

Q3 2025 REPORT

Sphera Franchise Group S.A.



SPHERA

KFC





SPHERA

TABLE OF CONTENTS

ISSUER INFORMATION	4
KEY FINANCIAL HIGHLIGHTS	5
9M 2025 RESULTS ANALYSIS	6
MAIN FINANCIAL RATIOS	11
SIGNIFICANT EVENTS IN Q3 2025 & AFTER CLOSING OF THE REPORTING PERIOD	13
DECLARATION FROM THE MANAGEMENT	15
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)	17

The interim condensed consolidated financial statements presented on the following pages are prepared in accordance with International Financial Reporting Standards, as adopted by European Union ("IFRS").

The interim condensed consolidated financial statements as of September 30th, 2025 **are unaudited**.

The financial figures presented in the descriptive part of the report that are expressed in million RON are rounded off to the nearest integer. This may result in small reconciliation differences.

NOTE: As of January 1st, 2019, Sphera Franchise Group applies IFRS 16 "Leases" standard that sets out the principles for the recognition, measurement, presentation, and disclosure of leases. When analyzing the performance of the Group, the management's focus is on the financial results that exclude the impact of IFRS 16. Therefore, the basis for the financial analysis on the following pages are the results excluding IFRS 16. Nonetheless, for most of the tables included in this report are provided financial results both including, as well as excluding the impact of IFRS 16.

ISSUER INFORMATION

INFORMATION ABOUT THIS FINANCIAL REPORT

Type of report	Quarterly Report for Q3
For financial period	Q3: 01.07.2025 – 30.09.2025 9M: 01.01.2025 – 30.09.2025
Date of publishing	17.11.2025
According to	Annex 13 of ASF Regulation 5/2018

ISSUER INFORMATION

Issuer's name	Sphera Franchise Group S.A.
Fiscal code	RO 37586457
Trade registry number	J40/7126/2017
Registered office	Calea Dorobanților nr. 239, 2nd floor, Bucharest sector 1

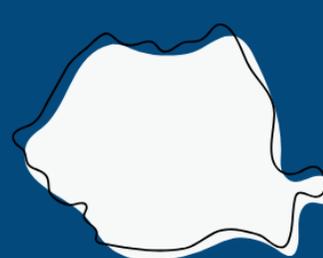
INFORMATION ABOUT FINANCIAL INSTRUMENTS

Subscribed and paid-up share capital	RON 581,990,100
Market on which the securities are traded	Bucharest Stock Exchange, Main Segment, Premium Category
Total number of shares	38,799,340
Symbol	SFG

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KEY FINANCIAL HIGHLIGHTS



9M 2025 Consolidated Sales

RON 1,151.1 mn
+0.7% vs. 9M 2024

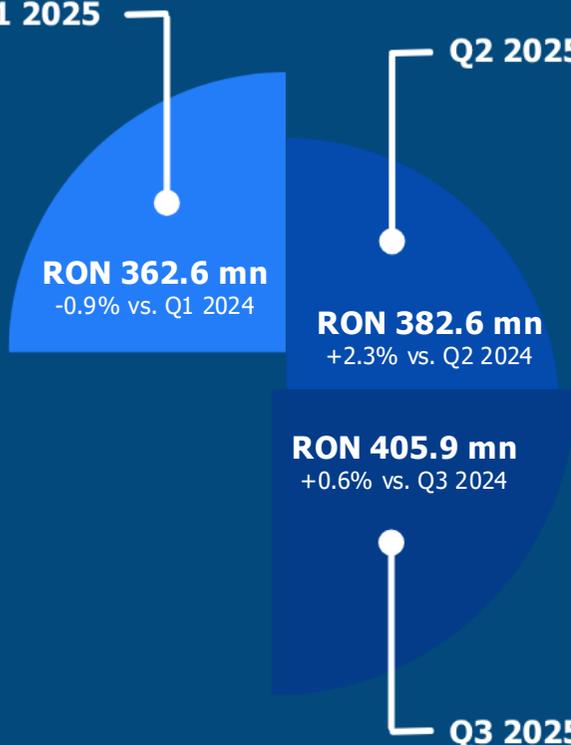
RON 985.1 mn
-0.2% vs. 9M 2024

RON 145.3 mn
+3.7% vs. 9M 2024

RON 20.7 mn
+24.6% vs. 9M 2024

Q1 2025

Q2 2025



RON 994.6 mn
-0.2% vs. 9M 2024

RON 78.7 mn
-1.7% vs. 9M 2024

RON 77.3 mn
+16.4% vs. 9M 2024

RON 0.5 mn
n/a

<p>176</p> <p>Restaurants operated across Romania, Moldova and Italy</p>	<p>#1</p> <p>Best 3rd quarter in history in terms of sales registered</p>	<p>RON 1.04</p> <p>Gross dividend per share to be paid on 15.12.2025</p>
<p>31.7%</p> <p>Stable share of food and material costs in total sales in 9M 2025, despite the external pressures</p>	<p>RON 96.2 mn</p> <p>Normalized EBITDA in 9M 2025, down 25% YoY due to customer caution, margin pressure, cost inflation</p>	<p>0.54</p> <p>12M trailing net debt / EBITDA ratio</p>

9M 2025 RESULTS ANALYSIS

In Q3 2025, Sphera Franchise Group recorded total sales of RON 405.9 million, up 0.6% year-on-year. This modest growth reflected continued external pressures in the Group's main market, Romania, where the fiscal measures introduced to address the budget deficit reduced discretionary spending. The trend, first visible in Q4 2024 and which persisted well into Q1 and Q2 2025, is expected to continue also in the last quarter of the year. The YoY pace of growth was further impacted by the Group's exceptional performance in 2024, which created a strong base effect.

Sales in Romania in Q3 2025 contributed to the total revenues with RON 346.6 million, registering a 0.2% YoY decrease, Italy with RON 52.2 million, a 3.3% YoY increase, and the Republic of Moldova with RON 7.1 million, a 24.8% YoY increase. The regional revenue mix shifted slightly compared to the prior year, with Italy and Moldova accounting for a larger share of total turnover, while Romania's contribution declined marginally. Consequently, in Q3 2025, Romania accounted for 85.4% of total sales, Italy for 12.9%, and the Republic of Moldova for 1.7%.

