favour" representing 100% of the total number of votes held by the shareholders present, 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 present, 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 present, represented or who expressed their vote by correspondence at the Meeting]

The following are approved

Approval of the date of May 30th, 2022 as the payment date ("Payment date").

9. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.312.356 votes "in favour" representing 100% of the total number of votes held by the shareholders present, 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 present, represented or who expressed their vote by correspondence at the Meeting and 0



TACO BELL

"abstain" representing 0% 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

Approval of the date of May 9th, 2022 as record date and of the ex-date- May 6th, 2022 for the identification of the shareholders who will benefit from the result of the Ordinary GSM and to whom the effects of the Ordinary GSM Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

10. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 33.971.307 votes "in favour" representing 99,00605% of the total number of votes held by the shareholders present, 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 present, represented or who expressed their vote by correspondence at the Meeting and 341.049 "abstain" representing 0,99395% 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

Appointment of ERNST & YOUNG ASSURANCE SERVICES S.R.L., a Romanian legal entity, with its registered office in Bucharest, Bvd. Ion Mihalache, no. 15-17, 1st district, Bucharest Tower Center Building, floor 21, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J40 / 5964/1999, having CUI 11909783, having the authorization no. 77 of 15.08.2001 issued by the Romanian Chamber of Auditors, as the statutory financial auditor of the Company, for a period of 3 (three) years related to the financial years of 2022, 2023 and 2024.

11. With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 16.182.891 votes "in favour" representing 47,16345% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 18.059.465 votes "against" representing 52,63245% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 70.000 "abstain" representing 0,20401% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting



TACO BELL

The following are rejected

Approval of the draft of the management agreement proposed by the Board of Directors of the Company, that shall be concluded between the Company and the new appointed members of the Board of Directors, as a result of the cumulative vote.

- 12.** With a total number of 34.312.356 voting rights validly expressed, representing 88,43541% of the Company's share capital and 88,43541% of the voting rights attached to the shares representing the Company's share capital, out of which 34.312.356 votes "in favour" representing 100% of the total number of votes held by the shareholders present, 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 present, 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 present, represented or who expressed their vote by correspondence at the Meeting]

The following are approved

Empower of the Chairman of the Board of Directors of the Company 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.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today February 04th, 2022.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Corina-Mariana CISMARU



TACO BELL