

Independent Limited Assurance Report on the information included in the current reports issued by Sphera Franchise Group S.A. in accordance with requirements of Law 24/2017, with all subsequent changes and clarifications, and with the provisions FSA Regulation no. 5/2018

*To the Board of Directors of the Sphera Franchise Group S.A.*

### Purpose of the report

We were engaged by the Sphera Franchise Group S.A. (hereinafter "the Company") to report based on the requirements of Law 24/2017 for issuers of financial instruments and market operations, with all subsequent changes and clarifications (hereinafter referred to as "Law 24/2017") on the information included in the attached current reports (dated 19 January 2023, 31 March 2023 and 18 May 2023) (hereinafter 'Reporting Schedules') that have been prepared by the Company in accordance with the requirements of Law 24/2017 and with the provisions of Regulation no. 5/2018 of Financial Supervisory Authority ("FSA") as reported to Financial Supervisory Authority ("FSA") and to Bucharest Stock Exchange ("BVB") in the period 1 January 2023 – 30 June 2023 in the form of a limited assurance conclusion.

### Specific Purpose

Our report is intended solely for the purpose specified in the first paragraph above and for the Company, BVB and FSA information and will not be used for any other purpose. Our report must not be considered appropriate for use by any other party willing to rely on our work, other than the Company, for any purpose and in any context.

Any party other than the Company who obtains access to our report or a copy of it and chooses to rely on it (or part of it) will do so taking their own responsibility. We performed our engagement to be able to report those matters that we must report in a limited assurance report, and not for any other purposes. The current report refers only to the Reporting Schedules and should not be associated with the Company's financial statements or other reports of the Company, individually or taken as a whole.

### Responsibilities of the Management of the Company

The Company's management is responsible for the preparation of the Reporting Schedules and performing the transactions reported in accordance with the requirements of the Law 24/2017 and of FSA Regulation no. 5/2018, with subsequent changes and clarifications. In particular, the Company's management is responsible for internal controls being designed, implemented and maintained to prevent the preparation of the Reporting Schedules from being materially misstated, due to fraud or error.

In addition, the Company's management is responsible for ensuring that the supporting documents underlying the preparation of the current Reporting Schedules, as well as the evidence provided to the auditor is complete, accurate and justified.

### Auditor's Responsibilities

We conducted our limited assurance engagement in accordance with International Assurance Standards, particularly ISAE 3000 (revised) "*International Standard on Assurance Engagements Other than Audits or Reviews of Historical Financial Information*". These standards require that we comply with ethical standards and plan and perform our assurance engagement to obtain limited assurance about the Reporting Schedules.

We apply International Standard on Quality Management 1 (ISQM 1), and accordingly, we design, implement and operate a robust system of quality management, including policies and procedures documenting compliance with relevant ethical and professional standards and requirements from the applicable laws or regulations.

We comply with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants ("IESBA Code"), which establishes the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on the auditor's judgment and our understanding of the transactions included in the Reporting Schedules and of other circumstances of the engagement, as well as our consideration of areas where material misstatements may occur. In obtaining an understanding of the reported transactions included in the Reporting Schedules, we considered the process applied by the Company to conclude the transactions and to prepare and present the Reporting Schedules in accordance with the requirements of Law 24/2017 and FSA Regulation no. 5/2018 in order to design audit procedures that are appropriate in these circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control related to concluding the reported transactions or preparation and presentation of the attached Reporting Schedules.

The procedures include, in particular, inquiry of the personnel responsible for financial reporting and risk management and additional procedures aimed at obtaining evidence about the information included in the Reporting Schedules.

The nature, timing and extent of procedures performed in a limited assurance engagement is limited compared with that necessary in a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is considerably lower as compared to the one obtained in a reasonable assurance engagement.

In respect of the Reporting Schedules of the Company, in order to assess correctness and justification of the transactions reported, we have performed the following procedures:

- 1) We have obtained the attached Reporting Schedules from the Company for the current period and the detail of the transactions included in these Reporting Schedules.
- 2) We observed if the approving persons of the Reporting Schedules are the authorized representatives of the Company.
- 3) For the selected transactions, on a sample basis, included in the Reporting Schedules, we have considered if the details included of the Reporting Schedules are consistent, in all material respects, with information as per signed contracts/contractual documentation presented to us and that the presented documents have been signed by representatives of the Company that are indicated in the authorized signature schedule provided to us. As applicable, in performing our procedures we have compared information included in the Reporting Schedules to the contract/ contractual documentation for consistency of details on: the parties which signed the supporting documentation; the date when documentation was signed and its nature; the description of the type of goods/services as indicated in the documentation; the actual or estimated total value of the contract/ contractual documentation, and, as applicable, the guarantees constituted and the stipulated penalties, the terms and the method of payment; as well as the related contractual conditions.
- 4) For the selected transactions, on a sample basis, we have compared details disclosed in the attached Reporting Schedules for consistency with the information obtained by us based on the inquiries made to the management and other responsible personnel within the Company and based on other documents attached to the contracts, as applicable.
- 5) For the selected transactions, on a sample basis, to the extent that there is a market price available for the goods delivered or services rendered between the Company and its related parties, we have discussed with the Company's management the basis for the price determination and considered if, to the extent applicable, the prices agreed are consistent with those applied in the contracts signed with third (other) parties, where similar goods or services could be provided, and if the related contracts are approved by the Board of Directors.

To the extent that no market prices are available, we have analyzed if the respective transactions have been performed based on the Company's internal procedures for price determination and if the related contracts are approved by the Board of Directors of the Company in accordance with its internal procedures.

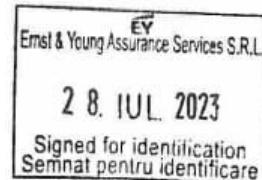
Our procedures have been performed, as described above, only on the selected transactions included in the attached Reporting Schedules, published in the period 1 January 2023 – 30 June 2023. We have not performed any procedures to verify whether the Reporting Schedules include all the transactions that the Company has to report according to Law 24/2017 for the current period.