Data in RON '000	Q1-24	Q2-24	Q3-24	Q4-24	Q1-25	Q2-25	Q3-25	Δ Q3 2025 / 2024	Δ 9M 2025 / 2024
Romania	317,123	322,346	347,241	346,252	311,079	327,447	346,626	-0.2%	-0.2%
Italy	43,303	46,321	50,530	51,594	44,736	48,362	52,205	3.3%	3.7%
Rep. Moldova	5,498	5,418	5,667	7,089	6,772	6,813	7,070	24.8%	24.6%
Total sales	365,924	374,085	403,438	404,935	362,587	382,622	405,901	0.6%	0.7%

By brand, KFC sales increased by 0.1% in Q3 2025 compared to Q3 2024, reaching RON 352.9 million. Growth was tempered by weaker discretionary spending in Romania, driven by political instability and the fiscal measures introduced to address the budget deficit. Taco Bell registered a robust YoY increase of 13%, delivering RON 27.2 million in sales and overpassing for the first time in history the sales generated within the quarter by Pizza Hut, which contributed RON 25.3 million in turnover, a 5.9% decrease. Taco Bell continues to be the key growth driver of the Group, due to the continued appeal of the brand especially towards the young consumers from urban areas that maintained their discretionary spending. In line with geographical trends, there was a slight rebalancing in brand contributions to total turnover, with Taco Bell's share increasing. Consequently, in Q3 2025, KFC accounted for 86.9%, Taco Bell for 6.7% and Pizza Hut for 6.2% of total sales. Cioccolatitaliani, with Sphera's first and thus far only Italian store, generated sales of RON 494K within the quarter, bringing 0.1% contribution to total sales.

Data in RON '000	Q1-24	Q2-24	Q3-24	Q4-24	Q1-25	Q2-25	Q3-25	Δ Q3 2025 / 2024	Δ 9M 2025 / 2024
KFC	317,624	326,987	352,463	351,059	311,314	330,430	352,853	0.1%	-0.2%
Pizza Hut	27,436	25,679	26,886	28,407	27,172	26,183	25,301	-5.9%	-1.7%
Taco Bell	20,865	21,427	24,093	25,490	24,110	25,959	27,229	13.0%	16.4%
Cioccolatitaliani	-	-	-	-	-	52	494	-	-

Other restaurant income increased 135.2% YoY, to RON 613K, both due to the reversal of a provision related to litigation with a former non-executive director (RON 0.3m) and also due to sale of recycled oil, sub-franchise fees, and sundry income.

At the level of restaurant expenses, all categories rose in Q3 2025 at a faster pace than sales, increasing overall 3% YoY, with advertising decreasing due the seasonality of the marketing campaigns. After a period of stability, food and material costs increased by 1.9% YoY to RON 127.9 million, driven mainly by higher poultry prices. Payroll and employee benefits remained the largest contributor to expense growth, advancing 8.8% YoY to RON 91.8 million, reflecting industry-wide wage adjustments.

Rent expenses increased 2% YoY, to RON 29 million, due to variable rent structures tied to sales growth, paired with the new openings. Royalties, which are also linked to sales, increased 1.2% YoY, to RON 24.4 million, while advertising decreased 9.2%, down to RON 20.8 million. Depreciation and amortization increased 17.8%, up to RON 12.7 million. Other operating expenses remained stable, decreasing 0.1% to RON 53.5 million, driven by a 6.8% decrease in third party expenses.

Despite stable top-line performance, pressure on margins and cost inflation, particularly on payroll, continued to erode the margins, as previously reported in Q1 and Q2 2025. Amid renewed cost increases for food and material cost category and continued pressures on payroll expenses, the Group's ability to restrain operating costs in the context of relatively stable sales was limited, especially in the inflationary context. Nonetheless, the evolution in Q3 significantly improved versus the previous two quarters as the Group continued to implement tight cost-controlled measures to protect the margin. Consequently, the restaurant operating profit decreased 14.2% YoY, to 46.4 million for Q3 2025 (while the increase vs previous quarter was 71.4%). EBITDA amounted to RON 43.6 million, down 12.9% (while the increase vs previous quarter was 65.5%).

Summary of Interim Consolidated Financial Statements for Q3 (excluding IFRS 16 Impact):

Data in RON'000	Q3-25	Q3-24	Y/Y % 2025 / 2024	% of Sales		Δ pp
				Q3-25	Q3-24	
Restaurant sales	405,901	403,438	0.6%			
Other restaurant income	613	261	135.2%			
Restaurant expenses	360,074	349,581	3.0%	88.7%	86.7%	2.1%
Food and material	127,851	125,453	1.9%	31.5%	31.1%	0.4%
Payroll and employee benefits	91,822	84,360	8.8%	22.6%	20.9%	1.7%
Rent	28,982	28,415	2.0%	7.1%	7.0%	0.1%
Royalties	24,427	24,138	1.2%	6.0%	6.0%	0.0%
Advertising	20,751	22,863	-9.2%	5.1%	5.7%	-0.6%
Other operating expenses	53,504	53,534	-0.1%	13.2%	13.3%	-0.1%
Depreciation and amortization	12,737	10,816	17.8%	3.1%	2.7%	0.5%
Restaurant operating profit	46,441	54,118	-14.2%	11.4%	13.4%	-2.0%
General & Admin expenses	16,548	15,601	6.1%	4.1%	3.9%	0.2%
Operating profit	29,892	38,517	-22.4%	7.4%	9.5%	-2.2%
Finance costs	1,657	2,283	-27.4%	0.4%	0.6%	-0.2%
Finance income	115	159	-27.7%	0.0%	0.0%	0.0%
Profit before tax	28,351	36,393	-22.1%	7.0%	9.0%	-2.0%
Income tax expense	2,905	5,637	-48.5%	0.7%	1.4%	-0.7%
Profit for the period	25,446	30,756	-17.3%	6.3%	7.6%	-1.4%
Normalized¹ profit for the period	25,141	30,756	-18.3%	6.2%	7.6%	-1.4%
EBITDA	43,628	50,081	-12.9%	10.7%	12.4%	-1.7%
Normalized¹ EBITDA	43,323	50,081	-13.5%	10.7%	12.4%	-1.7%

¹ EBITDA and net profit were normalized for Q3 2025 to exclude the reversal of a provision related to a litigation with a former non-executive director (RON -0.3m), initially booked in Q3 2023. There were no normalization items in Q3 2024.

