



To:

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

## **CURRENT REPORT 10/2025**

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 Name of the Company Registered Office Address Phone / Fax Email Registration nr. with Trade Registry Fiscal Code	30.01.2025 Sphera Franchise Group SA Bucharest, Romania Calea Dorobanților nr. 239, 2 <sup>nd</sup> floor, Bucharest, District 1 +40 21 201 17 57 / +40 21 201 17 59 investor.relations@spheragroup.com J40/7126/2017 RO 37586457
	RO 37586457
Subscribed and paid share capital Total number of shares	581,990,100 RON 38,799,340
Symbol	SFG
Market where securities are traded	Bucharest Stock Exchange, Main Segment, Premium Category

## <u>Important events to be reported</u>: Publication of the Auditor Report regarding transactions in S2 2024 reported according to art. 108 from Law no. 24/2017

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs the investors about the availability of the Independent Limited Assurance Report on the information included in the current reports issued by the Group in accordance with the requirements of Law 24/2017, with all subsequent changes and clarifications, and with the provisions of the ASF Regulation no. 5/2018, prepared by the Ernst & Young Assurance Services SRL.

The report covers the second semester of 2024, and it is attached to this current report.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

Călin Ionescu

Valentin Budeş



Ernst & Young Assurance Services SRL Bucharest Tower Center Building, 21<sup>st</sup> Floor 15-17 Ion Mihalache Blvd., District 1 011171 Bucharest, Romania Tel: +40 21 402 4000 Fax: +40 21 310 7193 office@ro.ey.com ey.com

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 04 September 2024 and 27 November 2024) (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 July 2024 – 31 December 2024 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.

The English version of the limited assurance report on the information included in the current reports issued by the Company in accordance with requirements of Law 24/2017 and Regulation no. 5/2018 represents a translation of the original limited assurance report issued in Romanian language.



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, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that, we design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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; 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 July 2024 – 31 December 2024. 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.



- The contracts related to the reported and selected transactions were not properly authorized c) by representatives of the Company and were not approved by the Board of Directors in line with the Company's internal procedures.
- The prices have not been established by mutual agreement between the parties in accordance d) 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 print rice . . . . . . . - -1detailed above. Autoritatea pentru Supravegherea Publică a

Activității de Audit Statutar (ASPAAS)

On behalf of,

Ernst & Young Assurance Services SRL 15-17, Ion Mihalache Blvd., floor 21, Bucharest, Romania Registered in the electronic Public Register under No. FA77

Alina Dinna

Name of the Auditor/ Partner: Alina Dimitriu Registered in the electronic Public Register under No. AF1272

Attachment

1. Reporting Schedules

Firma de audit: ERNST & YOUNG ASSURANCE SERVICES S.R.L.

Registrul Public Electronic: FA77

Autoritatea pentru Supravegherea Publică a Activității de Audit Statutar (ASPAAS)

Auditor financiar: Dimitriu Alina Registrul Public Electronic: AF1272

> 29 January 2025 Bucharest, Romania





To:

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

## **CURRENT REPORT 47/2024**

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	04.09.2024
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

<u>Important events to be reported:</u> Report on legal acts concluded in Q2 2024 and transactions carried out by the companies from the Group with Related Parties during the six-month period ended June 30, 2024

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 in Q2 2024 and transactions carried out with related parties by the companies from the Group during the six-month period ended 30 June 2024 (H1 2024). 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 and the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

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

Călin Ionescu

CHIEF FINANCIAL OFFICER Valentin Budeş

Ernst & Young Assurance Services S.R.I
2 ,9. IAN. 2025
Signed for identification Semnat pentru identificare





## **Voluntary Related Parties Transactions Financial Report** For the financial period ended 30 June 2024

Report date:	04.09.2024
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 Registr	<b>y:</b> 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 issue	d
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

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### **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 and the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

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 period  $1^{st}$  of April  $-30^{th}$  of June 2024 ("second quarter Q2").
- 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 six-month period ended 30 June 2024, 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 purchases (excluding VAT)/ sales (excluding VAT) 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 intragroup dividend income.

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

During the reference period ended 30 June 2024, 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, VAT- tax group
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
Moulin D'Or SRL	Entity affiliated to shareholders of the parent	Romania	Goods and services
Grand Plaza Hotel SA	Entity affiliated to a shareholder of the parent	Romania	Rent and utilities store PH Dorobanti, services

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Group companies	Nature of the relationship	Country of incorporation	Nature of transactions
Arggo Software	Entity affiliated to a shareholder	Romania	IT services
Development and Consulting SRL	of the parent		
Wellkept Group SA	Shareholder and entity under common control of Radu Dimofte, ultimate controlling party of the parent company	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 parent	Cyprus	Payment of dividends
Radu Dimofte	Beneficial owner of Wellkept Group SA, Tatika Investments Ltd and ultimate controlling party of the parent	Romania	Rent store KFC Mosilor
Computerland Romania SRL	Shareholder with significant influence	Romania	Payment of dividends, acquisition of IT equipment, licenses
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

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

<u>Related party</u> – 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).
  - 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.

