

To:

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

CURRENT REPORT 26/2021

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	19.08.2021
Name of the Company	Sphera Franchise Group SA
Registered Office	Bucharest, Romania
Address	Calea Dorobanților nr. 239, 2 nd 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 Ordinary and Extraordinary General Meetings of Shareholders dated 19.08.2021

Sphera Franchise Group SA informs shareholders and investors that the Ordinary and Extraordinary General Meetings of Shareholders took place at the Company's headquarters on 19.08.2021, at 10:15 A.M, respectively at 12:00 PM. The legal and statutory quorum was constituted at first convocation.

The resolutions adopted by the Ordinary and Extraordinary General Meetings of Shareholders are attached to this current report.

CHIEF EXECUTIVE OFFICER

Calin Ionescu



TACO BELL

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

No. 1 of 19.08.2021

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or the “**OGSM**”), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, registered with the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (referred to as the “**Company**”), duly and statutorily convened, in accordance with the provisions of article 117 of the Law no. 31/1990 on companies, republished, as further amended and supplemented, the Law no. 24/2017 on issuers of securities 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. 2909 of 16.07.2021 and in the newspaper Adevarul of 14.07.2021, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 13.07.2021,

Legally and statutorily met on **19.08.2021**, 10:15 hrs., at the first convening at Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District, gathering a number of 20 shareholders holding a number of 31.441.046 shares with voting rights, representing 81,035% of total voting rights, namely 81,035 % of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

1. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99,09981% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 votes “cancelled” representing 0,90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The Board proposal of the distribution of dividends in quantum of 35.000.884,61 LEI from the undistributed profit of 2019-2020, as well as the approval of fixing a gross dividend/share of 0,9021 Lei.



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2. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99,09981% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 votes "cancelled" representing 0,90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The date of September 30th, 2021 as the payment date.

3. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99,09981% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 votes "cancelled" representing 0,90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

The date of September 17th, 2021 as the record date and of the ex-date - September 16th, 2021 for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including but not limited to identifying shareholders who will benefit from dividends, in accordance with applicable law.

4. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99,09981% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 votes "cancelled" representing 0,90019% of the total number of votes



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held by the shareholders present, represented or who expressed their vote by correspondence 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 OGSM dated August 19, 2021. 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 19.08.2021.

Chairman of the Meeting

Lucian HOANCA



TACO BELL

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

No. 2 of 19.08.2021

The ordinary general shareholders meeting of Sphera Franchise Group S.A. (the “**Meeting**” or the “**OGSM**”), a joint stock company, managed under a one-tier system and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 239 Dorobanti Ave., 2nd floor, office 4, 1st district, registered with the Trade Registry of Bucharest Court under number J40/7126/2017, fiscal identification code 37586457 (referred to as the “**Company**”), duly and statutorily convened, in accordance with the provisions of article 117 of the Law no. 31/1990 on companies, republished, as further amended and supplemented, the Law no. 24/2017 on issuers of securities 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. 2909 of 16.07.2021 and in the newspaper Adevarul of 14.07.2021, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 13.07.2021,

Legally and statutorily met on **19.08.2021**, 10:15 hrs., at the first convening at Romania, Bucharest, 239 Dorobanti Ave., 2nd floor - Ateneu Room, 1st District, gathering a number of 20 shareholders holding a number of 31.441.046 shares with voting rights, representing 81,035% of total voting rights, namely 81,035% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

5. With a total number of 31.441.046 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 12.430.806 votes "in favour" representing 39,53687% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 18.657.210 votes "against" representing 59,34030% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 70 "abstain" representing 0,22264% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 „cancelled” representing 0,90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are rejected

The Remuneration Policy of the Company.

6. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99,09981%



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of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 283.030 votes "cancelled" representing 0,90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting

The following are approved

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 August 19, 2021. 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 19.08.2021.

Chairman of the Meeting

Lucian HOANCA



TACO BELL

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS
MEETING OF**

SPHERA FRANCHISE GROUP S.A.

No. 1 of 19.08.2021

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, and article 10 of the Company’s articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2909 of 16th July, 2021 and in the Adevarul newspaper of 14th July, 2021, as well as by sending the convening notice to the Bucharest Stock Exchange and the Financial Supervisory Authority through the current report dated 13th July, 2021,

Legally and statutorily met on **19.08.2021**, 12:00 hrs., at the first convening at 239 Calea Doronatorilor, 2nd floor, 1st District, Bucharest, gathering a number of 20 shareholders holding a number of 31.441.046 shares with voting rights, representing 81.03500% of total voting rights, namely 81.03500% of the Company’s share capital, being present in person, by representative or expressing votes by correspondence,

DECIDES

7. With a total number of 31.441.046 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 13.439.784 votes "in favour" representing 42.74598% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 17.718.232 votes "against" representing 56.35382% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 283.030 votes “cancelled” representing 0.90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting.

The following are rejected

Approval to acquire, by the Company, a maximum number of 80.019 own shares for a maximum period of 18 months from the date of publication of the EGMS Decision in the Official Gazette Part IV, at a price between 12,50 lei/share and 45 lei/share, the nominal value of the own shares thus acquired will not exceed the threshold of 10% of the subscribed share capital of the Company, in order to implement a remuneration



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system for the members of the Company's management. The payment of the acquired shares will be made from the sources provided by law.

8. With a total number of 31.441.046 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 31.158.016 votes "in favour" representing 99.09981% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 0 votes "against" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting, 283.030 votes "cancelled" representing 0.90019% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting and 0 "abstain" representing 0% of the total number of votes held by the shareholders present, represented or who expressed their vote by correspondence at the Meeting.

The following are approved.

Empower the Chairman of the Board of Directors of the Company to fulfil, 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 19th August 2021. The Chairman of the Board of Directors may, in his turn, to mandate any third parties that he deems competent, in order to fulfil 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 19.08.2021.

Chairman of the Meeting
Lucian HOANĂ



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