Summary of Interim Consolidated Financial Statements for 9M (excluding IFRS 16 Impact):

Data in RON'000	9M-25	9M-24	Y/Y % 2025 / 2024	% of Sales		Δ pp
				9M-25	9M-24	
Restaurant sales	1,151,110	1,143,447	0.7%			
Other restaurant income	2,934	1,279	129.3%			
Restaurant expenses	1,051,947	1,002,840	4.9%	91.4%	87.7%	3.7%
Food and material	365,312	358,331	1.9%	31.7%	31.3%	0.4%
Payroll and employee benefits	279,247	253,486	10.2%	24.3%	22.2%	2.1%
Rent	82,586	81,185	1.7%	7.2%	7.1%	0.1%
Royalties	69,131	68,620	0.7%	6.0%	6.0%	0.0%
Advertising	55,855	60,641	-7.9%	4.9%	5.3%	-0.5%
Other operating expenses	160,043	148,490	7.8%	13.9%	13.0%	0.9%
Depreciation and amortization	39,773	32,088	23.9%	3.5%	2.8%	0.6%
Restaurant operating profit	102,097	141,887	-28.0%	8.9%	12.4%	-3.5%
General & Admin expenses	49,552	47,165	5.1%	4.3%	4.1%	0.2%
Operating profit	52,545	94,722	-44.5%	4.6%	8.3%	-3.7%
Finance costs	6,014	7,518	-20.0%	0.5%	0.7%	-0.1%
Finance income	474	333	42.3%	0.0%	0.0%	0.0%
Profit before tax	47,005	87,537	-46.3%	4.1%	7.7%	-3.6%
Income tax expense	8,975	16,129	-44.4%	0.8%	1.4%	-0.6%
Profit for the period	38,030	71,408	-46.7%	3.3%	6.2%	-2.9%
Normalized² profit for the period	42,805	71,408	-40.1%	3.7%	6.2%	-2.5%
EBITDA	94,841	128,987	-26.5%	8.2%	11.3%	-3.0%
Normalized² EBITDA	96,153	128,987	-25.5%	8.4%	11.3%	-2.9%

² EBITDA was normalized for 9M 2025 to exclude one-off items: redundancies and related costs linked to the closing of KFC Italy Bari (RON 1.6m), and the reversal of a provision related to a litigation with a former non-executive director (RON -0.3m), initially booked in Q3 2023. There were no normalization items in 9M 2024. Profit was normalized for 9M 2025 to exclude one-off items: redundancies and related costs linked to the closing of KFC Italy Bari (RON 1.6m), impairment of non-

recoverable non-current assets related to the relocation of KFC IS Palas Drive as part of a landlord-led redesign project (RON 1.2m), impairment of non-recoverable assets linked to the closing of KFC Italy Bari (RON 2.3m), and the reversal of a provision related to a litigation with a former non-executive director (RON -0.3m). Total normalized items amounted to RON 4.8m. There were no normalization items in 9M 2024.

At the level of nine months, the sales across the Group increased 0.7%, reaching RON 1,151.1 million in 9M 2025, with other restaurant income amounting to RON 2.9 million, mainly driven by the write-off of lease liability in Q1 2025, related to a location for which the construction permit could not be obtained due to factors beyond the Group's control. Most of the revenues generated in 9M 2025 were generated in Romania – RON 985.1 million (85.6% of the total sales; -0.2% YoY), followed by Italy – RON 145.3 million (12.6% of the total sales; +3.7% YoY) and the Republic of Moldova – RON 20.7 million (1.8% of the total sales; +24.6% YoY). Analyzing performance per brand, sales of KFC amounted to RON 994.6 million (86.4% of the total sales; -0.2% YoY), Pizza Hut – RON 78.7 million (6.8% of total sales; -1.7% YoY) and Taco Bell – RON 77.3 million (6.7% of total sales, +16.4% YoY).

The restaurant expenses amounted, in the first nine months of 2025, to RON 1,051.9 million, a 4.9% increase, outpacing the growth in the restaurant sales. Consequently, the weight in the total sales of the restaurant expenses increased 3.7pp, from 87.7% to 91.4%. At the level of restaurant expenses, similar to evolution in Q3 2025, all categories saw an increase, except for advertising. Food and material costs grew 1.9%, to RON 365.3 million, driven by the cost-pressures experienced especially in Q2 2025.

Company's continued efforts to motivate and secure its employee base are reflected in the 10.2% YoY increase in payroll and employee benefits in 9M 2025, which reached RON 279.2 million, mirroring the labor market evolution. The rent increased 1.7% YoY, to RON 82.6 million, reflecting the rent contract variable structure in line with the sales increase and adding of the new locations. Royalties also increased in line with the sales, reaching RON 69.1 million, a 0.7% YoY increase, while advertising decreased by 7.9% to RON 55.9 million, due to the seasonality and timing of the marketing campaigns. Other operating expenses amounted to RON 160 million, a 7.8% increase due to third party expenses, utilities, maintenance and repairs and other miscellaneous expenses. Depreciation and amortization saw a 23.9% YoY increase, to RON 39.8 million. Excluding the normalized effect of RON 3.5 million, the increase in this category is mainly driven by the new restaurant openings.

Summary of Interim Consolidated Financial Statements for 9M – with and without IFRS 16 impact

Data in RON'000	9M-25		9M-24		Change (%)	
	1	2	1	2	2025/2024 (1)	2025/2024 (2)
Restaurant sales	1,151,110	1,151,110	1,143,447	1,143,447	0.7%	0.7%
Other restaurant income	2,934	2,934	1,279	1,279	129.3%	129.3%
Restaurant expenses	1,041,705	1,051,947	994,615	1,002,840	4.7%	4.9%
Food and material	365,312	365,312	358,331	358,331	1.9%	1.9%
Payroll and employee benefits	279,247	279,247	253,486	253,486	10.2%	10.2%
Rent	22,191	82,586	25,032	81,185	-11.3%	1.7%
Royalties	69,131	69,131	68,620	68,620	0.7%	0.7%
Advertising	55,855	55,855	60,641	60,641	-7.9%	-7.9%
Other operating expenses	159,294	160,043	148,490	148,490	7.3%	7.8%
Depreciation and amortization	90,675	39,773	80,015	32,088	13.3%	23.9%
Restaurant operating profit	112,339	102,097	150,112	141,887	-25.2%	-28.0%
General & Admin expenses	49,424	49,552	46,411	47,165	6.5%	5.1%
Operating profit	62,915	52,545	103,701	94,722	-39.3%	-44.5%
Finance costs	24,045	6,014	18,689	7,518	28.7%	-20.0%
Finance income	474	474	333	333	42.3%	42.3%
Profit before tax	39,344	47,005	85,345	87,537	-53.9%	-46.3%
Income tax expense	7,821	8,975	14,526	16,129	-46.2%	-44.4%
Profit for the period	31,523	38,030	70,819	71,408	-55.5%	-46.7%
Normalized³ profit for the period	36,298	42,805	70,819	71,408	-48.8%	-40.1%
EBITDA	159,037	94,841	188,200	128,987	-15.5%	-26.5%
Normalized³ EBITDA	160,349	96,153	188,200	128,987	-14.8%	-25.5%

Notes: (1) Including the impact of the adoption of IFRS 16; (2) Excluding the impact of the adoption of IFRS 16.