<u>Related party transaction</u> – 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).

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Annex 1 – Report of legal acts concluded with related parties by Sphera Franchise Group SA and its subsidiaries during the period 1<sup>st</sup> of April – 30<sup>st</sup> of June 2024 (Q2 2024)

Parties	10	Date of	Duration of	Date of	Durati on of	Object of		Valu Contract	Value of the Contract/Addendum		Рау	Payment		
Provider	Beneficiary	contract	contract	19	adden dum	contract/addendum	Notes	-S CC	Amount (without VAT)	Guarantees	Term	Payment method	Penalties	Interest
SPHERA FRANCHISE GROUP S.A. (Borrower)	US FOOD NETWORK (Moldova) S.R.L (Debtor)	14.06.2024	5 years			Loan agreement		EUR	595,000		Monthly, instalments, with a grace Bank transfer period of three months	Bank transfer		EURTBOR 3M+2.35 %/p.a.





# Annex 2 - Related parties and intercompany balances and transactions for the six-month period ended 30 June 2024

Related parties and intercompany transactions

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Seller, Lender (attornship)         Nature of transactions           Beneticiary         Nature of transactions           Sphera Franchise Group SA (SFG)         Parent Parent         Nature of transactions           Sphera Franchise Group SA (SFG)         Parent         Nature of transactions           Sphera Franchise Group SA (SFG)         Parent         Nature of transactions           Sphera Franchise Group SA (SFG)         Parent         Nature sector services           Lis Food Network SA (USFL)         Subsystem         Support services (service) level agreement)           Annone Restaurant Synthem SA (AVS)         Subsystem         Support services (service) level agreement)           Annone Fresh Flavon SHL (CFF)         Subsidianty         Nationance & spare parts           Subsidianty Interst         Subsidianty         Support services (service) level agreement)	Sphera sactions Franchise Group SA (SFG)	US Food		California	US Food	US Food	
Parent Company Subsidiary Subsidiary Subsidiary Subsidiary Subsidiary Subsidiary Subsidiary		Network SA 3) (USFN)	Restaurant System SA IARS	Fresh Flavors SRL (CFF)	Network Sri maile LISEN IT AV	Network Stil- Moldova Alsen MDI	Total
Company Subscherv Subscherv Subscherv Subscherv Subscherv Subscherv	ng & other	1,755	8		•		5.657
Sunstant Sunsultany Sunsultany Sunsultany Sunsultany Sunsultany	1	1,026,409	- 80		1		1,026,409
Subschary Subschary Subschary Subschary Subschary	89,721,574		3	1			0721
SubSitiary SubSitiary SubSitiary SubSitiary SubSitiary			,	893	4		803
Subsidiary Subsidiary Subsidiary Subsidiary Subsidiary	vel agreement) 16,613,242	2	,	,	1	•	16.613.242
Subsidiary Subsidiary Subsidiary Subsidiary	ng & other		13.671		,	,	13.674
Subsidiary Subsidiary Subsidiary Subsidiary	vel agreement) 2,195,482						2.195.482
Subsidiary Subsidiary Subsidiary	1	12,124		,	1		12 124
Subsidiary Subsidiary Subsidiary	14.134	Ģ		•			R40 263
Subsidiary Subsidiary	vel agreement) 1,205,384						1 205 284
		9,995	,		,	,	0.005
Ì		360,113					360.113
It's Food Name and Barbard Schuld and Schuld agreement)		. 0	1				794.610
	2,142,765		,	•		•	2.142.765
ľ	947.992	2 861.887					1.809.879
US Food Materials Bit Moldova (USFN MD) Subsidiary (Dividenda revenues)	2.160.351						2.160.351
Subsid ary	2,855	5		•			2 855
Ketated over Sale of goods		15,470	13.984		•		29.455
	115.798.390	0 2.924.365	31,586	893			118.755 233







