

To:

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

CURRENT REPORT 20/2022

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	28.04.2022
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: Resolutions of the OGMS & EGMS dated 28.04.2022

On 28.04.2022, starting with 10:00 AM, at the Group's headquarters located in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District took place the Ordinary General Meeting of Shareholders of Sphera Franchise Group S.A. (the "Group"), and starting with 12:00 PM, at the same location, the Extraordinary General Meeting of Shareholders of the Group took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Group are attached to this Current Report.

CHAIRMAN OF THE BOARD OF DIRECTORS

Lucian Hoanca



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

No. 1 of 28.04.2022

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 statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1251 dated 25.03.2022 and in the newspaper Adevarul, online edition, dated 24.03.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2022,

Legally and statutorily met on **28.04.2022, 10:00 hrs**, at the first convening at the Company’s headquarters from Bucharest, 239 Dorobanti Avenue, 2nd floor – Ateneu Hall, 1st district, of the shareholders holding a number of 32.178.441 shares with voting rights, representing 82,9355% of total voting rights, namely 82,9355% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

1. With a total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company’s share capital, out of which 32.106.604 votes "in favour" representing 99,7824% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and 70.000 "abstain" representing 0,2175% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.837 voting rights unexpressed

The following are approved

The Company’s individual annual financial statements, for the financial year ended on 31.12.2021, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

2. With total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing



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the Company's share capital, out of which 32.106.604 votes "in favour" representing 99,7824% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and 70.000 "abstain" representing 0,2175% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.837 voting rights unexpressed

The following are approved

The Company's consolidated annual financial statements, for the financial year ended on 31.12.2021, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

3. With a total number of 32.176.604 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 32.106.604 votes "in favour" representing 99,7824% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and 70.000 "abstain" representing 0,2175% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.837 voting rights unexpressed

The following are approved

The discharge of liability for the Company's Board of Directors for the financial year ended on 31.12.2021.

4. With a total number of 32.176.611 voting rights validly expressed, representing 82,9355% of the Company's share capital and 82,9355% of the voting rights attached to the shares representing the Company's share capital, out of which 24.209.325 votes "in favour" representing 75,2388% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and 7.967.286 "abstain" representing 24,7611% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.830 voting rights unexpressed



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The following are approved

The Company's income and expenses budget and the business plan at consolidated level, for the financial year 2022.

5. With a total number of 32.303.811 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 13.834.395 votes "in favour" representing 42,8258% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 18.399.416 votes "against" representing 56,9574% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 70.000 "abstain" representing 0,2166% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.830 voting rights unexpressed

The following are rejected

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 end of the mandate term (i.e. 30.05.2023), 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.

6. With a total number of 32.176.611 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 14.241.605 votes "in favour" representing 44,2607% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 17.864.886 votes "against" representing 55,5213% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 70.120 "abstain" representing 0,2179% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 129.030 voting rights unexpressed

The following are rejected

The Remuneration Policy of the Company, in accordance with the provisions of article 106 of Law 24/2017 regarding issuers of financial instruments and market operations, republished.



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7. With a total number of 32.303.804 voting rights validly expressed, representing 83,2633% of the Company's share capital and 83,2633% of the voting rights attached to the shares representing the Company's share capital, out of which 10.013.460 votes "in favour" representing 30,9977% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 22.220.224 votes "against" representing 68,7851 % of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and 70.120 "abstain" representing 0,2170% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting and with a total number of 1.837 voting rights unexpressed

The following are rejected

The Company's Remuneration Report, related to the financial year ended on 31.12.2021, submitted to the consultative voting of the OGSM, considering the provisions of article 107 para. (6) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished.

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

with a total number of 31.303.745 voting rights validly expressed, representing 100% of the Company's share capital and 100% of the voting rights attached to the shares representing the Company's share capital, out of which 0 votes "in favour" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means 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 or by electronic means at the Meeting and with a total number of 1.896 voting rights unexpressed

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of any of the resolutions adopted within the present OGSM dated April 28/29, 2022. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.

This Resolution has been drawn up and signed in Bucharest, in 5 original copies, today 28.04.2022.



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Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU



www.spheragroup.com

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

No. 1 of 28.04.2022

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 statutorily convened, in accordance with the provisions of article 117 of Companies Law 31/1990, Law no. 24/2017 regarding issuers of securities and market operations, Regulation no. 5/2018 regarding issuers of financial instruments and market operations as further amended and supplemented and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1251 dated 25.03.2022 and in the newspaper Adevarul, online edition, dated 24.03.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 24.03.2022,

Legally and statutorily met on **28.04.2022, 12:00 hrs**, at the first convening at the Company’s headquarters from Bucharest, 239 Dorobanti Avenue, 2nd floor – Ateneu Hall, 1st district, of the shareholders holding a number of 32.305.521 shares with voting rights, representing 83,2630% of total voting rights, namely 83,2630% of the Company’s share capital, being present in person, by representative expressing votes by correspondence, or by electronic means,

DECIDES

1. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company’s share capital, out of which 14.863.928 votes "in favour" representing 46,0104% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 17.439.886 votes "against" representing 53,9842% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed

The following are rejected

The contracting by the Company, as borrower, together with US Food Network SA, of a credit facility from Intesa Sanpaolo Commercial Bank Romania SA, as a *cash* credit ceiling with *Multicurrency* option, up to a maximum amount of EUR 13.000.000, in which California Fresh Flavors SRL, US Food Network S.r.l. (Italy) and US Food Network SRL (Moldova) shall be guarantors, in the conditions mentioned in the



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supporting material available at the Company's registered office and on the Company's website, *Investor Relations* section- General shareholders meetings.

2. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company's share capital, out of which 14.863.928 votes "in favour" representing 46,0104% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting, 17.439.886 votes "against" representing 53,9842% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed

The following are rejected

Granting mandate to the Company's Board of Directors in order to contract the banking facility mentioned at point 1 of EGSM agenda, fulfilling all and any required formalities in this sense, being further mandated to empower any third parties that he deems competent, in order to fulfill entirely or in part of the mandate granted.

3. With a total number of 32.305.521 voting rights validly expressed, representing 83,2630% of the Company's share capital and 83,2630% of the voting rights attached to the shares representing the Company's share capital, out of which 31.303.814 votes "in favour" representing 99,9947% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means 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 or by electronic means 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 or by electronic means at the Meeting and with a total number of 1.707 voting rights unexpressed, representing 0,0052% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence or by electronic means at the Meeting

The following are approved

Empowerment of the Chairman of the Board of Directors of the Company to fulfill, for and on behalf of the Company, of all necessary formalities before Trade Registry, Official Gazette and/or any other public and/or private authorities, for the registration/filing of any of the resolutions adopted within the present EGSM dated April 28/29, 2022. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfill entirely or in part of the above-mentioned tasks, within the limits of the mandate granted, his signature being fully valid and opposable to the Company.



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This Resolution has been drawn up and signed in Bucharest, in [5] original copies, today 28.04.2022.

Chairman of the Meeting

Lucian HOANCA

Secretary of the Meeting

Mihai CHISU



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