³ Same normalization items as described in footnote in the second table, presenting summary of Interim Consolidated Financial Statements for 9M.

Restaurant operating profit at KFC Romania ("USFN Romania") reached RON 85.2 million in 9M 2025 (-28.8% YoY), followed by KFC Italy ("USFN Italy"), which contributed RON 7.8 million (-38.6% YoY), Taco Bell ("CFF"), which brought RON 7.4 million (+18.7% YoY) and KFC Moldova ("USFN Moldova"), with RON 3 million (-9% YoY). For KFC Italy, excluding the normalized items of RON 3.9 million, the decrease in restaurant operating profit is 8.4% YoY. Pizza Hut ("ARS") generated restaurant operating loss of RON 1 million, versus operating loss of RON 326K registered a year prior, while the net loss of the period was similar with the previous year. Ciocolatitaliani ("CHOCO") which operated the first location for first full quarter in Q3 2025, recorded restaurant operating loss of RON 1.1 million for 9M 2025.

Breakdown of Interim Consolidated Results by Group companies – 9M 2025 (excluding IFRS 16 impact):

Data in RON'000	USFN (RO)	ARS	USFN (MD)	USFN (IT)	CHOCO (IT)	CFF	SFG	Cons. Adj.	SFG Cons
Restaurant sales	829,184	78,656	20,655	144,757	545	77,298	31,572	(31,559)	1,151,110
Dividends revenue	-	-	-	-	-	-	105,501	(105,501)	-
Other restaurant income	2,361	283	-	-	-	54	305	(70)	2,934
Restaurant expenses	746,332	79,939	17,684	136,920	1,649	69,978	(17)	(539)	1,051,947
Food and material	272,378	21,357	7,593	39,254	200	24,530	-	-	365,312
Payroll and employee benefits	198,326	23,393	3,597	35,572	663	17,695	-	-	279,247
Rent	55,761	7,532	1,167	12,515	122	5,489	-	-	82,586
Royalties	49,748	4,696	1,238	8,818	-	4,630	-	-	69,131
Advertising	38,156	4,414	965	8,702	181	3,793	-	(356)	55,855
Other operating expenses	106,697	16,298	2,613	23,200	396	10,929	(17)	(73)	160,043
Depreciation	25,266	2,249	510	8,859	87	2,912	-	(110)	39,773
Restaurant operating profit	85,213	(1,000)	2,972	7,837	(1,104)	7,374	137,395	(136,590)	102,097
G&A expenses	28,928	5,024	540	9,401	233	3,010	34,012	(31,595)	49,552
Operating profit/(loss)	56,285	(6,024)	2,432	(1,564)	(1,336)	4,365	103,383	(104,995)	52,545
Finance costs	5,564	615	194	1,582	134	452	1,126	(3,654)	6,014
Finance income	2,734	3	-	115	-	0	1,276	(3,654)	474
Profit/(Loss) before tax	53,455	(6,636)	2,238	(3,031)	(1,471)	3,912	103,534	(104,995)	47,005
Income tax expense	9,671	-	315	(1,020)	(302)	714	(403)	-	8,975
Profit/(Loss) for the period	43,783	(6,636)	1,922	(2,011)	(1,169)	3,199	103,936	(104,995)	38,030
Normalized² Profit/(Loss) for the period	44,998	(6,636)	1,922	1,854	(1,169)	3,199	103,631	(104,995)	42,805
EBITDA	83,047	(3,256)	2,995	7,360	(1,249)	7,398	104,206	(105,661)	94,841
Normalized² EBITDA	83,047	(3,256)	2,995	8,978	(1,249)	7,398	103,901	(105,661)	96,153

² Same normalization items as described in footnote in the second table, presenting summary of Interim Consolidated Financial Statements for 9M.

G&A expenses increased by 5.1% YoY in 9M 2025 and remained stable as a percentage of sales at 4.3%, a 0.2pp increase. As a result, normalized EBITDA stood at RON 96.2 million, reflecting a 25.5% YoY decrease, primarily due to higher restaurant operating costs and the inelasticity of the G&A expenses.

	Data in RON '000				Change (%)		Percentage of sales			
	9M-25	9M-25	9M-24	9M-24	2025/ 2024 (1)	2025/ 2024 (2)	9M-25	9M-25	9M-24	9M-24
	(1)	(2)	(1)	(2)			(1)	(2)	(1)	(1)
General and administration (G&A) expenses	49,424	49,552	46,411	47,165	6.5%	5.1%	4.3%	4.3%	4.1%	4.1%
Payroll and employee benefits	33,986	33,986	33,083	33,083	2.7%	2.7%				
Third-party services	6,996	6,996	5,977	5,977	17.0%	17.0%				
Depreciation and amortization	5,447	2,523	4,484	2,178	21.5%	15.9%				
Rent	177	3,229	186	3,246	-4.8%	-0.5%				
Banking charges	463	463	497	497	-6.9%	-6.9%				
Transport	1,372	1,372	1,083	1,083	26.6%	26.6%				
Other*	984	984	1,101	1,101	-10.6%	-10.6%				

Note: (1) Including the impact of the adoption of IFRS 16; (2) Excluding the impact of the adoption of IFRS 16.

*Other expenses include maintenance & repairs, smallware, insurance, phone & postage, miscellaneous expenses.

Net finance costs decreased by 22.9% YoY, from RON 7.2 million in 9M 2024 to RON 5.5 million in 9M 2025, primarily due to optimization of financing conditions, resulting in a gross profit of RON 47 million, a 46.3% YoY decrease. Income tax expense decreased by 44.4% YoY, to RON 9 million.