US Food American Amer	Amounts in FON					Durchard	and a second			
Benicitury vulture of the colationship         Mature of the colationship         Mature of the colationship         US Food         Mature sease           (SFO)         Purver Cyntamy         Colationship         Colationship         US Food         Svasa           (SFO)         Purver Cyntamy         Support services (service level services (service)         10054 /002         2         2           (SFO)         Purver Cyntamy         Support services (service)         10054 /002         2         2           (SFO)         Substitue         Substitue         Support services (service)         10054 /002         2         2           (SFO)         Substitue         Rent utilities         110024 /002         110024 /002         2         2         2           (SFO)         Substitue         Rent utilities         110024 /016         110024 /017         2 <th></th> <th></th> <th></th> <th></th> <th></th> <th>FUCUASE</th> <th>rucultses/interest costs</th> <th></th> <th></th> <th></th>						FUCUASE	rucultses/interest costs			
(SFC)     Purant Contants     Interest       (SFC)     Purant Contants     Support service (service level agreement)     16.613.242     21       (Stribular)     Substillary     Name     Support services (service level)     1.755     21       (Stribular)     Recharge of costs - marketing & other     1.765     3903     13.671     23       (Stribular)     Recharge of costs - marketing & other     1.755     23     23     23       (Stribular)     Recharge of costs - marketing & other     1.755     23     23       (Stribular)     Recharge of costs - marketing & other     1.755     23     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     23       (Stribular)     Recharge of costs - marketing & other     3.903     13.671     24       (Stribular)     Recharge of costs - marketing & other     3.903     13.673     216		Nature of the relationship	Nature of Manhaedilets.	Sphera Franchise Group SA (SFO)	US Food Nice SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Sti- Italia (USFN_ITA)	III Food Network Srl Moldova (USFN_MD)	Total
Subsolution         Subsolution         ISBNOT services (service leaving level agreement)         16,613,242         2.1           Alter and a space parts         1,026,409         1,422         1,753         1,357         1,753         1,753         1,357         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356         1,356			Interest			14,134	ł	947,992	2.855	964.982
Interference & spare parts         1,026,409           Rent utilities & other services (events)         1,442           Rent utilities & other services (events)         1,462           Rent utilities & other services (events)         1,462           Rent utilities & other services (events)         1,765           Rent utilities & other services (events)         1,765           Rent utilities & other services (events)         1,755           Rent utilities & other services (events)         1,755           Rent utilities & other services (events)         2,303           Rent utilities & other services (events)         1,303           Related prive         Rent utilities           Related prive         Rent utilities <th></th> <th></th> <th>Support services (service level agreement)</th> <th></th> <th>16.613.242</th> <th>2.195,482</th> <th>1.205.384</th> <th>794.610</th> <th></th> <th>20.808.718</th>			Support services (service level agreement)		16.613.242	2.195,482	1.205.384	794.610		20.808.718
Understand         Toterest         Toterest         Toterest         Toterest           Renut understand         Renut understand         1,455         1,425         1,425           Renut understand         Renut understand         1,455         1,425         1,425           Renut understand         Renut understand         1,455         1,303         1,367           Renut understand         Statistum         Renut understand         1,363         1,367           Renut understand         Statistum         Renut understand         2,303         1,367           Renut understand         Renut understand         2,303         1,367         2,303         1,367           Renut understand         Renut understand         Renut understand         2,833         2,71,560         2,833         2,71,560         2,833         2,71,560         2,833         2,71,560         2,833         2,71,560         2,863         2,864<			Maintenance & spare parts			12,124	9,995	2		22.119
Recharge of costs: marketing & other         1.422           LEFT         Recharge of costs: marketing & other         1.55           LEFT         Substature         Recharge of costs: marketing & other         3.003         13.671           LEFT         Substature         Recharge of costs: marketing & other         3.003         13.671           Recharge of costs: marketing & other         3.003         13.671         28         3.93           Intel Constant         Mantlemance & spale parts         1.7580         128         3.93           Intel Constant         Mantlemance & spale parts         1.36.6488         569         569           Related party         Renu utilities         1.36.6488         569         569         561           Related party         Renu utilities         2.03         128.334         271.580         128           Related party         Renu utilities         1.36.6488         561         3.43         3.44           Related party         Renu utilities         1.36.6488         5.43         5.43         5.43         5.43           Related party         Renu utilities         2.34         2.41.07         1.10.76         1.10.76           Related party         Renu utilities         2.45         2.	on Network SA (USFN)			1,026,409		635,119	360,113	861,887		2,883,528
r.S.Y.(ATG)     (Ar(2))     (Ar(2))     (Ar(2))     (3,671       ILET     3.003     13,671       Substance     Manthember & Spare parts     28     13,671       ILET     Substance     Manthemper & Apple parts     28     13,671       Inter Long     Related parts     Manthemper & Apple parts     28     271,580     128       Inter Long     Related parts     Related parts     13,671     34     271,580     128       Related parts     Renu utilities     -     1,366,488     549     541       Related parts     Renu utilities     -     1,366,488     541       Related parts     Renu utilities     -     1,010     110       Related parts     Renu utilities     -     1,615     63       Related parts     <			Rent, utilitaes & other services (events) Recharge of costs - marketing & other	1,492						1,492
Renulting         Stabilities         A other services         (events)         28         -           I and Cursulity         Railere cont         Kenu utilities         -         1365,488         513           Related pointy         Renu utilities         -         1366,488         512         344           Related pointy         Renu utilities         -         1366,488         513         344           Related pointy         Renu utilities         -         1,136,923         344         344           Related pointy         Renu utilities         -         1,815,923         344         344           Related pointy         Renu utilities & other services         -         7,502         1,41,078         1,11           Related pointy         Renu utilities & other services         -         7,502         1,41,078         1,11           Related pointy         Renu utilities & other services         -         -         49,464         633           Related pointy         Renu         Related services         -         -         49,464         -         -         633         -         -         -         -         -         -         -         -         -         -         -         -			Recharge of costs - marketing & other	3,903	13,671					17 574
