

To:

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

## **CURRENT REPORT 18/2022**

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	<b>11.04.2022</b>
Name of the Company	<b>Sphera Franchise Group SA</b>
Registered Office	<b>Bucharest, Romania</b>
Address	<b>Calea Dorobanților nr. 239, 2<sup>nd</sup> floor, Bucharest sector 1</b>
Phone / Fax	<b>+40 21 201 17 57 / +40 21 201 17 59</b>
Email	<b>investor.relations@spheragroup.com</b>
Registration nr. with Trade Registry	<b>J40/7126/2017</b>
Fiscal Code	<b>RO 37586457</b>
Subscribed and paid share capital	<b>581,990,100 RON</b>
Total number of shares	<b>38,799,340</b>
Symbol	<b>SFG</b>
Market where securities are traded	<b>Bucharest Stock Exchange, Main Segment, Premium Category</b>

**Important events to be reported:** Notification of major holdings

The management of Sphera Franchise Group SA (the "Company") informs the market that it has received, on April 11<sup>th</sup>, 2022, from NN Group N.V., a voluntary notification due to the change in shareholding structure / organogram.

The disclosure can be found annexed to this Current Report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu



**TACO BELL**

## Standard form for notification of major holdings

Notification of major holdings (to be transmitted to the relevant issuer and to the competent authority)				
1. Identity of the issuer or issuer of existing supporting shares, to which voting rights are attached <sup>i</sup> <b>Sphera Franchise Group S.A. (ISIN: ROSFGPACNOR4)</b>				
2. Reasons for the notification (please tick the appropriate box or boxes: <input type="checkbox"/> A purchase or disposal of voting rights <input type="checkbox"/> Acquisition or disposal of financial instruments <input type="checkbox"/> An event changing the distribution of voting rights <input checked="" type="checkbox"/> Other (please specify) <b>Voluntary notification due to change in shareholding structure/organogram</b>				
3. Details of the subject of the notification obligation <sup>iii</sup> :				
Name / Name: <b>NN Group N.V. – 52387534, Schenkkade 65, 2595 AS</b>		City and country of head office (if applicable) <b>The Hague, the Netherlands,</b>		
4. Full name / full name of the shareholder / shareholders (if different / different from point 3) <sup>iv</sup>				
<ul style="list-style-type: none"> <li>• <b>Fondul de Pensii Facultative NN ACTIV (administrat de către administratorul de fonduri de pensii facultative NN Asigurări de Viață S.A.);</b></li> <li>• <b>Fondul de Pensii Facultative NN OPTIM (administrat de către administratorul de fonduri de pensii facultative NN Asigurări de Viață S.A.);</b></li> <li>• <b>Fondul de Pensii Administrat Privat NN (administrat de către NN Pensii S.A.F.P.A.P. S.A.);</b></li> <li>• <b>NN Penzijní společnost, a.s.</b></li> </ul>				
5. Date of lowering, reaching or exceeding the threshold (percentage of vote) <sup>v</sup> : <b>11/04/2022</b>				
6. Total positions of persons subject to the notification obligation::				
	% of the voting rights attached to the shares (the total in 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	The total of the two expressed percentage % (7.A + 7.B)	The total number of voting rights of the issuer vi <sup>vi</sup>
The resulting situation, on the day it fell below, exceeded or reached the threshold	8,97%		8,97%	38.799.340
Position at previous notification date (if applicable)	5,07%		5,07%	
7. Information to be notified of the resulting situation, on the date when it was exceeded, fell below or reached the threshold <sup>vii</sup>				
A: Voting rights attached to the shares				
Class / Type of shares ISIN code, as appropriate	Number of voting rights <sup>viii</sup>		% of voting rights	
	Direct Art. 69 alin. (1)-(3) din Legea nr. <u>24/2017</u>	Indirect Art. 70 din Legea nr. <u>24/2017</u>	Direct Art. 69 alin. (1)-(3) din Legea nr. <u>24/2017</u>	Indirect Art. 70 din Legea nr. <u>24/2017</u>
<b>ROSGPACNOR4</b>		3.481.701		8,97%
<b>SUBTOTAL A</b>		<b>3.481.701</b>		<b>8,97%</b>

**B 1: Financial instruments in accordance with art. 73 par. (1) lit. (a) of Law no. 24/2017**

Type of financial instrument	Expiry date <sup>ix</sup> (due date)	Conversion / Exercise Period <sup>x</sup>	The number of voting rights that can be acquired if the instrument is exercised / converted	% of voting rights
SUBTOTAL B.1				

**B 2: Financial instruments with a similar economic effect according to art. 73 par. (1) lit. b) Law no. 24/2017**

Type of financial instrument	Expiry date <sup>ix</sup> (due date)	Conversion / Exercise Period <sup>x</sup>	Physical or cash settlement <sup>xi</sup>	The number of voting rights	% of voting rights
SUBTOTAL B.2					

8. Information about the subject of the notification obligation (please tick / tick the appropriate box)  
 The subject of the notification obligation is not controlled by any natural person or legal entity and does not control any entity (entities) that directly or indirectly has exposure to the issuer of the underlying shares.<sup>xii</sup>

The full chain of controlled people by virtue of which they actually hold voting rights and / or financial instruments, starting with the individual or the ultimate legal entity that controls them<sup>xiii</sup>:

Name <sup>xiv</sup>	% of the voting rights if it is equal to or higher than the threshold to be notified	% of voting rights through financial instruments if it is equal to or higher than the threshold to be notified	The total of the two, if it is equal to or higher than the threshold to be notified
1.NN Group N.V.			
2.NN Insurance Eurasia N.V.			
3.NN Continental Europe Holdings B.V.			
4.NN Asigurari de Viata S.A.			
5a.Fondul de Pensii Facultative NN ACTIV (administrat de către administratorul de fonduri de pensii facultative NN Asigurări de Viață SA)			
5b.Fondul de Pensii Facultative NN OPTIM (administrat de către administratorul de fonduri de pensii facultative NN Asigurări de Viață SA)			
1.NN Group N.V.			

2.NN Insurance Eurasia N.V.			
3.NN Continental Europe Holdings B.V.			
4.NN Pensii S.A.F.P.A.P. S.A.			
5.Fondul de Pensii Administrat Privat NN (administrat de către NN Pensii S.A.F.P.A.P. S.A.)	7,33%		7,33%
1.NN Group N.V.			
2.NN Insurance Eurasia N.V.			
3.NN Continental Europe Holdings B.V.			
4. NN Penzijní společnost, a.s.			
9. In the case of voting by a representative: [name / trustee's name] will cease to hold [% and number] voting rights from [date]			
10. Suplimentary information <sup>xv</sup> : <b>In Annex 1 an additional Organisational Chart has been provided to support section 8.</b>			

Drafted at The Hague on 11/04/2022



Jemy Gopal  
Compliance Officer



Pieter Thissen  
Compliance Officer

# Annex 1