The 46.7% YoY decline in net profit for 9M 2025, to RON 38 million, was driven by a combination of elevated operating expenses, especially payroll and other operating costs, stagnant sales due on the key

market of activity of Sphera – Romania, a margin compression, and a 26.5% YoY drop in EBITDA, which reached RON 94.8 million. These challenges were further compounded by a strong base effect from 9M 2024, a continued consumer caution trend amid political and economic uncertainty and a more competitive QSR market.

Net profit and EBITDA for 9M 2025 were also influenced by one-off normalization items from Q2 2025, amounting to RON 5.1 million at profit level and RON 1.6 million at EBITDA level, primarily related to redundancies and costs linked to the closing of KFC unit in Bari, Italy, starting with September 1st, 2025, as well as impairment of non-current assets non recoverable associated with the compulsory relocation of KFC Iasi Palas Drive to a new zone as a part of landlord redesign project of the commercial area. Q3 2025 included a one-off positive impact from the reversal of a provision related to a litigation with a former non-executive director, amounting to RON 0.3 million. Consequently, the normalized EBITDA saw a 25.5% decline, to RON 96.2 million, while normalized profit decreased 40.1%, to RON 42.8 million.

In Q3 2025, same store sales across Sphera brands decreased 1.7% YoY, a slight decline on the back of a strong comparison base from Q3 2024 and consumer prudence fueled by uncertainty in the context of fiscal changes and broader inflationary pressures happening in Romania. The decrease in the same store sales was 2.6% YoY for USFN Romania, 5.9% for ARS and 1.2% for USFN Moldova, with the rest of the brands registering increases – CFF: +5.8% and USFN IT: +2.3%.

Between Q4 2024 and Q3 2025, Sphera opened five new restaurants – three KFC locations in Romania, one Taco Bell store in Romania and one Cioccolitaliani in Italy. The addition of new locations improved the Group's overall performance resulting in an increase of 0.6% YoY in all stores sales in Q3 2025, with biggest increases being registered by USFN Moldova, +24.8% YoY and CFF, which grew 13% YoY. USFN Italy, where all sales equal same store sales, increased 2.3%, ARS declined 5.9%, while USFN Romania saw a 0.7% decrease for all stores.

		Y/Y Q1-24	Y/Y Q2-24	Y/Y Q3-24	Y/Y Q4-24	Y/Y Q1-25	Y/Y Q2-25	Y/Y Q3-25
USFN RO	All Stores	12.8%	4.8%	7.6%	1.2%	-3.4%	0.0%	-0.7%
	o/w Same Stores	12.3%	2.8%	3.3%	-2.5%	-6.4%	-3.5%	-2.6%
ARS	All Stores	-12.0%	-7.6%	-2.9%	-0.5%	-1.0%	2.0%	-5.9%
	o/w Same Stores	-12.0%	-7.6%	-2.9%	-0.5%	-1.0%	2.0%	-5.9%
CFF	All Stores	5.4%	2.6%	13.1%	12.9%	15.6%	21.2%	13.0%
	o/w Same Stores	5.4%	2.6%	13.1%	8.7%	8.1%	12.8%	5.8%
USFN IT	All Stores	5.7%	4.4%	1.7%	5.7%	3.3%	4.3%	2.3%
	o/w Same Stores	5.7%	4.4%	1.7%	5.7%	3.3%	4.3%	2.3%
USFN MD	All Stores	12.4%	10.8%	9.4%	25.9%	23.2%	25.8%	24.8%
	o/w Same Stores	12.4%	10.8%	7.5%	-2.4%	-1.8%	-0.5%	-1.2%
TOTAL	All Stores	9.2%	3.8%	6.4%	2.7%	-0.9%	2.3%	0.6%
	o/w Same Stores	8.8%	2.3%	3.3%	-0.7%	-3.9%	-1.2%	-1.7%

In Q3 2025, delivery sales increased by 1pp compared to Q3 2024 and decreased 2pp compared to Q2 2025, in line with the trend visible also in previous years. The total value of delivery sales in Q3 2025 grew by 8% YoY, reaching RON 74.6 million. In Q3 2025, the Group's own delivery sales channel contributed 7.5% of total delivery sales, down from 9% in Q3 2024.

Sales by entity, by Country		Q1-24	Q2-24	Q3-24	Q4-24	Q1-25	Q2-25	Q3-25
USFN RO	delivery	18%	17%	16%	17%	19%	19%	18%
	non-delivery	84%	83%	84%	83%	81%	81%	82%
ARS	delivery	36%	38%	35%	36%	35%	37%	32%
	non-delivery	64%	62%	65%	64%	65%	63%	68%
CFF	delivery	27%	26%	25%	23%	28%	27%	26%
	non-delivery	73%	74%	75%	77%	72%	73%	74%
USFN IT	delivery	9%	8%	8%	12%	12%	11%	10%
	non-delivery	91%	92%	92%	88%	88%	89%	90%
USFN MD	delivery	32%	33%	34%	30%	35%	31%	28%
	non-delivery	68%	67%	66%	70%	65%	69%	72%
All	delivery	19%	18%	17%	18%	20%	20%	18%
	non-delivery	81%	82%	83%	82%	80%	80%	82%

MAIN FINANCIAL RATIOS

The main financial ratios of Sphera Franchise Group (interim consolidated result) as of September 30th, 2025, are presented below, together with the result as of September 30th, 2024. All the ratios include IFRS 16 impact.

<i>Financial data in RON '000</i>	9M Period ended 30.09.2025		9M Period ended 30.09.2024	
Current ratio				
Current assets	114,685	= 0.45	134,700	= 0.55
Current liabilities	255,171		244,422	
Debt to Equity ratio				
Interest-bearing debt (long term)	348,913	= 246%	328,188	= 192%
Equity	141,868		170,813	
Interest-bearing debt (long term)	348,913	= 71%	328,188	= 66%
Capital employed	490,781		499,001	
Trade receivables turnover (days)				
Average receivables	13,442	= 3.15	10,325	= 2.44
Sales	1,151,110		1,143,447	
Fixed asset turnover				
Sales	1,151,110	= 2.53	1,143,447	= 2.62
Net fixed assets	605,458		582,728	

Notes: Annualized values, based on the ASF methodology.