Fund Constitution     Subsidiary     Maintenance & spare parts     •     893       Fund Constitution     Environment     France     126     127       Related party     France     1366     466     547       Related party     Renul utilities     •     1,366     466       Related party     Renul utilities     •     1,366     466       Related party     Renul utilities     •     1,366     466       Related party     Renul utilities     •     1,315,923     344       Related party     Renul utilities     •     1,415,923     344       Related party     Renul utilities     •     1,415,923     344       Related party     Renul utilities & other services (events)     •     1,411,076     111       Related party     Renul utilities     •     -     49,464       Related party     Renul utilities     2,616     -     -     49,464       Related party     Renul utilities     2,616     -     -     49,464       Related party     Renul utilities     2,616     -     -     19,469       Related party     Recondition of pools     8,040     -     -     19,469       Related party     Accondition of the qoulyment. Licensee </td <th></th> <th>A MARIE</th> <th>Rent. utilities &amp; other services (events)</th> <td>28</td> <td>•</td> <td></td> <td></td> <td></td> <td>,</td> <td>HC HC</td>		A MARIE	Rent. utilities & other services (events)	28	•				,	HC HC
Related antity         Tservices         128.334         271.580         128           Related party         Renu utilities         -         1.366-480         544           Related party         Renu utilities         -         1.366-480         544           Related party         Renu utilities         -         1.366-480         544           Related party         Renu utilities         -         1.815.923         344           Related party         Renu utilities         -         1.815.923         344           Related party         Renu utilities         -         1.615.923         110           Related party         Renu utilities         -         1.815.923         110           Related party         Renu utilities         -         1.617.078         110           Related party         Renu utilities         -         -         43.464           Related party         Renu         -         -         43.464           Re	THA FRESH FLEVO'S SKL Soft vator Thew Arrows of Study Fonder and	Subsidiary	Maintenance & spare parts	•	893					893
Related party         Reru utilities         1.366488         545           Related party         Reru utilities         1.315.923         344           Related party         Reru utilities         1.815.923         344           Related party         Reru utilities         1.815.923         344           Related party         Reru utilities         1.615.923         110           Return barty         Return utilities         7.502         141.078         111           Return barty         Return utilities         2.975         2.16         633           Return barty         Return utilities         2.975         2.16         633           Return barty         Return         2.975         2.16         633           Return barty         Return         2.975         2.16         633           Return barty         Return         2.96.538         2.96         7.93           Return barty         Return barty         2.96.538         2.96         7.94           Return barty         Return barty         2.97.53         2.16         633         2.94           Return barty         Accomdation         Accumutation         30.042         11.07         7.93         7.93         7.93<			IT services	128.334	271.580	126,877	52.625	23.738		603 15K
Related antw         Rent utilities         .         34.           Related antw         Rent utilities         .         1815.923         34.           Related antw         Rent utilities         .         1815.923         141.078         111           Rent utilities and the antw         Rent utilities and the antw         .         1.615.923         141.078         111           Rent antw         Rent utilities antw         Rent antw         .         .         1.0         633           Rent antw         Rent utilities antw         .         .         .         .         .         63.           Rent antw         Rent utilities         . </td <th>sa Developments SKL</th> <th>Related corty</th> <th>Rent, utilities</th> <td></td> <td>1,356,488</td> <td>549.801</td> <td>428.705</td> <td></td> <td></td> <td>2.334.995</td>	sa Developments SKL	Related corty	Rent, utilities		1,356,488	549.801	428.705			2.334.995
Review party         Review         111         113233         111           Review party         Review         7.502         141,076         111           Review party         Review         7.502         141,076         111           Review party         Review         7.502         141,076         111           Review party         Review party         Review         2.675         633           Review party         Review party         2.675         2.16         633           Review party         Review party         2.675         2.16         633           Review party         Review party         2.665         634         644           Review party         Review party         2.66         53,469         7.66         7.602         2.16         633         2.66         634         644	sa Investricións	Helated	Rent. utilities	,	•	344,649				344,649
Foundation         Call Centre services         7,502         141,076         110           Revintue party         Call Centre services (events)         2,875         2,16         633           Revintue party         Acquisition of goods         2,875         2,16         2,355         2,16           Revintue party         Revintue         2,875         2,16         2,346         2,3464           Revintue party         Revintuities         2,66,538         -         3,3464         2,3469         2           Revintue         Reconnidation         2,66,538         -         5,3469         2         2           Revintue         Reconnidation         1,6quistion of IT equipment, licenses         3,3,042         161,097         3	BIL 200 IFTCDRAFE SIKL	Related party	Rent. utilities	•	1.815.923					1.815.923
Revince anty Rent. Unlines 6 other services (events)	Diam Matal CA	Melates party	Call center services	7.502	141.078	110.930	36.046	•	•	295,556
Refines party Acquisition of goods 2.95 2.16 Refines arry Ren 2.46.46 Refines arry Reconditions 2.46.638 5.464 Refines arry Accondition 5.53 5.3.469 Refines arry Acquisition 11 equipment, licenses 33.042 161.097 3		Menters party	Rent. utilities & other services (events)			633.517				633.517
Reviews party Rent Reviews per utilities - 49,464 Reviews and Accomptation - 546,638 - 53,489 Reviews and Accomptation - 53,489 Reviews and Accomptation of IT equipment, licenses - 33,042 161,097	LI OF SKI.	Relates party	Acquisition of goods	2,875	216	434				3.525
Related party Reconcidentes 246.638		Holded party	Rent		49.464					49.464
Retried trafty Accomposition - 53.489 Retried mut, Acquisition of IT equipment, licenses 33.042 161.097	procoup SA	Related control	Rent, utilities	246,638		•				246,638
Keikited inity Acquisition of IT equipment, licenses 33,042 161,097		Related party	Accomodation	1	53.489	7.257	6.000	4	•	68.747
	NERARD ROSINGENC	Related trarty	Acquisition of IT equipment, licenses	33.042	161.097	3,799	15.574			213,512
1,451,378 20,477,141				1,451,978	20.477.141	4,634,124	2,114,442	2,628,227	2,855	31.308.768





