

To:

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

CURRENT REPORT 53/2023

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or Rulebook of the Bucharest Stock Exchange Market Operator.

Date of report	05.09.2023
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

Important events to be reported: Completion of the share buyback program

The management of Sphera Franchise Group S.A. (the "Group") informs the market about the completion, on 04.09.2023, of the share buyback program communicated to the market on 30.06.2023 and initiated on 03.07.2023.

The buyback of a maximum number of 104,100 shares was carried out in accordance with EGMS Resolution no. 1 dated 27.04.2023, published in the Official Gazette part IV, the buyback price per share being between RON 5 and RON 35. The shares could not 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 the Bucharest Stock Exchange. The purchase price did not exceed by more than 5% the average market price of the shares from the last five sessions of the stock exchange, before the respective purchase was made.

The buyback program was administered by BT CAPITAL PARTNERS, in its capacity as a financial investment services company, making trading decisions regarding the timing of acquisitions of the Group's shares, independently of the Group.

Thus, the buyback program was carried out in compliance with the derogatory conditions provided in the legislation on market abuse, which allow transactions to be carried out during the closed trading periods of the Group, according to art. 5 para. (1) from EU Regulation no. 596/2014 and art. 4 paragraph (2) lett. b) from the EU Delegated Regulation no. 1052/2016.

The results of the buyback program carried out between 03.07.2023 – 04.09.2023 are as follows:

Year	2023
Number of buyback shares	104,100 shares
Average buyback price	RON 19.5715 /share

Price paid for buyback shares repurchased (excluding brokerage commissions and other acquisition costs)	RON 2,037,392.50
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The payment of the buyback shares was made from the distributable profit or from the available reserves of the Group, as presented in the last approved financial statements, according to the provisions of art. 103¹ of Law no. 31/1990.

The buyback was carried out in order to implement the Share Option Plan for Directors for the activity related to the years 2021 and 2022.

CHIEF EXECUTIVE OFFICER

Calin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budes