

To:

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

CURRENT REPORT 42/2025

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	29.08.2025
Name of the Company	Sphera Franchise Group SA
Registered Office	Bucharest, Romania
Address	Calea Dorobanților nr. 239, 2nd floor, Bucharest, District 1
Phone / Fax	+40 21 201 17 57 / +40 21 201 17 59
Email	investor.relations@spheragroup.com
Registration nr. with Trade Registry	J2017007126404
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: 2025 Consolidated Results Guidance Revision

Following the meeting of the Board of Directors of Sphera Franchise Group S.A. (the "Group") on August 28th, 2025, the management of the Group informs shareholders and investors about the updated guidance of the 2025 consolidated results.

The initial budget, approved in the Ordinary General Meeting of the Shareholders on April 29th, 2025, assumed a more resilient consumer demand, gradual normalization of inflationary pressures, and a stable fiscal framework. However, the Romanian government adopted a set of measures highly unfavorable for the business environment, such as the VAT increase, and similar changes are further expected. These directly affect consumer purchasing power. Combined with cost inflation (payroll, utilities, poultry prices), the outlook for the second part of the year has deteriorated.

To provide the market with a more accurate view of the business outlook, the management communicates the updated guidance for the consolidated 2025 results (excluding IFRS 16 impact):

Indicator	2025 Updated Guidance			2025 Approved Budget		2025 Updated Guidance vs 2025 Approved Budget	
	RON millions		% Sales	RON millions	% Sales	%	
	← [Range] →		[Range Average]			← [Range] →	
Total Sales (*)	1600.0	1650.0	100.0%	1738.2	100.0%	-7.9%	-5.1%
EBITDA normalized (excluding IFRS 16 impact) (*)	140.0	150.0	8.9%	194.3	11.2%	-27.9%	-22.8%
Profit for the year normalized (*)	63.0	70.0	4.1%	105.2	6.1%	-40.1%	-33.5%
Free Cash Flow ¹⁾ (*)	62.0	72.0		95.6			

(*) financial indicators included in Sphera Franchise Group SA Remuneration Policy relevant for variable remuneration calculation.

¹⁾ Free Cash Flow = EBITDA - Δ Net Working Capital - CAPEX

The management highlights that while the Group continues expanding its restaurant network and diversifying its portfolio, short-term headwinds from fiscal tightening and inflationary cost pressures are unavoidable. The Group will continue to maintain a robust financial profile and liquidity control. As of June 30, 2025, the Group's cash and cash equivalents stood at RON 69.6 million, while the net debt / EBITDA ratio remained at a sustainable level of 0.66.

CHIEF EXECUTIVE OFFICER

Călin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budeș