# Related parties and intercompany balances

## \*Amounts in RON, nominal values

US Food Network SA (USF)         American Sector SR (USF)         Contoner (ISI)         USFN (MD) (ISI)         USFN (MD) (ISI)         T (ISI)         T (ISI)         I (ISI)         USFN (MD) (ISI)         T (ISI)         T (ISI)         I (ISI)         T (ISI)         I (ISI)         I (ISI)         T (ISI)         T (ISI)         T (ISI)         T (ISI)         T (ISI)         T (ISI)         I (ISI)         T (ISI)         I (ISI)         I (ISI) <thi (ISI)         I (ISI)         <thi (ISI)<th></th><th></th><th></th><th></th><th>l rade an</th><th>Trade and other receivable in other and interest receivables</th><th>bleal bleak an</th><th>d interest recei-</th><th>vables</th><th></th></thi </thi 					l rade an	Trade and other receivable in other and interest receivables	bleal bleak an	d interest recei-	vables	
Prirert Company Index receivables         Tade and other receivables interst (receivables)         21,621,150 13,85,100         2,174 13,81         2,13,81         2,12         2,12         2,12         2,12         2,12         2,12         2,12         2,12         2,12         2,12         2,13,81         2,12         2,13,81         2,2         2,2         2,3,31         2,2         2,2         2,3,31         2,2         2,3,31         2,2         2,3,31         2,2         2,3,31         2,2         2,3,31         2,2         2,3,31         2,2         3,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         2,3,31         3,31	1		Distribution	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	Culifornia Fresh Flavors SRL (CFF)	US Food Network Srl - Italia (USFN_ITA)	US Ebod Network and Moldova (USFN MD)	Total
Stillstature         Trade and other receivables         8.833,502         3.361         - <t< td=""><td>àphera Franchise Group SA (SFG)</td><td></td><td></td><td></td><td>266 21,621,150 1,575,656</td><td>2,174</td><td></td><td></td><td></td><td>2,440 21,621,150 1 575 555</td></t<>	àphera Franchise Group SA (SFG)				266 21,621,150 1,575,656	2,174				2,440 21,621,150 1 575 555
N         Trade and other receivables         7,566,286         14,351         1         1,351         1 <td>JS Food Network == (USEN)</td> <td>Subsidiary</td> <td>Trade and other receivables Dividends receivables</td> <td>8,833,502 64.221,574</td> <td></td> <td>3,381</td> <td></td> <td></td> <td></td> <td>8,836,883 8,836,883</td>	JS Food Network == (USEN)	Subsidiary	Trade and other receivables Dividends receivables	8,833,502 64.221,574		3,381				8,836,883 8,836,883
Substrate         Trade and other receivables         326,078         391         - <td>merican Restaurant System SA (ARS)</td> <td>Subsidiary</td> <td>Trade and other receivables Loan receivable Interest receivable</td> <td>7,566,298 2,000,000 14,134</td> <td>14,351 18,480,000 2,724,484</td> <td></td> <td></td> <td></td> <td></td> <td>7,580,649 20,480,000 2 778 648</td>	merican Restaurant System SA (ARS)	Subsidiary	Trade and other receivables Loan receivable Interest receivable	7,566,298 2,000,000 14,134	14,351 18,480,000 2,724,484					7,580,649 20,480,000 2 778 648
N         Trade and other receivables         170,003         5.874,842         2.336,950         5.874,842         2.336,950         5.874,842         2.336,950         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         5.874,842         2.325,800         2.325,800         5.874,842         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         2.325,800         3.325,800	alifornia Fresh Flavors SRL (Gree)	Subsidiary	Trade and other receivables Loan receivable Interest receivable	326,078 -	391 9,000,000 307,519					326,470 9,000,000
Trade and other receivables         388         40.315         1         1           Subs dray         Loan receivable         368         40.315         1         9           Subs dray         Loan receivable         95,420         1.0.1         2         9           Interact receivable         95,420         1.0.1         2.855         1         9           Different receivable         1.085,196         1         1         1         1           Related part         Deposits for quarantees         1.025,196         1         1         1           Related part         Deposits for quarantees         1.72,275         1         1         1           Related part         Deposits for quarantees         1163,206.4.8.2.4.3.4.3.4.4.4.4.4.4.4.4.4.4.4.4.4.4.4			Trade and other receivables Loan receivable Interest receivable	170,003 24,272,416 6,832,800	22,396,950 5.874.842			2		170,003
Description         Description <thdescription< th=""> <thdescription< th=""></thdescription<></thdescription<>			Trade and other receivables Loan receivable Interest receivable	995,420 995,420 2,855	40,315					12,707,642 40,683 995,420 2,855
Arkitant Roman a SRL Related party Trade and other receivables 0 1.6.273 0 1.6.273 1 1.6.320 1 1.6.230 1 1	and E. Hotel SA aneasa Investments SA	Related Related	Deposits for guarrantees	001'000'1	,	65.625 172 275	•			1,085,196 65,625
	omputerland Romania SRL otal	Related party	Trade and other receivables	116.320.644	0 82.035.924	5,135			·	5,135