Q3 2025 Results Call

17.11.2025

13:00 EET (12:00 CET | 11:00 UK)

On November 17th, Sphera Franchise Group will organize conference calls with the management to discuss the Q3 2025 results and hold a Q&A session with investors and analysts. The call will be led by:



Calin Ionescu
CEO



Valentin Budes
CFO



Zuzanna Kurek
Moderator | IRO

To receive the log-in details, please email
investor.relations@spheragroup.com

SIGNIFICANT EVENTS IN Q3 2025 & AFTER CLOSING OF THE REPORTING PERIOD

BUSINESS UPDATES

DEVELOPMENT OF THE NETWORK

In Q1 2025, Sphera opened 1 new restaurant – a KFC drive-thru unit in Galati, Romania, located at 1A Stadionului Street. In Q2 2025, Sphera opened 3 new restaurants – two KFCs in Romania, both being a food-court locations, one in Mall Moldova in Iasi, and another in Pitesti NEPI Retail Park. Moreover, in Q2 2025, the Group opened its first Cioccolatitaliani location in Italy, in Riccione, within the Rimini tourist area. In Q3 2025, the Group closed 1 KFC restaurant in Bari, Italy.

As of September 30th, 2025, Sphera Franchise Group operated 176 restaurants: 110 KFC restaurants in Romania, 3 in Moldova and 17 in Italy, as well as 28 Pizza Hut restaurants in Romania, 16 Taco Bell restaurants in Romania, 1 Cioccolatitaliani restaurant in Italy and one Pizza Hut Delivery sub-franchise.

So far in Q4 2025, the Group inaugurated 2 new restaurants – 1 Taco Bell in Promenada Mall in Bucharest, and 1 KFC drive-thru unit in Udine, Italy.

STAFF

As of September 30th, 2025, the Group had 4,944 employees, of which 4,442 were in Romania, 404 in Italy and 98 in the Republic of Moldova. In 9M 2025, the Group continued the process of digitalizing its network through further deployment of digital kiosks to simplify the selling process, as well as carried on with the project of hiring employees from abroad.

BRANDS PORTFOLIO

On October 15th, 2025, the Group expanded its portfolio by adding the Hard Rock Cafe franchise, part of Hard Rock International. The franchising rights are held by HRC Restaurants SRL, a newly established entity in Romania, fully owned by the Group. The Group plans to open five Hard Rock Cafe restaurants in Braşov, Timișoara, Iași, Cluj and Chişinău, over the course of five years, starting in 2026. This development strengthens the Group's position in the foodservice market by expanding its portfolio into the global lifestyle brand segment. Through the newly established subsidiary, the Group will oversee the roll-out of Hard Rock Cafe restaurants in five major urban centers, addressing the growing demand for international experiential dining concepts in Romania and the Republic of Moldova.

Hard Rock Cafe is an internationally renowned brand, known for its mix of American dining and music memorabilia experiences. The brand has been present in Romania since 2008, with a flagship location in Bucharest's Herăstrău Park, unit which is not included in the franchise rights that were the subject of the transaction.

GOVERNANCE UPDATES

GENERAL MEETING OF THE SHAREHOLDERS

On September 29th, 2025, the Board of Directors of Sphera Franchise Group convened the Ordinary General Meeting of the Shareholders for November 5th, 2025. During the OGSM, the shareholders approved a payment of the gross dividend amounting to RON 1.04 per share, from the undistributed net profit of financial year 2024. The dividend will be paid on December 15th, 2025. Ex-date for the dividend payment is November 24th, 2025, and the registration date is November 25th, 2025.

CAPITAL MARKET UPDATES

SHARE BUY-BACK PROGRAMS

On September 17th, 2025, Sphera Franchise Group initiated the share buyback program, which was completed on September 26th, 2025. The buyback was carried out in accordance with EGMS Resolution no. 2 from April 26th, 2024. In the buyback, the Group acquired 20,729 shares at an average buyback price of RON 36.0395 per share, resulting in the total buyback value amounting to RON 747,062.05.

Another buyback was initiated on September 29th, 2025, and completed on October 6th, 2025. The buyback was carried out in accordance with EGMS Resolution no. 1 from April 26th, 2025. During the buyback, the Group acquired 16,896 shares at an average buyback price of RON 37.5391 per share, resulting in the total buyback value amounting to RON 634,260.60.

Both buybacks had as purpose implementation of the Stock Option Plan for Directors, as well as for members of the management of certain subsidiaries of the Group.

STOCK EXCHANGE EVOLUTION

After multiple quarters of consecutive growth, SFG share price remained stable in Q3 2025, recording a 1% decrease, as the share closing price on September 30th, 2025, was RON 37.60 vs. closing price of RON 38.15 from June 30th, 2025. In Q3 2025, investors traded 497,830 SFG shares (-51% vs. Q3 2024), with a total value of RON 18.6 million (-53% vs. Q3 2024); calculations are excluding DEAL trades registered in Q3 2024. The share price evolution in Q3 2025 underperformed the BVB reference index BET, which increased 14% in the period.

In total, in 9M 2025, including DEAL trades, investors traded 3,392,506 SFG shares (-6% vs. 9M 2024) with a total value of RON 136.1 million (+7% vs. 9M 2024). In 9M 2025, SFG shares decreased 7%, while the BET index grew 28%. The Total Return on SFG shares in 9M 2025, including the dividend paid on June 6th, 2025, was -4%, versus 34% increase for the BET-TR index registered in the same period.

DECLARATION FROM THE MANAGEMENT

Bucharest, November 17th, 2025

We confirm to the best of our knowledge that the unaudited interim condensed consolidated financial statements for the nine months period ended September 30th, 2025 give a true and fair view of Sphera Franchise Group's assets, liabilities, financial position and profit and loss, as required by the applicable accounting standards, and that the Directors' Report gives a true and fair view of important events that have occurred during the first nine months of the 2025 financial year and their impact on the interim condensed consolidated financial statements.

Chief Executive Officer

Calin Ionescu

Chief Financial Officer

Valentin Budes



S P H E R A

investor.relations@spheragroup.com

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND
FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)**

The interim condensed consolidated financial statements presented below are prepared in accordance with International Financial Reporting Standards, as adopted by European Union (“IFRS”).

The interim condensed consolidated financial statements are unaudited.