## Conclusion

We formed our conclusion on the basis and considering the matters presented in the current limited assurance report. Based on the procedures performed as described above and evidence obtained, nothing has come to our attention that causes us to believe that:

- a) The information included in the Reporting Schedules attached is not, in all material respects, in accordance with the documents provided to us by the Company.
- b) The details included in the attached Reporting Schedules are not, in all material respects, consistent with the requirements of Law 24/2017 and FSA Regulation no. 5/2018 regarding the parties which signed the supporting documentation; the date when documentation was signed and its nature; the description of the type of goods/services as indicated in the documentation; the actual or estimated total value of the contract/agreement documentation, and, as applicable, the guarantees constituted and the stipulated penalties, the terms and the method of payment; as well as the related contractual conditions.
- c) The contracts related to the reported and selected transactions were not properly authorized by representatives of the Company and were not approved by the Board of Directors in line with the Company's internal procedures.
- d) The prices have not been established by mutual agreement between the parties in accordance with the type of goods/services and also by considering other terms and conditions mentioned, as applicable, in the agreements between the parties and, respectively, were not determined in accordance with the criteria mentioned at point 5) from the list of procedures detailed above.

On behalf of,  
Ernst & Young Assurance Services SRL



Name of the Auditor/ Partner: Gavrilă Felicia Viorica  
Registered in the electronic Public Register under No. AF1513

Bucharest, Romania  
28 July 2023

Attachment  
1. Reporting Schedules

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	<b>19.01.2023</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:** Conclusion of legal acts with affiliated parties

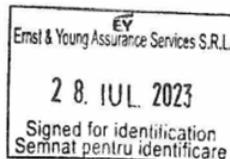
The management of Sphera Franchise Group S.A. (the "Group") informs the investors about the conclusion of multiple addendums to existing legal acts with related parties, as well as new legal acts. Details on the concluded legal acts, including the beneficiaries, object, and their total value, are presented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

CHIEF EXECUTIVE OFFICER

Calin Ionescu

CHIEF FINANCIAL OFFICER

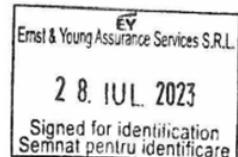
Valentin Budes



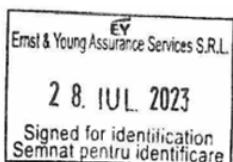
### Annex 1

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

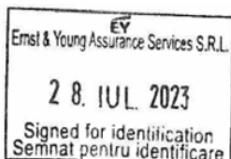
Crt. No.	Parties		Date of initial contract	Duration of initial contract	Date of addendum	Duration of addendum	Object of contract/addendum	Notes	Value of the Contract/Addendum		Guarantees	Payment		Penalties	Interest
	Provider	Beneficiary							CCY	Amount		Term	Payment method		
1	SPHERA FRANCHISE GROUP 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
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
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

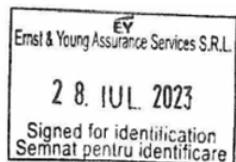


								capital reserve.								
6	DOROBANTI 239 IMOBILIARE S.R.L.	US FOOD NETWORK S.A.	20.06.2012	5 years, extended by subsequent addenda	31.03.2022	N/A	Addendum no. 12/31.03.2022 to the Lease Agreement dated 20.06.2012 having as object the change of the rented area and the rent amount;	Modification of the 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						

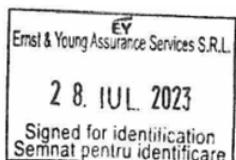




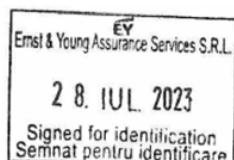
9	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	SPHERA FRANCHISE GROUP S.A.	09.08.2019	1 year, automatic extension	23.02.2022	N/A	Addendum 1/23.02.2022 to the Service Contract dated 09.08.2019, having as object the acquisition of licenses (Exchange Online Kiosk, Microsoft, Office, Visio Online Plan) 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.	CALIFORNIA 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 RESTAURANT 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 RESTAURANT SYSTEM S.A. CALIFORNIA 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



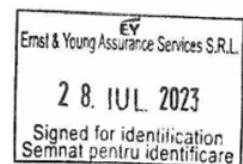
19	MIDI DEVELOPMENT S.R.L.	US FOOD NETWORK S.A	14.12.2022	15.12.2022	N/A	N/A	Contract no. 71/14.12.2022 having as object banquet services for the event of 15.12.2022.		EUR	Value established according to the number of participants		3 days from the date of issuance of the final invoice	bank transfer	0.1%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



To:

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

## CURRENT REPORT 13/2023

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	<b>31.03.2023</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:** Publication of the Voluntary Report on Transactions with Related Parties carried out by companies from the Group during the financial year ended 31 December 2022

In the spirit of transparency, the management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs all the interested parties about the publishing of the voluntary report on the transactions with related parties carried out by the companies from the Group during the year ended 31 December 2022. The report is supplementary to the current reporting of legal acts concluded by Sphera Franchise Group S.A. according to the provisions of Law no. 24/2007 and Law no. 158/2020 on issuers of financial instruments and market operations and pursuant to the Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities.

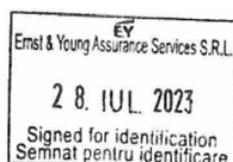
The transactions with related parties are made at terms equivalent to those that prevail in arm's length transactions. The details can be consulted on the following pages that are integral part of this current report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budes



## Voluntary Related Parties Transactions Financial Report

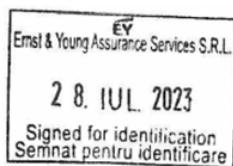
For the year ended 31 December 2022

**Report date:** 31 March 2023  
**Name of the issuing entity:** Sphera Franchise Group SA  
**Statutory seat:** Bucharest, Romania  
**Visiting address:** Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> Floor,  
1<sup>st</sup> District, Romania  
**Phone no/Fax no:** 0040 21 201 1757 / 0040 21 201 1759  
**Sole Registration Code:** RO 37586457  
**Order number with the Trade Registry:** J40/7126/2017  
**Subscribed and paid-in share capital:** RON 581,990,100  
**Number of shares in issue:** 38,799,340  
**Regulated market on which the issued securities are traded:** Bucharest Stock Exchange, Main Segment,  
Category Premium (Shares)  
**Symbol:** SFG

**Note:** The Voluntary Related Parties Transactions Financial Report is concluded in compliance with the International Financial Reporting Standards, as adopted by EU ("IFRS") for the year ended 31 December 2022.