\*Amounts in RON, nominal values

					<b>Trade and other p</b>	True and other payables/Loans and interest payables	d interest payables		
Beneficiary Seller/Lender	Nature of the relationship	Description	Sphera Franchise Group SA (SPD)	UB Fool Network SA (USFN)	American Restaurant System SA (ARS)	Cairfornia Fresh Flavors SRL (CFF)	US Food Network Sri Italia (USFN_ITA)	US Food Network Srl Moldova AllSFN MDV	Total
Sphera Franchise, Group SA (SFG)	Parent Company	Trade and other payables Dividends payable Loan payable Interest payable		8,833,502 64,221,574 -	7,566,298 2,000,000 14,134	326,078 - -	170,003 24,272,416 6,832,600	368 1,085,196 995,420 2 855	16,896,249 65,306,770 27,267,836
US Food Network StillUS/IN)	Subsidiary	Trade and other payables Loan payable Interest payable	266 21,621,150 1,575,656		14,351 18,480,000 2.724,484	391 9,000,000 307,519	22,396,950	40,315	55,324 71,498,100
Anter can Restaurant System SA (ARS) Arono Software Development and Concentration	Subsidiary	Trade and other payables	2,174	3.381		,	-		5.555
SRL SRL Bawasa - SPI		Irade and other payables	20.308		3,948	(0)	,		24.255
Dorobanti 239 Imobiliare ERI	Rolling London	Frade and other payables		153,597	28.167	16.650		•	198,414
Eti envitannat SRL	Ì	Frade and other pervenies		24,731	-				24.731
Elstein SRL		Frade and other pavables	1.500	19.030	26.914	6 242			469
Grand Plaza Hotel SA Well-kew Group SA		rade and other payables		831	18.892				19.723
Total	Alied risheas.	I RUN OUNCL DAVEOUGS	10.034						10.034
			23,231,067	73,256,647	30,877,657	9.656,881	59.547.010	2,124,154	198.693.436

Chief Executive Officer Calin Ionescu

Chief Financial Officer Valentin Budes Ş 2

239 Calea Dorobantilor, 2<sup>nii</sup>floor, 010567 Bucharest 1, Romania Phone: +40212011757/ Fax: +40212011759 / www.spheragroup.com

Ernst & Young Assurance Services S.R.L.

2 9. IAN. 2025 Signed for identification Semnat pentru identificare





To:

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

## **CURRENT REPORT 61/2024**

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 Name of the Company Registered Office Address Phone / Fax Email Registration nr. with Trade Registry Fiscal Code Subscribed and paid share capital Total number of shares Symbol Market where securities are traded 27.11.2024 Sphera Franchise Group SA Bucharest, Romania Calea Dorobanților nr. 239, 2nd floor, Bucharest sector 1 +40 21 201 17 57 / +40 21 201 17 59 investor.relations@spheragroup.com J40/7126/2017 RO 37586457 581,990,100 RON 38,799,340 SFG Bucharest Stock Exchange, Main Segment, Premium Category

<u>Important events to be reported:</u> Report on legal acts concluded in Q3 2024 and transactions carried out by the companies from the Group with Related Parties during the nine-month period ended September 30, 2024

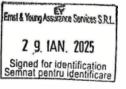
The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs all interested parties about the publishing of the report on legal acts concluded in Q3 2024 and transactions carried out with related parties by the companies from the Group during the nine-month period ended 30 September 2024. 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 and the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

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

Călin Ionescu









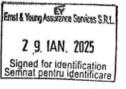
## **Voluntary Related Parties Transactions Financial Report** For the financial period ended 30 September 2024

Report date:	27.11.2024
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 Registr	<b>y:</b> 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 issue	d
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: <u>investor.relations@spheragroup.com</u>







## **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 and the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

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:

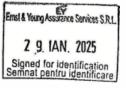
- Annex 1 presenting a summary of the legal acts concluded by the Group entities with related parties during the period 1<sup>st</sup> of July – 30<sup>th</sup> of September 2024 ("third quarter – Q3").
- 2. Annex 2 providing the total amount of transactions that have been entered into with related parties, including the transactions that have been entered into between the Sphera group entities (the "Group") for the nine-month period ended 30 September 2024, 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 purchases (excluding VAT)/ sales (excluding VAT) 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 intragroup dividend income.

