

To:

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

CURRENT REPORT 02/2023

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	19.01.2023
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 S.A. (the “Group”) informs the investors about the conclusion of multiple addendums to existing legal acts with related parties, as well as new legal acts. Details on the concluded legal acts, including the beneficiaries, object, and their total value, are presented in Annex 1 attached to this current report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budes

Annex 1

Report of legal acts concluded by Sphera Franchise Group SA and its subsidiaries.

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	16.11.2022	N/A	Addendum no.19/16.11.2022 to the Loan agreement dated 08.06.2018 having as object to accelerate the repayment of the loan and accumulated loan interest	Increase the equity of the company ARS by conversion of the debt that the debtor holds.	RON	5,464,605.16	N/A	Due on 16.11.2022.	N/A	N/A	N/A
2	SPHERA FRANCHISE GROUP S.A.	CALIFORNIA FRESH FLAVORS S.R.L	01.09.2017	5 years	16.11.2022	N/A	Addendum no.6/16.11.2022 to the Loan agreement dated 01.09.2017 having as object to accelerate the repayment of the accumulated loan interest	Increase the equity of the company CFF by conversion of the debt that the debtor holds.	RON	640,685.31	N/A	Due on 16.11.2022.	N/A	N/A	N/A

3	SPHERA FRANCHISE GROUP S.A.	CALIFORNIA FRESH FLAVORS S.R.L	29.06.2018	5 years	16.11.2022	N/A	Addendum no.3/ 16.11.2022 to the Loan agreement dated 29.06.2018 having as object to accelerate the repayment of the accumulated loan interest	Increase the equity of the company CFF by conversion of the debt that the debtor holds.	RON	256,843.64	N/A	Due on 16.11.2022.	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	16.11.2022	N/A	Addendum no.8/ 16.11.2022 to the Loan agreement dated 09.12.2019 having as object to accelerate the repayment of the loan and accumulated loan interest	Increase the equity of the company CFF by conversion of the debt that the debtor holds.	RON	2,631,263.39	N/A	Due on 16.11.2022.	N/A	N/A	N/A
5	SPHERA FRANCHISE GROUP S.A.	US FOOD NETWORK S.r.l. (Italy)	12.09.2017	1 year, extended by subsequent addenda	15.12.2022	N/A	Addendum no. 22/ 15.12.2022 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 1,600,000 necessary to cover the accounting loss of the company US Food Network S.r.l. as of December 31, 2022 by the conversion of the loan receivable in	EUR	1,600,000	N/A	N/A	N/A	N/A	N/A

								capital reserve.								
6	DOROBANTI 239 IMOBILIARE S.R.L.	US FOOD NETWORK S.A.	20.06.2012	5 years, extended by subsequent addenda	31.03.2022	N/A	Addendum no. 12/31.03.2022 to the Lease Agreement dated 20.06.2012 having as object the change of the rented area and the rent amount;	Modification of the leased area and establishment of a basic rent of EUR 28,372.79/month	EUR	28,372.79 /month						
7	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	AMERICAN RESTAURANT SYSTEM S.A. US FOOD NETWORK S.A.	18.02.2021	1 year, automatic extension	15.07.2022	N/A	Addendum no. 1/15.07.2022 to the Service Contract dated 18.02.2021, having as object the modification of the support package and the price of the subscription further to the SAF-T reporting requirements.	Change of monthly subscription	EUR	4,260/ month						
8	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	SPHERA FRANCHISE GROUP S.A.	13.03.2018	1 year, automatic extension	05.05.2022	N/A	Addendum 2/05.05.2022 to the Service Contract dated 13.03.2018, having as object the modification of the support package and the price of the subscription further to the SAF-T reporting requirements.	Change of monthly subscription	EUR	585/ month						

