To:

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

CURRENT REPORT 49/2025

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	**26.09.2025**
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**

<u>Important events to be reported:</u> Initiation of the first stage of a share buyback program

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs all interested parties regarding the initiation of the first stage of the share buyback program, through market operations, in accordance with the provisions of Extraordinary General Meeting of Shareholders Decision no. 1/29.04.2025.

The first stage of the buyback program has the following characteristics:

Period: 29.09.2025 – 29.10.2025;

Number of shares: maximum 16,896 shares;

Daily volume: maximum 25% of the average daily quantity of shares that are traded on the market on which the acquisition is made, calculated according to the applicable legislation, according to art. 3 paragraph (3) letter b) from EU Delegated Regulation 2016/1052;

Price: according to EGMS Decision 1/29.04.2025, the buyback price per share will be between 5 RON and 50 RON. Shares cannot be purchased at a price higher than the highest of the following values: the price of the last independent transaction and the highest current independent offer (bid) on BVB.

Purpose of the Program: Implementation of the Share Option Plan for Directors, for the activity related to year 2024, as well as members of the management of some of the Group's subsidiaries;

Intermediary: BT CAPITAL PARTNERS;

The execution of the buyback program respects the derogatory conditions provided in the market abuse legislation that allow transactions to be carried out during the closed periods of the issuer, according to art. 5 para. (1) from EU Regulation no. 596/2014 and art. 4 paragraph (2) letter a) from the EU Delegated Regulation no. 2016/1052.

CHIEF EXECUTIVE OFFICER	CHIEF FINANCIAL OFFICER
Călin Ionescu	Valentin Budeș