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

During the reference period ended 30 September 2024, the Group companies have carried out transactions with the following related parties:

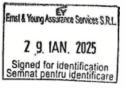
Group companies	Nature of the relationship	Country of incorporation	Nature of transactions
Sphera Franchise Group SA	Parent company	Romania	Sale of services and goods, loans, dividends, VAT- tax group
US Food Network SA	Subsidiary	Romania	Dividends, loans, goods and services
American Restaurant System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







Group companies	Nature of the relationship	Country of incorporation	Nature of transactions
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 parent company	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 parent	Cyprus	Payment of dividends
Radu Dimofte	Beneficial owner of Wellkept Group SA, Tatika Investments Ltd and ultimate controlling party of the parent	Romania	Rent store KFC Mosilor
Computerland Romania SRL	Shareholder with significant influence	Romania	Payment of dividends, acquisition of IT equipment, licenses
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







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

<u>Related party</u> – 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 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

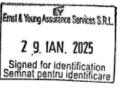
iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

- 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).
  - 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.

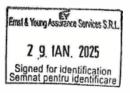
<u>Related party transaction</u> – A transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged (IAS 24.9).





Annex 1 -- Report of legal acts concluded with related parties by Sphera Franchise Group SA and its subsidiaries during the period 1st of July –  $30^{st}$  of September 2024 (Q3 2024)

Duration of Date of	_
	addendum
	01.08.2024

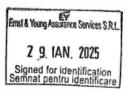




# Annex 2 - Related parties and intercompany balances and transactions for the nine-month period ended 30 September 2024

Related parties and intercompany transactions

					nies mierest r	evenues/Divit	Smestinterest revenues/Dividends revenues		
Sallint Lender Boneficiary	Nature of the relationship	Nature of transactions	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL	US Food Network Str It II	US Food Network Srl- Moldova	Total
Sprein Franchise Group SA (SFG)	Parent Company	Recharge of costs - marketing & other Interest Rent. utilities & other services		7,129 1,521,903 2,230	3,903 - 28	1 1	• •		11,032 1,521,903
		Dividends revenues	89,721,574						89,721,574
		Maintenance & spare parts Support services (service level agreement)	24.855.949			893			893
US Food Network SA (USEN)		Equipment & other non-current assets			156,197		,		156.197
		Recharge of costs - marketing & other			21.964			•	21.964
		Support services (service level agreement)	3,214,468	ł					3,214,468
CXXX VC HEARING WAS DEPENDENT DEPENDENT.		Maintenance & spare parts		37,265		•	·	'	37,265
		1559-001-11	47.393	941.720					989.113
California C. ash Classer CDI	Subsidiary	Support services (service level agreement)	1,880,672		•		•	•	1,880,672
		Maintenance & spare parts	•	14,194	•		,	'	14,194
		150,001	,	501.524					501.524
		Support services (service level agreement)	1,183,227		•	•			1,183,227
US FOOD NEWORK SR FILMER (USEN TLA)		Dividends revenues	2,142,765	•	•	•		,	2,142,765
	Subsidiary	Interest	1.403.330	1,262,449		•			2.665.779
US Foot Network Sri - Malecoli (USPR) 1/01	Subsidiary	Dividends revenues	2,160,351		•	•			2.160.351
		Interest	22.200		•	•			22.200
Computeriand Romania SRL	Related no 1	Sale of goods		21.524	23.319			.	44,843
U Otal			126,631,928	4,309.947	205.686	893			131.148.454
									I

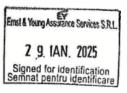






## \*Amounts in RON

					Pultase	Purchasered Internal costs			
Benticiary Soller Lander	Matura of the relationship	Nature of transactions	Sahun Franchise Group SA [5FG]	US Food Network SA (USFN)	American Restaurant System SA (ARS)	California Fresh Flavors SRL (CFF)	US Food Network Sri Italia (USFN_ITA)	US Food Network Srl Moldeva IUSFN MD)	Total
Sphere Franchise Croup IN (SFO)		Interest			47,393		1,403,330	22,200	1,472,923
		Support Services (service level agreement)		24,855,949	3.214.468	1.880.672	1,183,227		31.134.315
		Maintenance & spare parts	•		37,265	14,193			51,459
US Fobe Network SA (USEN)		Interest	1,521,903		941,720	501,524	1,262,449	,	4,227,596
		Rent, utilities & other services (events) Recharge of costs - marketing & other	2,239		1	,		•	2,239
		Dashawa di ante madala di 1						•	061.1
American Rockmand Sciences			3,903	21,964		275			26,142
		Equipment & other non-current assets		156,197			•	,	156,197
		Kent, utilities & other services (events)	28	•			,		28
California Fresh Flavors SRL (CFF)	Subschury	Maintenance & spare parts		893					893
Augu Souware Development and Consulting	Related party	IT services	197,910	357.610	195.103	79.205	36.406		AGE 274
Baneasa Developments SH	Related party	Rent. utilities		2.083.859	820,254	670,904		•	3.575.017
Baneasa Investments EA	Related party	Rent. utilities			517.054	-			517.054
Derokartti 2.59 Pricothere SEL	Related party	Rent. utilities		2.703.813	•				2.703.813
Elicom SKI	Related party	Call center services	11.234	202.674	161,935	63.472		•	439.315
Grand Plata Holel SA	Rolden parts	Rent. utilities & other services (events)		•	939,607		•		939.607
Media Lo SKL	Related party	Acquisition of goods	2.875	216	434				3.525
Kadu Dimolle	Related party	Rent		70.925		•	•	•	70.925
Wellscol Group SA	Relates parts	Rent, utilities	367.527	•					367.527
Part Hotels SA	Related traffs	Accomodation		53.489	7,257	6.000			66.747
Computedant Romania SRI	Hermington	Acquisition of IT equipment. licenses	39.504	184.824	5.427	15,574			245.329
1 otal			2,157,004	30,692,413	6.888,116	3.231.818	3,885,412	22,200	46.876.964