Contact details:

Investor Relations  
E-mail: [investor.relations@spheragroup.com](mailto:investor.relations@spheragroup.com)



## DETAILED RELATED PARTIES REPORT

This voluntary reporting is supplementary to the current reporting of legal acts concluded by Sphera Franchise Group SA according to the provisions of Law no. 24/2007 and Law no. 158/2020 on issuers of financial instruments and market operations and pursuant to the Financial Supervisory Authority Regulation no.5/2018 on issuers and operations with securities.

The transactions with related parties are made at terms equivalent to those that prevail in arm's length transactions.

The table in Annex 1 provides the total amount of transactions that have been entered into with related parties, the transactions that have been entered into between the Sphera group entities (the "Group") for the relevant period, as well as the value of the trade and other receivables and payables balances at the reporting period date. No threshold has been used for the reporting; all transactions are included.

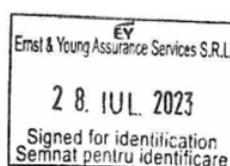
The transactions are summarized based on the nature of the costs/ revenues incurred between the parties and they are based on the fiscal documents (invoices, receipts), accruals booked by the Sphera group entities in the relevant period as per the signed agreements or the decisions of the general shareholders' meetings for the dividend income.

The detailed related parties report is released quarterly on the BVB website.

During the financial year ended 31 December 2022, the Group companies have carried out transactions with the following related parties:

<b>Group companies</b>	<b>Nature of the relationship</b>	<b>Country of incorporation</b>	<b>Nature of transactions</b>
Sphera Franchise Group SA	Parent company	Romania	Sale of services, loans, dividends
US Food Network SA	Subsidiary	Romania	Dividends, loans, goods and services
American Restaurant System SA	Subsidiary	Romania	Sale of services, loans, VAT- tax group
California Fresh Flavors SRL	Subsidiary	Romania	Sale of services, loans
US Food Network SRL	Subsidiary	Republic of Moldova	Dividends, goods and services
US Food Network SRL	Subsidiary	Italy	Sale of goods and services, loans

<b>Related party</b>	<b>Nature of the relationship</b>	<b>Country of incorporation</b>	<b>Nature of transactions</b>
Moulin D'Or SRL	Entity affiliated to shareholders of the parent	Romania	Goods and services
Midi Development SRL	Entity affiliated to shareholders of the parent	Romania	Services
Grand Plaza Hotel SA	Entity affiliated to a shareholder of the parent	Romania	Rent and utilities store PH Dorobanti, services
Arggo Software Development and Consulting SRL	Entity affiliated to a shareholder of the parent	Romania	IT services



Lunic Franchising and Consulting LTD	Shareholder of the parent until January 2022 and minority shareholder of subsidiaries (USFN, ARS, CFF)	Cyprus	Payment of dividends
Wellkept Group SA	Shareholder and entity under common control of Radu Dimofte, ultimate controlling party of the Group	Romania	Rent training center and payment of dividends
Tatika Investments Ltd.	Shareholder and entity under common control of Radu Dimofte, ultimate controlling party of the Group	Cyprus	Payment of dividends
Computerland Romania SRL	Shareholder with significant influence	Romania	Payment of dividends, acquisition of IT equipment, licenses
Cinnamon Bake&Roll SRL	Entity affiliated to a shareholder of the parent	Romania	Sale of goods and services, loans provided
Lucian Vlad	Beneficial owner of Lunic Franchising and Consulting Ltd.	Romania	Rent store KFC Mosilor
Radu Dimofte	Beneficial owner of Wellkept Group SA, Tatika Investments Ltd and ultimate controlling party of the Group	Romania	Rent store KFC Mosilor
Elicom SRL	Entity affiliated to a shareholder of the parent	Romania	Call-centre services
Elicom Connect SRL	Entity affiliated to a shareholder of the parent	Romania	Marketing services
Dorobanti 239 Imobiliare SRL	Entity affiliated to a shareholder of the parent	Romania	Rent and utilities for restaurant and administrative area
Baneasa Developments SRL	Entity affiliated to a shareholder of the parent	Romania	Restaurant rent
Baneasa Investments SA	Entity affiliated to a shareholder of the parent	Romania	Restaurant rent
Fundatia Advance	Entity with common members of key management personnel	Romania	Sale of goods (2021)
Parc Hotels SA	Entity affiliated to a shareholder of the parent	Romania	Accommodation services

**Definition as per IAS 24 - Related party and related party transaction**

**Related party** – A related party is a person or entity that is related to the entity that is preparing its financial statements, the “reporting entity” (referred to in IAS 24, Related Party Disclosures”).

a) A person or a close member of that person’s family is related to a reporting entity if that person:

- has control or joint control over the reporting entity;
- has significant influence over the reporting entity; or
- is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

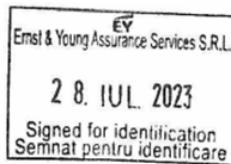
b) An entity is related to a reporting entity if any of the following conditions applies:

- i) *The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).*
- ii) *One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).*
- iii) *Both entities are joint ventures of the same third party.*
- iv) *One entity is a joint venture of a third entity and the other entity is an associate of the third entity.*
- v) *The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.*
- vi) *The entity is controlled, or jointly controlled by a person identified in (a).*
- vii) *A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).*
- viii) *The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.*

*A reporting entity is exempt from the disclosure requirements of IAS 24.18 in relation to related party transactions and outstanding balances, including commitments, with:*

- a) *a government that has control, or joint control of, or significant influence over the reporting entity; and*
- b) *another entity that is a related party because the same government has control or joint control of, or significant influence over, both the reporting entity and the other entity.*

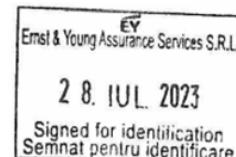
**Related party transaction** – *A transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged (IAS 24.9).*



## Annex 1 - Related parties and intercompany balances and transactions for the year ended 31 December 2022

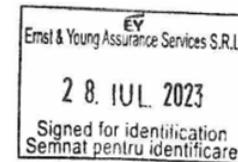
Related parties and intercompany transactions for the year ended 31 December 2022