9	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	SPHERA FRANCHISE GROUP S.A.	09.08.2019	1 year, automatic extension	23.02.2022	N/A	Addendum 1/23.02.2022 to the Service Contract dated 09.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) for a period of 1 year with monthly payment		EUR	Monthly value based on the number of licenses requested			
10	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	US FOOD NETWORK S.A	09.08.2019	1 year, automatic extension	23.02.2022	N/A	Addendum 1/23.02.2022 to the Service Contract dated 09.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) for a period of 1 year with monthly payment		EUR	Monthly value based on the number of licenses requested			
11	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	AMERICAN RESTAURA NT SYSTEM S.A	08.08.2019	1 year, automatic extension	24.02.2022	N/A	Addendum 1/24.02.2022 to the Service Contract dated 08.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) for a period of 1 year with monthly payment		EUR	Monthly value based on the number of licenses requested			
12	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	US FOOD NETWORK S.R.L	14.08.2019	1 year, automatic extension	23.02.2022	N/A	Addendum 1/23.02.2022 to the Service Contract dated 14.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) for a period of 1 year with monthly payment		EUR	Monthly value based on the number of licenses requested			

13	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	CALIFORNI A FRESH FLAVOR S.R.L.	09.08.2019	1 year, automatic extension	23.02.2022	N/A	Addendum 1/23.02.2022 to the Service Contract dated 09.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) for a period of 1 year with monthly payment		EUR	Monthly value based on the number of licenses requested			
14	BANEASA INVESTMENTS S.A.	AMERICAN RESTAURA NT SYSTEM S.A	01.10.2003	10 years, extended by subsequent addenda	05.01.2022	N/A	Addendum 11/05.01.2022 to the Service Contract 25/01.10.2003 having as object reducing the rent for the month of November 2021 by 20% of the value stipulated in the contract.	Rent reduced by 20% for November 2021	EUR				
15	PARC HOTELS S.A.	US FOOD NETWORK S.A. AMERICAN RESTAURA NT SYSTEM S.A. CALIFORNI A FRESH FLAVOR S.R.L.	12.12.2022	15-16.12.2022	N/A	N/A	Contract no. 4353/12.12.2022 having as object accommodation and public catering services provided by the Provider, within the Ramada PARC or Ramada PLAZA Bucharest hotel during 15-16.12.2022.		EUR	3,740	50% advance payment until 05.12.2022, the difference amount will be paid within 10 working days from the date of receipt of the electronic invoice	payment order/ credit card/ bank deposit	0.03% /day of delayed payment

16	MIDI DEVELOPMENT S.R.L.	AMERICAN RESTAURANT SYSTEM S.A	14.12.2022	15.12.2022	N/A	N/A	Contract no. 68/14.12.2022 having as object banquet services for the event of 15.12.2022.		EUR	Value established according to the number of participants		3 days from the date of issuance of the final invoice	bank transfer	0.1% of the value in RON of the amount owed per day of delayed payment
17	MIDI DEVELOPMENT S.R.L.	CALIFORNIA FRESH FLAVOR S.R.L.	14.12.2022	15.12.2022	N/A	N/A	Contract no. 69/14.12.2022 having as object banquet services for the event of 15.12.2022.		EUR	Value established according to the number of participants		3 days from the date of issuance of the final invoice	bank transfer	0.1% of the value in RON of the amount owed per day of delayed payment
18	MIDI DEVELOPMENT S.R.L.	SPHERA FRANCHISE GROUP S.A.	14.12.2022	15.12.2022	N/A	N/A	Contract no. 70/14.12.2022 having as object banquet services for the event of 15.12.2022.		EUR	Value established according to the number of participants		3 days from the date of issuance of the final invoice	bank transfer	0.1% of the value in RON of the amount owed per day of delayed payment

19	MIDI DEVELOPMENT S.R.L.	US FOOD NETWORK S.A	14.12.2022	15.12.2022	N/A	N/A	Contract no. 71/14.12.2022 having as object banquet services for the event of 15.12.2022.		EUR	Value established according to the number of participants		3 days from the date of issuance of the final invoice	bank transfer	0.1% of the value in RON of the amount owed per day of delayed payment
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Calin Ionescu

Valentin Budes

Chief Executive Officer

Chief Financial Officer