

To:

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

CURRENT REPORT 29/2023

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	30.06.2023
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: Initiation of the 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 share buyback program, in accordance with the provisions of EGMS Decision no. 1/27.04.2023.

The buyback program has the following characteristics:

Period: 18 months from the date of publication of EGMS Decision no. 1/27.04.2023 in the Official Gazette of Romania, part IV, term which began to run on 08.05.2023;

Number of shares: maximum 104,100 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) lit. a) from EU Delegated Regulation 2016/1052;

Price: according to EGMS Decision 1/27.04.2023, the buyback price per share will be between 5 RON and 35 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. The purchase price will not exceed by more than 5% the average market price of the shares of the last five stock exchange sessions, before the respective purchase was made;

Purpose of the Program: Implementation of the Share Option Plan for Directors, for the activity related to years 2021 and 2022;

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) lit. b) from the EU Delegated Regulation no. 2016/1052.

CHIEF FINANCIAL OFFICER

Valentin Budes