Seller/ Lender		Nature of the relationship	Nature of transactions	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	Sales/Interest revenues/Dividends revenues					Total
Beneficiary						American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)		
Sphera Franchise Group SA (SFG)	Parent Company		Recharge of costs		1,379	7,704	-	-	-	-	9,083
			Interest		1,198,127	-	-	-	-	-	1,198,127
			Rent, utilities & other services		2,960	5,060	-	-	-	-	8,020
US Food Network SA (USFN)	Subsidiary		Dividends revenues		49,493,169	-	-	-	-	-	49,493,169
			Support services (service level agreement)		26,591,798	-	-	-	-	-	26,591,798
			Recharge of costs - marketing & other		-	98,496	-	-	-	-	98,496
American Restaurant System SA (ARS)	Subsidiary		Support services (service level agreement)		4,814,965	-	-	-	-	-	4,814,965
			Maintenance & spare parts		-	30,064	-	-	-	-	30,064
			Interest		74,113	694,827	-	-	-	-	768,940
California Fresh Flavors SRL (CFF)	Subsidiary		Support services (service level agreement)		2,157,269	-	-	-	-	-	2,157,269
			Maintenance & spare parts		-	10,110	-	-	-	-	10,110
			Interest		25,133	602,593	-	-	-	-	627,726
US Food Network Srl -Italia (USFN_ITA)	Subsidiary		Support services (service level agreement)		1,515,784	-	-	-	-	-	1,515,784
			Interest		1,264,945	1,493,143	-	-	-	-	2,758,088
US Food Network Srl - Moldova (USFN_MD)	Subsidiary		Dividends revenues		1,008,671	-	-	-	-	-	1,008,671
Cinnamon Bake&Roll SRL	Related party		Maintenance & spare parts		-	5,936	-	-	-	-	5,936
			Interest		-	7,652	-	-	-	-	7,652
Computerland Romania SRL	Related party		Sale of goods		-	1,184	22,238	-	-	-	23,422
<b>Total</b>					<b>86,945,848</b>	<b>4,047,974</b>	<b>133,499</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>91,127,321</b>



\*Amounts in RON

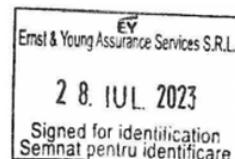
Seller/Lender	Beneficiary	Nature of the relationship	Nature of transactions	Sphera Franchise Group SA (SFG)	Purchases/Interest costs					
					US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	Total
Sphera Franchise Group SA (SFG)	Parent Company	Interest		-	74,113	25,133	1,264,945	-	-	1,364,191
		Support services (service level agreement)		26,591,798	4,814,965	2,157,269	1,515,784	-	-	35,079,817
US Food Network SA (USFN)	Subsidiary	Maintenance & spare parts	-		28,895	10,110	-	-	-	39,005
		Advertising	-		1,169	-	-	-	-	1,169
		Interest	1,198,127		694,827	602,593	1,493,143	-	-	3,988,690
		Rent, utilities & other services (events)	2,960		-	-	-	-	-	2,960
		Recharge of costs	1,379		-	-	-	-	-	1,379
American Restaurant System SA (ARS)	Subsidiary	Recharge of costs - marketing & other	7,704	98,496	-	-	-	-	-	106,200
		Rent, utilities & other services (events)	5,060	-	-	-	-	-	-	5,060
Argo Software Development and Consulting SRL	Related party	IT services	172,022	467,225	267,829	98,296	64,682	-	-	1,070,054
		ERP implementation services	33,687	232	-	39,869	-	-	-	73,788
Baneasa Developments SRL	Related party	Rent, utilities	-	2,922,999	852,463	805,985	-	-	-	4,581,447
Baneasa Investments SA	Related party	Rent, utilities	-	-	615,461	-	-	-	-	615,461
Cinnamon Bake&Roll SRL	Related party	Merchandises & protocol	-	2,433	-	-	-	-	-	2,433
Dorobanti 239 Imobiliare SRL	Related party	Rent, utilities	-	3,376,167	-	-	-	-	-	3,376,167
Elicom Connect SRL	Related party	Marketing services	-	8,881	2,368	-	-	-	-	11,250
Elicom SRL	Related party	Call center services	-	267,751	289,753	31,015	-	-	-	588,518
Grand Plaza Hotel SA	Related party	Rent, utilities & other services (events)	4,110	-	1,072,591	-	-	-	-	1,076,701
Lucian Vlad	Related party	Rent	-	223,565	-	-	-	-	-	223,565
Moulin D'Or SRL	Related party	Acquisition of goods	1,059	866	92	-	-	-	-	2,017
Radu Dimofte	Related party	Rent	-	92,648	-	-	-	-	-	92,648
Wellkept Group SA	Related party	Rent, utilities	498,764	-	-	-	-	-	-	498,764
Midi Development SRL	Related party	Acquisition of goods	59,014	43,864	18,695	6,969	-	-	-	128,541
Parc Hotels SA	Related party	Accommodation	328	12,667	3,237	1,642	-	-	-	17,874
Computerland Romania SRL	Related party	Acquisition of IT equipment, licenses	239,409	4,084	-	-	-	-	-	243,493
<b>Total</b>				<b>2,223,623</b>	<b>34,113,676</b>	<b>8,736,457</b>	<b>3,778,880</b>	<b>4,338,555</b>	<b>-</b>	<b>53,191,191</b>