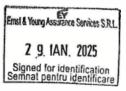




# Related parties and intercompany balances

\*Amounts in RON, nominal values

				I rade an	I rade and other receivables/Loans and interest receivables.	es:Loans and	d interest recei	vables	
Seller: Lender tanefictury	r Nature of Ilin relationship	Oliscription	Sphera Franchise Group SA (SFG)	US Food Network SA (USFN)	American Restaurant System SA F (ARS)	California Frash Flavors SM	US Food Network Srl Italia (USFN_ITA)	US Food Network Srl- Moldova (USFN MD)	Total
Sphera Frankfilli Group SA (SFG)		Trade and other receivables Loan receivable Interest receivable		21,618,900 2,070,628	339,566 - -				339,566 21,618,900
is Food Network 54 (USFN)		Trade and other receivables Dividends receivables	9,261,331 51,221,574		3,078				9,264,409 51 221 574
Amorican Restaurant System SA (ARS)		Trade and other receivables Loan receivable Interest receivable	8,716,960 2,000,000 47,386	39,172 18,480,000 3.030,234					8,756,132 20,480,000 3.077 220
Caldorna Fresil Physics SRL (CFF)		Trade and other receivables Loan receivable Interest receivable	340,401 -	8,100,000 348,844	. , .				340,401 8,100,000
5. Food Network Sri Jinna (1,92-11.)		Trade and other receivables Loan receivable Interest receivable	123,753 24,265,101 7 286 036	22,390,200					123,753 46,655,301
US Freat Network Sri - Moldova (USFN, MD)	Subsidiary	Trade and other receivables Loan receivable Interest receivable Dividents receivables	368 1,990,240 9,118 1,083,522	295,796					296,164 1,990,240 9,118
Grand Plaza Hotel SA Baneasa Investments SA	Related porty. Related party	Deposits for guarrantees	100,000	•	65,625 172.275	•			1,083,522 65,625 172 275
Compartant Roman's SRL Total	Entitled party	Trade and other receivables	106,345,790	405 82.647.776	5,135 585.679		•••		5,540







\*Amounts in RON. nominal values

					Trade and other payables/Loans and inform payables	rables/Loans and	4 interest payables		
Beneficiary Seller/Lendor	Nature of the relationship	Description	Sphera Franchise Group BA (SFG)	UEFood Network SA (USFN)	American C Restaurant System SA (ARS)	California Fresh US Food Flavors SRL Network Srl (CFF) Italia (USFN_I)	US Food Network Sri Italia (USFN_ITA)	US Food Network Sri- Moldova (USFN MD)	Total
Sahera Finandhaga Giroup SA (SFG)	Pareet Company	Trade and other payables Dividends payable Loan payable Interest payable		9,261,331 51,221,574 -	8,716,960 2,000,000 47,386	340,401 - -	123,753 - 24,265,101 7 286 036	368 1,083,522 1,990,240 0 118	18,442,813 52,305,096 28,255,341 7 342 640
US Food regimment SA (USFN)	Subsidiary 1	Trade and other payables Loan payable Interest payable	21,618,900 2.070,628		39,172 18,480,000 3 030 234	8,100,000	22,390,200	295,796	334,968 334,968 70,589,100
American Restaurant System SA, ARS) Areao Software Development and Consultant		Trade and other payables	339,566	3.078		t t	-		342.644
2		Trade and other payables	8.277		3.948	(0)			12.225
Petrological Coversion of the Construction of the Construction 236 Providence 236 Providence and the Construction of the Const	Related party	Trade and other payables	•	162,082	17.583	19.171	•		198,837
Elision Connect SRL		Trade and other pavables		100,001	460		•		166,852
Elicom SRL		Trade and other pavables	1.480	20.756	36.172	7,069			65,477
Grand Flue di molej Za Vrjali ravi Grand		Trade and other pavables		831	16.301	•			17,132
Total	Netated party	I LADE AND OUTER DAVADIES	24 050 197	AD BIR KAM	30 386 55	0.045.405		-	11,346
			1011000		C77'000'70	0.010,400	00.336.666	3,378,044	189.808.142

Chief Executive Officer Calin Ionescu

Chief Financial Officer Valentin Budes