## Related parties and intercompany balances as of 31 December 2022

\*Amounts in RON, nominal values

		Trade and other receivables/Loans and interest receivables							
Beneficiary	Seller/ Lender Nature of the relationship	Description	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	Total
		Trade and other receivables		3,581	1,128,454	-	-	-	1,132,035
Sphera Franchise Group SA (SFG)	Parent Company	Loan receivable		28,676,600	-	-	-	-	28,676,600
		Interest receivable		806,505	-	-	-	-	806,505
		Trade and other receivables	7,688,446		44,422	-	-	-	7,732,868
US Food Network SA (USFN)	Subsidiary	Dividends receivables	19,677,544		-	-	-	-	19,677,544
		Trade and other receivables	4,957,577	6,095		-	-	-	4,963,672
		Loan receivable	2,980,583	18,480,000		-	-	-	21,460,583
American Restaurant System SA (ARS)	Subsidiary	Interest receivable	2,514,889	1,069,576		-	-	-	3,584,464
		Trade and other receivables	1,047,357	6,349	-		-	-	1,053,705
		Loan receivable	2,412,014	14,938,621	-		-	-	17,350,635
California Fresh Flavors SRL (CFF)	Subsidiary	Interest receivable	1,134,081	405,628	-		-	-	1,539,710
		Trade and other receivables	428,683	-	-	-		-	428,683
		Loan receivable	24,127,574	37,105,500	-	-		-	61,233,074
US Food Network Srl - Italia (USFN_ITA)	Subsidiary	Interest receivable	4,423,566	5,925,281	-	-		-	10,348,847
		Trade and other receivables	-	40,923	-	-	-	-	40,923
		Dividends receivables	-	-	-	-	-	-	-
Arggo Software Development and Consulting SRL	Related party	Trade and other receivables	-	-	-	-	-	-	-
		Trade and other receivables	-	7,063	-	-	-	-	7,063
		Loan receivable	-	(0)	-	-	-	-	(0)
Cinnamon Bake&Roll SRL	Related party	Interest receivable	-	-	-	-	-	-	-
		Trade and other receivables	-	-	-	-	-	-	-
		Trade and other receivables	-	-	-	-	-	-	-
Wellkept Group SA	Related party	Trade and other receivables	-	-	-	-	-	-	-
		Trade and other receivables	-	-	-	-	-	-	-
		Trade and other receivables	-	-	-	-	-	-	-
Grand Plaza Hotel SA	Related party	Trade and other receivables	-	-	65,625	-	-	-	65,625
		Trade and other receivables	-	-	128,264	-	-	-	128,264
		Trade and other receivables	-	-	1,038	4,759	-	-	5,797
<b>Total</b>			<b>71,392,314</b>	<b>107,472,760</b>	<b>1,371,524</b>	-	-	-	<b>180,236,598</b>

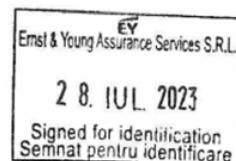


\*Amounts in RON, nominal values

Trade and other payables/Loans and interest payables										
Seller/Lender	Beneficiary	Nature of the relationship	Description	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl -Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	Total
Sphera Franchise Group SA (SFG)	Parent Company	Trade and other payables		7,688,446	4,957,577	1,047,357	428,683	-	14,122,063	
		Dividends payable		19,677,544	-	-	-	-	19,677,544	
		Loan payable		-	2,980,583	2,412,014	24,127,574	-	29,520,171	
		Interest payable		-	2,514,889	1,134,081	4,423,566	-	8,072,536	
US Food Network SA (USFN)	Subsidiary	Trade and other payables	3,581		6,095	6,349	-	40,923	56,947	
		Loan payable	28,676,600		18,480,000	14,938,621	37,105,500	-	99,200,721	
		Interest payable	806,505		1,069,576	405,628	5,925,281	-	8,206,990	
American Restaurant System SA (ARS)	Subsidiary	Trade and other payables	1,128,454	44,422	-	-	-	-	1,172,876	
US Food Network Srl - Italia (USFN_ITA)	Subsidiary	Trade and other payables	-	-	-	-	-	-	-	
Arggo Software Development and Consulting SRL	Related party	Trade and other payables	-	4,382	8,361	(0)	-	-	12,743	
Baneasa Developments SRL	Related party	Trade and other payables	-	210,226	24,941	34,501	-	-	269,668	
Baneasa Investments SA	Related party	Trade and other payables	-	-	10,585	-	-	-	10,585	
Cinnamon Bake&Roll SRL	Related party	Trade and other payables	-	-	-	-	-	-	-	
Dorobanti 239 Imobiliare SRL	Related party	Trade and other payables	-	68,819	-	-	-	-	68,819	
Elicom Connect SRL	Related party	Trade and other payables	-	1,756	705	-	-	-	2,461	
Elicom SRL	Related party	Trade and other payables	-	20,839	31,093	1,651	-	-	53,583	
Grand Plaza Hotel SA	Related party	Trade and other payables	-	831	26,801	-	-	-	27,632	
Lucian Vlad	Related party	Trade and other payables	-	-	-	-	-	-	-	
Midi Development SRL	Related party	Trade and other payables	-	-	-	-	-	-	-	
Radu Dimofte	Related party	Trade and other payables	-	-	-	-	-	-	-	
Wellkept Group SA	Related party	Trade and other payables	10,120	-	-	-	-	-	10,120	
Parc Hotels SA	Related party	Trade and other payables	-	-	3,398	-	-	-	3,398	
Computerland Romania SRL	Related party	Trade and other payables	208,342	4,860	-	-	-	-	213,202	
<b>Total</b>			<b>30,833,602</b>	<b>27,722,125</b>	<b>30,114,603</b>	<b>19,980,201</b>	<b>72,010,604</b>	<b>40,923</b>	<b>180,702,059</b>	

Chief Executive Officer  
 Calin Ionescu

Chief Financial Officer  
 Valentin Budes



To:

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

## **CURRENT REPORT 28/2023**

**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	<b>18.05.2023</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:** Report on legal acts concluded and transactions carried out by the companies from the Group with Related Parties during the three-month financial period ended 31 March 2023.

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs all interested parties about the publishing of the report on legal acts concluded and transactions carried out with related parties by the companies from the Group during the three-month period ended 31 March 2023. The report is supplementary to the requirements of art. 108 of Law no. 24/2017 and pursuant to the provisions of Law no. 158/2020 on issuers of financial instruments and market operations and the Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities.

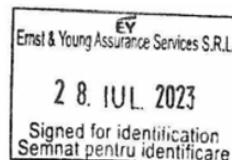
The transactions with related parties are made at terms equivalent to those that prevail in arm's length transactions. The details can be consulted on the following pages that are integral part of this current report.

**CHIEF EXECUTIVE OFFICER**

Calin Ionescu

**CHIEF FINANCIAL OFFICER**

Valentin Budes



## Voluntary Related Parties Transactions Financial Report

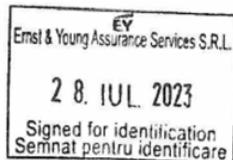
### For the three-months period ended 31 March 2023

**Report date:** 18 May 2023  
**Name of the issuing entity:** Sphera Franchise Group SA  
**Statutory seat:** Bucharest, Romania  
**Visiting address:** Bucharest, 239 Dorobanti Ave., 2<sup>nd</sup> Floor,  
1<sup>st</sup> District, Romania  
**Phone no/Fax no:** 0040 21 201 1757 / 0040 21 201 1759  
**Sole Registration Code:** RO 37586457  
**Order number with the Trade Registry:** J40/7126/2017  
**Subscribed and paid-in share capital:** RON 581,990,100  
**Number of shares in issue:** 38,799,340  
**Regulated market on which the issued securities are traded:** Bucharest Stock Exchange, Main Segment,  
Category Premium (Shares)  
**Symbol:** SFG

**Note:** The Voluntary Related Parties Transactions Financial Report is concluded in compliance with the International Financial Reporting Standards, as adopted by EU ("IFRS").

Contact details:

Investor Relations  
E-mail: [investor.relations@spheragroup.com](mailto:investor.relations@spheragroup.com)



## DETAILED RELATED PARTIES REPORT

The report is supplementary to the requirements of the art. 108 of Law no. 24/2017 and pursuant to the provisions of Law no. 158/2020 on issuers of financial instruments and market operations and the Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities.

The transactions with related parties are made at terms equivalent to those that prevail in arm's length transactions.

Enclosed to this report, we have included the following details:

1. Annex 1 presenting a summary of the legal acts concluded by the Group entities with related parties during the three-month period ended 31 March 2023.
2. Annex 2 providing the total amount of transactions that have been entered into with related parties, including the transactions that have been entered into between the Sphera group entities (the "Group") for the relevant period, as well as the balances at the reporting period date. No threshold has been used for the reporting; all transactions were included.

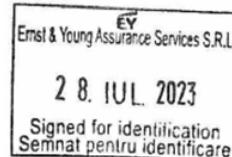
The transactions are summarized based on the nature of the costs/ revenues incurred between the parties and they are based on the fiscal documents (invoices, receipts), accruals booked by the Sphera group entities in the relevant period as per the signed agreements or the decisions of the general shareholders' meetings for the dividend income.

The detailed related parties report is released quarterly on the BVB website.

During the reference period ended 31 March 2023, the Group companies have carried out transactions with the following related parties:

Group companies	Nature of the relationship	Country of incorporation	Nature of transactions
Sphera Franchise Group SA	Parent company	Romania	Sale of services, loans, dividends
US Food Network SA	Subsidiary	Romania	Dividends, loans, goods and services
American Restaurant System SA	Subsidiary	Romania	Sale of services, loans, VAT- tax group
California Fresh Flavors SRL	Subsidiary	Romania	Sale of services, loans
US Food Network SRL	Subsidiary	Republic of Moldova	Dividends, goods and services
US Food Network SRL	Subsidiary	Italy	Sale of goods and services, loans

Related party	Nature of the relationship	Country of incorporation	Nature of transactions
Moulin D'Or SRL	Entity affiliated to shareholders of the parent	Romania	Goods and services
Midi Development SRL	Entity affiliated to shareholders of the parent	Romania	Services
Grand Plaza Hotel SA	Entity affiliated to a shareholder of the parent	Romania	Rent and utilities store PH Dorobanti, services
Arggo Software Development and Consulting SRL	Entity affiliated to a shareholder of the parent	Romania	IT services

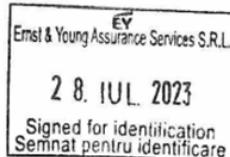


Wellkept Group SA	Shareholder and entity under common control of Radu Dimofte, ultimate controlling party of the Group	Romania	Rent training center and payment of dividends
Tatika Investments Ltd.	Shareholder and entity under common control of Radu Dimofte, ultimate controlling party of the Group	Cyprus	Payment of dividends
Computerland Romania SRL	Shareholder with significant influence	Romania	Payment of dividends, acquisition of IT equipment, licenses
Cinnamon Bake&Roll SRL	Entity affiliated to a shareholder of the parent	Romania	Sale of goods and services, loans provided
Radu Dimofte	Beneficial owner of Wellkept Group SA, Tatika Investments Ltd and ultimate controlling party of the Group	Romania	Rent store KFC Mosilor
Elicom SRL	Entity affiliated to a shareholder of the parent	Romania	Call-centre services
Elicom Connect SRL	Entity affiliated to a shareholder of the parent	Romania	Marketing services
Dorobanti 239 Imobiliare SRL	Entity affiliated to a shareholder of the parent	Romania	Rent and utilities for restaurant and administrative area
Baneasa Developments SRL	Entity affiliated to a shareholder of the parent	Romania	Restaurant rent
Baneasa Investments SA	Entity affiliated to a shareholder of the parent	Romania	Restaurant rent
Parc Hotels SA	Entity affiliated to a shareholder of the parent	Romania	Accommodation services

**Definition as per IAS 24 - Related party and related party transaction**

*Related party* – A related party is a person or entity that is related to the entity that is preparing its financial statements, the “reporting entity” (referred to in IAS 24, Related Party Disclosures”).

- a) A person or a close member of that person’s family is related to a reporting entity if that person:
  - i) has control or joint control over the reporting entity;
  - ii) has significant influence over the reporting entity; or
  - iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- b) An entity is related to a reporting entity if any of the following conditions applies:
  - i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - iii) Both entities are joint ventures of the same third party.
  - iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

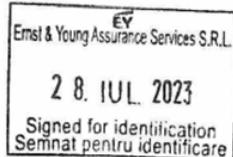


- v) *The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.*
- vi) *The entity is controlled, or jointly controlled by a person identified in (a).*
- vii) *A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).*
- viii) *The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.*

*A reporting entity is exempt from the disclosure requirements of IAS 24.18 in relation to related party transactions and outstanding balances, including commitments, with:*

- a) *a government that has control, or joint control of, or significant influence over the reporting entity; and*
- b) *another entity that is a related party because the same government has control or joint control of, or significant influence over, both the reporting entity and the other entity.*

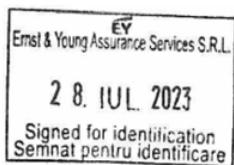
*Related party transaction* – *A transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged (IAS 24.9).*



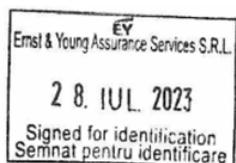
**Annex 1 - Report of legal acts concluded by Sphera Franchise Group SA and its subsidiaries during the three-month period ended 31 March 2023**

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	Interes
	Provider	Beneficiary							CCY	Amount		Term	Payment method		
1	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	AMERICAN RESTAURANT SYSTEM S.A.	08.08.2019	1 year, automatic extension	10.03.2023	N/A	Addendum 2/10.03.2023 to the Service Contract dated 08.08.2019, having as object the modification of license prices (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					
2	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	US FOOD NETWORK S.A.	09.08.2019	1 year, automatic extension	10.03.2023	N/A	Addendum 2/10.03.2023 to the Service Contract dated 09.08.2019, having as object the modification of license prices (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					

3	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	US FOOD NETWORK S.R.L.	14.08.2019	1 year, automatic extension	10.03.2023	N/A	Addendum 2/10.03.2023 to the Service Contract dated 14.08.2019, having as object the modification of license prices (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			
4	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	CALIFORNIA FRESH FLAVOR S.R.L.	09.08.2019	1 year, automatic extension	10.03.2023	N/A	Addendum 2/10.03.2023 to the Service Contract dated 09.08.2019, having as object the modification of license prices (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			
5	ARGGO SOFTWARE DEVELOPMENT & CONSULTING S.R.L.	SPHERA FRANCHISE GROUP S.A.	09.08.2019	1 year, automatic extension	10.03.2023	N/A	Addendum 2/10.03.2023 to the Service Contract dated 08.08.2019, having as object the modification of license prices (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			
6	ELICOM S.R.L.	CALIFORNIA FRESH FLAVOR S.R.L.	01.07.2019	1 year, automatic extension	10.02.2023	N/A	Addendum 2/10.02.2023 to the Service Contract dated 01.07.2019, having as its object Call Center Recruiting Line and Infoline services.	Extending the object of the contract as follows: - Call center recruitment service; - Infoline service; Modification of the contract value	EUR	Estimated contract value for the one year period: EUR 15,634			



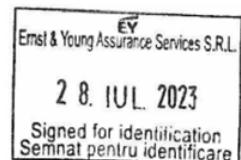
7	ELICOM S.R.L.	US FOOD NETWORK S.A.	01.07.2012	1 year, automatic extension	10.02.2023	N/A	Addendum 5/10.02.2023 to the Service Contract dated 01.07.2012, having as its object Call Center Recruiting Line and Infoline services.	Extending the object of the contract as follows: - receiving and processing orders and complaints; - recruitment service; - Infoline service; Modification of the contract value	EUR	Estimated contract value for the one year period EUR 85,593			
8	ELICOM S.R.L.	AMERICAN RESTAURANT SYSTEM S.A	17.12.2007	1 year, automatic extension	10.02.2023	N/A	Addendum 57/10.02.2023 to the Service Contract dated 17.12.2007, having as its object Call Center Recruiting Line and Infoline services.	Extending the object of the contract as follows: - receiving and processing orders and complaints; - recruitment service; - Infoline service; Modification of the contract value	EUR	Estimated contract value for the one year period EUR 59,549			



## Annex 2 - Related parties and intercompany balances and transactions for the three-month period ended 31 March 2023

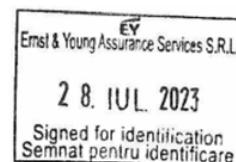
### Related parties and intercompany transactions

*Amounts in RON										
Beneficiary	Seller/ Lender	Nature of the relationship	Nature of transactions	Sales/Interest revenues/Dividends revenues						Total
				Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	
Sphera Franchise Group SA (SFG)	Parent Company		Recharge of costs	209	-	-	-	-	-	209
			Interest	294,876	-	-	-	-	-	294,876
			Rent, utilities & other services	740	-	-	-	-	-	740
US Food Network SA (USFN)	Subsidiary		Dividends revenues	-	-	-	-	-	-	-
			Support services (service level agreement)	7,318,528	-	-	-	-	-	7,318,528
			Recharge of costs - marketing & other	-	26,899	-	-	-	-	26,899
American Restaurant System SA (ARS)	Subsidiary		Support services (service level agreement)	1,218,647	-	-	-	-	-	1,218,647
			Maintenance & spare parts	-	6,788	-	-	-	-	6,788
			Interest	-	182,438	-	-	-	-	182,438
California Fresh Flavors SRL (CFF)	Subsidiary		Support services (service level agreement)	594,163	-	-	-	-	-	594,163
			Maintenance & spare parts	-	3,116	-	-	-	-	3,116
			Interest	-	148,299	-	-	-	-	148,299
US Food Network Srl -Italia (USFN_ITA)	Subsidiary		Support services (service level agreement)	386,940	-	-	-	-	-	386,940
			Interest	240,446	369,250	-	-	-	-	609,696
Computerland Romania SRL	Related party		Sale of goods	-	765	3,247	-	-	-	4,012
<b>Total</b>				<b>9,758,724</b>	<b>1,006,482</b>	<b>30,146</b>				<b>10,795,352</b>



\*Amounts in RON

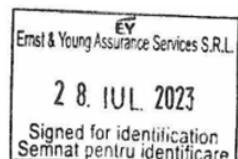
Seller/Lender	Beneficiary	Nature of the relationship	Nature of transactions	Purchases/Interest costs					
				Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)
Sphera Franchise Group SA (SFG)	Parent Company	Interest	-	-	-	-	240,446	-	240,446
		Support services (service level agreement)		7,318,528	1,218,647	594,163	386,940	-	9,518,277
US Food Network SA (USFN)	Subsidiary	Maintenance & spare parts	-		6,788	3,116	-	-	9,905
		Interest	294,876		182,438	148,299	369,250	-	994,863
		Rent, utilities & other services (events)	740		-	-	-	-	740
		Recharge of costs	209		-	-	-	-	209
American Restaurant System SA (ARS)	Subsidiary	Recharge of costs	-	3,771		-	-	-	3,771
		Recharge of costs - marketing & other	-	23,129		-	-	-	23,129
Arggo Software Development and Consulting SRL	Related party	IT services	45,829	136,550	59,865	25,018	13,543	-	280,804
Baneasa Developments SRL	Related party	Rent, utilities	-	703,351	248,414	214,521	-	-	1,166,286
Baneasa Investments SA	Related party	Rent, utilities	-	-	165,726	-	-	-	165,726
Dorobanti 239 Imobiliare SRL	Related party	Rent, utilities	-	823,409	-	-	-	-	823,409
Elicom Connect SRL	Related party	Marketing services	-	-	-	-	-	-	-
Elicom SRL	Related party	Call center services	8,615	87,119	90,895	14,730	-	-	201,359
Grand Plaza Hotel SA	Related party	Rent, utilities & other services (events)	-	-	307,402	-	-	-	307,402
Radu Dimofte	Related party	Rent	-	23,080	-	-	-	-	23,080
Wellkept Group SA	Related party	Rent, utilities	129,750	-	-	-	-	-	129,750
Midi Development SRL	Related party	Acquisition of goods	-	3,593	-	-	-	-	3,593
Computerland Romania SRL	Related party	Acquisition of IT equipment, licenses	1,869	-	-	-	-	-	1,869
<b>Total</b>			<b>481,888</b>	<b>9,122,530</b>	<b>2,280,174</b>	<b>999,847</b>	<b>1,010,180</b>	<b>-</b>	<b>13,894,618</b>



## Related parties and intercompany balances

\*Amounts in RON, nominal values

		Trade and other receivables/Loans and interest receivables							
Beneficiary	Seller/ Lender Nature of the relationship	Description	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	Total
		Trade and other receivables		366	590,685	-	-	-	591,051
Sphera Franchise Group SA (SFG)	Parent Company	Loan receivable		28,679,150	-	-	-	-	28,679,150
		Interest receivable		1,103,152	-	-	-	-	1,103,152
		Trade and other receivables	10,420,973		49,494	-	-	-	10,470,467
US Food Network SA (USFN)	Subsidiary	Dividends receivables	9,677,544		-	-	-	-	9,677,544
		Trade and other receivables	1,451,889	6,351		-	-	-	1,458,240
		Loan receivable	-	18,480,000		-	-	-	18,480,000
American Restaurant System SA (ARS)	Subsidiary	Interest receivable	-	1,252,891		-	-	-	1,252,891
		Trade and other receivables	709,660	215	-		-	-	709,876
		Loan receivable	-	14,938,621	-		-	-	14,938,621
California Fresh Flavors SRL (CFF)	Subsidiary	Interest receivable	9,738	554,824	-		-	-	564,563
		Trade and other receivables	134,309	-	-		-	-	134,309
		Loan receivable	24,135,865	37,118,250	-		-	-	61,254,115
US Food Network Srl -Italia (USFN_ITA)	Subsidiary	Interest receivable	4,666,444	6,298,500	-		-	-	10,964,944
		Trade and other receivables	-	40,923	-		-	-	40,923
		Dividends receivables	-	-	-		-	-	-
Arggo Software Development and Consulting SRL	Related party	Trade and other receivables	-	44,894	0	(0)	-	-	44,895
		Trade and other receivables	-	7,063	-	-	-	-	7,063
Cinnamon Bake&Roll SRL	Related party	Trade and other receivables (rent guarantees)	-	-	65,625	-	-	-	65,625
		Trade and other receivables (rent guarantees)	-	-	128,264	-	-	-	128,264
Baneasa Investments SA	Related party	Trade and other receivables	-	-	-		-	-	-
		Trade and other receivables	-	-	-		-	-	-
<b>Total</b>			<b>51,206,422</b>	<b>108,525,201</b>	<b>834,069</b>	<b>(0)</b>	<b>-</b>	<b>-</b>	<b>160,565,691</b>



\*Amounts in RON, nominal values

Trade and other payables/Loans and interest payables										
Seller/Lender	Beneficiary	Nature of the relationship	Description	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Food Network Srl - Moldova (USFN_MD)	Total
Sphera Franchise Group SA (SFG)	Parent Company	Trade and other payables		10,420,973	1,451,889	709,660	134,309	-	12,716,831	
		Dividends payable		9,677,544	-	-	-	-	-	9,677,544
		Loan payable		-	-	-	-	24,135,865	-	24,135,865
		Interest payable		-	-	9,738	4,666,444	-	-	4,676,182
US Food Network SA (USFN)	Subsidiary	Trade and other payables	366		6,351	215	-	40,923	47,855	
		Loan payable	28,679,150		18,480,000	14,938,621	37,118,250	-	99,216,021	
		Interest payable	1,103,152		1,252,891	554,824	6,298,500	-	9,209,367	
American Restaurant System SA (ARS)	Subsidiary	Trade and other payables	590,685	49,494		-	-	-	-	640,179
US Food Network Srl - Italia (USFN_ITA)	Subsidiary	Trade and other payables	-	-	-	-	-	-	-	-
Arggo Software Development and Consulting SRL	Related party	Trade and other payables	-	-	-	-	-	-	-	-
Baneasa Developments SRL	Related party	Trade and other payables	-	168,435	17,978	19,444	-	-	-	205,856
Baneasa Investments SA	Related party	Trade and other payables	-	-	-	-	-	-	-	-
Dorobanti 239 Imobiliare SRL	Related party	Trade and other payables	-	6,620	-	-	-	-	-	6,620
Elicom Connect SRL	Related party	Trade and other payables	-	873	469	-	-	-	-	1,343
Elicom SRL	Related party	Trade and other payables	1,472	25,895	39,709	7,353	-	-	-	74,429
Grand Plaza Hotel SA	Related party	Trade and other payables	-	831	24,665	-	-	-	-	25,496
Midi Development SRL	Related party	Trade and other payables	-	4,063	(0)	(0)	-	-	-	4,063
Radu Dimofte	Related party	Trade and other payables	-	-	-	-	-	-	-	-
Wellkept Group SA	Related party	Trade and other payables	57,984	-	-	-	-	-	-	57,984
Computerland Romania SRL	Related party	Trade and other payables	1,677	-	-	-	-	-	-	1,677
<b>Total</b>			<b>30,434,486</b>	<b>20,354,727</b>	<b>21,273,952</b>	<b>16,239,856</b>	<b>72,353,367</b>	<b>40,923</b>	<b>160,697,312</b>	

Chief Executive Officer  
Calin Ionescu

Chief Financial Officer  
Valentin Budes