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE -
MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

All amounts in RON thousand, unless specified otherwise

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

		Nine-month period ended	
	Note	30 September 2025	30 September 2024
Restaurant sales		1,151,110	1,143,447
Other restaurant income	12	2,934	1,279
Restaurant expenses			
Food and material expenses		365,312	358,331
Payroll and employee benefits	4	279,247	253,486
Rental expenses		22,191	25,032
Royalties expenses		69,131	68,620
Advertising expenses		55,855	60,641
Other operating expenses	5	159,294	148,490
Depreciation, amortization and impairment	7	90,675	80,015
Restaurant operating profit		112,339	150,112
General and administrative expenses	6	49,424	46,411
Profit from operating activities		62,915	103,701
Finance costs	8	24,045	18,689
Finance income		474	333
Profit before tax		39,344	85,345
Income tax		7,821	14,526
Profit		31,523	70,819
Attributable to:			
Owners of the parent		31,163	70,410
Non-controlling interests		360	409
Other comprehensive income			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of foreign operations		69	(168)
Total comprehensive income		31,592	70,651
Attributable to:			
Owners of the parent		31,226	70,259
Non-controlling interests		366	392

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

All amounts in RON thousand, unless specified otherwise

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30
SEPTEMBER 2025 (UNAUDITED)

	30 September 2025	31 December 2024
Assets		
Non-current assets	639,169	632,258
Property, plant and equipment	250,572	249,618
Right-of-use assets	294,216	293,279
Intangible assets and goodwill	60,669	59,304
Financial assets (cash collateral)	6,981	7,152
Deferred tax assets	26,731	22,905
Current assets	114,685	151,286
Inventories	13,845	16,396
Trade and other current receivables	14,223	12,661
Prepayments	6,435	6,465
Cash and short-term deposits	80,182	115,764
Total assets	753,854	783,544
Equity and liabilities		
Equity		
Issued capital (Note 9.1)	581,990	581,990
Share premium	(519,998)	(519,998)
Treasury shares (Note 9.2)	(5,745)	(4,789)
Reserves for share-based remuneration	2,788	3,685
Other reserves	(1,352)	(1,352)
Retained earnings	83,776	95,158
Reserve of exchange differences on translation	(200)	(263)
Equity attributable to owners of the parent	141,259	154,431
Non-controlling interests	609	556
Total equity	141,868	154,987
Non-current liabilities	356,817	357,781
Long-term borrowings	88,032	92,192
Non-current lease liabilities	260,882	258,430
Net employee defined benefit liabilities	6,461	5,485
Trade and other payables	330	330
Deferred income	457	490
Deferred tax liabilities	655	854
Current liabilities	255,169	270,776
Trade and other current payables	133,675	155,773
Contract liabilities	692	615
Short-term borrowings	43,068	43,633
Current lease liabilities	71,240	64,851
Income tax payable	4,899	5,599
Provisions	1,595	305
Total liabilities	611,986	628,557
Total equity and liabilities	753,854	783,544

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

	Issued capital	Share premium	Treasury shares	Reserves for share-based remuneration	Other reserves	Retained earnings	Foreign currency translation reserve	Equity attributable to owners of the parent	Non-controlling interest	Total equity
As at 1 January 2025	581,990	(519,998)	(4,789)	3,685	(1,352)	95,158	(263)	154,431	556	154,987
Profit	-	-	-	-	-	31,163	-	31,163	360	31,523
Other comprehensive income										
Exchange differences on translation	-	-	-	-	-	-	63	63	6	69
Total comprehensive income	-	-	-	-	-	31,163	63	31,226	366	31,592
Acquisition of own shares	-	-	(2,245)	-	-	-	-	(2,245)	-	(2,245)
Shares granted	-	-	1,289	-	-	-	-	1,289	-	1,289
Share based remuneration	-	-	-	(897)	-	-	-	(897)	-	(897)
Gain/(Loss) related to acquisition of treasury shares	-	-	-	-	-	(391)	-	(391)	-	(391)
Dividends declared	-	-	-	-	-	(42,154)	-	(42,154)	(313)	(42,467)
At 30 September 2025	581,990	(519,998)	(5,745)	2,788	(1,352)	83,776	(200)	141,259	609	141,868
As at 1 January 2024	581,990	(519,998)	(2,037)	3,894	(1,283)	79,825	(261)	142,130	486	142,616
Profit	-	-	-	-	-	70,410	-	70,410	409	70,819
Other comprehensive income										
Exchange differences on translation	-	-	-	-	-	-	(151)	(151)	(17)	(168)
Total comprehensive income	-	-	-	-	-	70,410	(151)	70,259	392	70,651
Acquisition of own shares	-	-	(1,289)	-	-	-	-	(1,289)	-	(1,289)
Share based remuneration – exercised shares options (Note 9.2)	-	-	2,037	(2,037)	-	-	-	-	-	-
Share based remuneration	-	-	-	533	-	-	-	533	-	533
Loss related to acquisition of treasury shares	-	-	-	-	-	(398)	-	(398)	-	(398)
Dividends declared	-	-	-	-	-	(40,739)	-	(40,739)	(561)	(41,300)
At 30 September 2024	581,990	(519,998)	(1,289)	2,390	(1,283)	109,098	(411)	170,496	317	170,813

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE -
MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

All amounts in RON thousand, unless specified otherwise

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE NINE-MONTH
PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)

	Nine-month period ended	
	30 September	30 September
	2025	2024
Operating activities		
Profit before tax	39,344	85,345
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation of right-of-use assets	53,360	50,234
Depreciation and impairment of property, plant and equipment	37,878	30,650
Amortisation and impairment of intangible assets and goodwill	4,883	3,616
Other income	1,929	-
Share based remuneration	-	134
Adjustments for unrealised foreign exchange losses/(gains)	7,633	(449)
Adjustments for (gain)/loss on disposal of property, plant and equipment and right-of-use assets	(792)	(39)
Adjustments for finance income	(474)	(333)
Adjustments for finance costs (interest)	17,088	18,576
Movements in provisions, net	1,290	-
Working capital adjustments:		
Adjustments to decrease/(increase) in trade and other receivables and prepayments	(770)	2,077
Adjustments for decrease/(increase) in inventories	2,381	1,088
Adjustments for (decrease)/increase in trade and other payables	(25,639)	(14,181)
Interest received classified as operating activities	472	305
Interest paid classified as operating activities	(16,696)	(17,971)
Income tax paid	(12,347)	(14,233)
Cash flows from in operating activities	109,540	144,818
Investing activities		
Proceeds from sale of property, plant and equipment	229	44
Purchase of intangible assets	(6,216)	(3,368)
Purchase of property, plant and equipment	(38,326)	(37,929)
Cash flows used in investing activities	(44,313)	(41,253)
Financing activities		
Acquisition of treasury shares	(2,245)	(1,289)
Proceeds from borrowings	25,089	24,122
Repayment of borrowings	(32,340)	(31,406)
Payment of lease liabilities	(50,957)	(48,662)
Net dividends paid to owners of the parent	(39,792)	(39,907)
Net dividends paid to non-controlling interests	(313)	(280)
Cash flows used in financing activities	(100,558)	(97,421)
Net (decrease)/increase in cash and cash equivalents	(35,331)	6,144
Net foreign exchange differences	(251)	(171)
Cash and cash equivalents at 1 January	115,764	98,147
Cash and cash equivalents at 30 September	80,182	104,121

**SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)**

All amounts in RON thousand, unless specified otherwise

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND
FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2025 (UNAUDITED)**

1 CORPORATE INFORMATION

These interim condensed consolidated financial statements are prepared by Sphera Franchise Group SA and comprise its activities and those of its subsidiaries, together referred hereinafter as “SFG” or “the Group”. Sphera Franchise Group SA is listed on Bucharest Stock Exchange under the symbol “SFG”. Sphera Franchise Group SA (“the legal Parent”, or “Sphera”) was incorporated on 16 May 2017 as a joint stock company and is registered at No. 239 Calea Dorobantilor, Bucharest, Romania.

The Group operates quick service and takeaway restaurant concepts (a chain of 130 restaurants) under the Kentucky Fried Chicken (“KFC”), spread across Romania as well as in the Republic of Moldova and in Italy. The Group also operates in Romania a chain of pizza restaurants (28 restaurants and one subfranchise as at 30 September 2025) under the “Pizza Hut” brand and a chain of restaurants under the “Taco Bell” brand (16 restaurants as at 30 September 2025). The first Ciccolatitaliani store was opened in June 2025.

US Food Network SA (USFN), the subsidiary which operates the KFC franchise in Romania was incorporated in 1994 as a joint stock company and is registered at No. 239 Calea Dorobantilor Street, Bucharest, Romania.

American Restaurant System SA (ARS) operating the Pizza Hut and Pizza Hut Delivery franchises was incorporated in 1994 as a joint stock company and is registered at No. 239 Calea Dorobantilor Street, Bucharest, Romania.

The Moldavian subsidiary, US Food Network SRL which operates the KFC franchise in Moldova, was incorporated in 2008 as a limited liability company and is registered at No. 45 Banulescu Bodoni Street, Chisinau, Republic of Moldova. The Group owns 80% of the company’s shares.

The Italian subsidiary, US Food Network Srl operating the KFC franchise in Italy was incorporated in 2016 as a limited liability company and is registered at No. 5 Viale Francesco Restelli Street, Milano, Italy. The Group owns 100% of the company’s shares.

California Fresh Flavors SRL (CFF) was set up on 19 June 2017 and operates Taco Bell franchise in Romania. Sphera owns 99.99% of the company’s shares. The company operates as a limited liability company and is registered at No. 239 Calea Dorobantilor, Bucharest, Romania.

Choco Franchise Srl (CHOCO), operating the Ciccolatitaliani franchise in Italy was incorporated in 2024 as a limited liability company and it was registered at No. 5 Viale Francesco Restelli Street, Milano, Italy. The Group owns 100% of the company’s shares.

HRC Restaurants SRL (HRC), operating Hard Rock franchise in Romania was incorporated in September 2025 as a limited liability company and is registered at No. 239 Calea Dorobantilor, Bucharest, Romania. The Group owns 100% of the company’s shares.

**2 BASIS OF PREPARATION OF THE UNAUDITED INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

The interim condensed unaudited financial statements of the Group as of and for the nine-month period ended 30 September 2025 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The financial statements have been prepared on a historical cost basis. The financial statements are presented in Romanian Lei (“RON”) and all values are rounded to the nearest thousand RON, except when otherwise indicated. Accordingly, there may be rounding differences.

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2024.

The interim condensed consolidated financial statements for the nine-month period ended 30 September 2025 included in this report are unaudited.

General accounting policies

The accounting policies and valuation methods adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2024. The amendments effective since 1 January 2025 do not have a material impact on the Group's interim condensed consolidated financial statements. The Group has not adopted any other standards, interpretations or amendments that have been issued but are not yet effective.

Foreign currencies

The Group's interim condensed financial statements are presented in Romanian Lei ("RON"), which is also the legal parent Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency (namely Moldavian Leu "MDL" for the Moldavian subsidiary and the Euro "EUR" for the Italian subsidiaries).

The exchange rates as at 30 September 2025 and 31 December 2024 and the average exchange rates for the nine-month period ended 30 September 2025 and 30 September 2024 were:

	Closing exchange rates		Average exchange rates	
	30 September 2025	31 December 2024	Nine-month period ended 30 September 2025	Nine-month period ended 30 September 2024
RON – EUR	5.0811	4.9741	5.0259	4.9744
RON – USD	4.3247	4.7768	4.5029	4.5765
RON – MDL	0.2591	0.2576	0.2572	0.2585

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into RON at the rate of exchange prevailing at the reporting date and their revenues and expenses are translated using the average exchange rates of daily exchange rates published by National Bank of Romania (NBR) as detailed above. Equity items are translated into RON at the historical exchange rate. The exchange differences arising on the translation are recognised in OCI.

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

3 GROUP INFORMATION

Details of the Group consolidated subsidiaries at 30 September 2025 and 31 December 2024 are as follows:

Company name	Country of incorporation	Field of activity	Control 30 September 2025	Control 31 December 2024
US Food Network SA	Romania	Restaurants	99.9997%	99.9997%
American Restaurant System SA	Romania	Restaurants	99.9997%	99.9997%
California Fresh Flavors SRL	Romania	Restaurants	99.9900%	99.9900%
US Food Network SRL	Moldova	Restaurants	80.0000%	80.0000%
US Food Network SRL	Italy	Restaurants	100.0000%	100.0000%
Choco Franchise SRL	Italy	Restaurants	100.0000%	100.0000%
HRC Restaurants SRL	Romania	Restaurants	100.0000%	-

4 PAYROLL AND EMPLOYEE BENEFITS

	Nine-month period ended	
	30 September 2025	30 September 2024
Payroll and employee benefits recognized in restaurant expenses	279,247	253,486
Payroll and employee benefits recognized in "General and administrative expenses "	33,986	33,083
Total Payroll and employee benefits	313,233	286,569

Payroll costs of RON 1,597 thousand representing the value of project management and other technical activities performed by the Group's employees during the nine-month period ended 30 September 2025 (2024: RON 1,330 thousand) for the construction or refurbishment of restaurants were capitalized in the cost of construction of the non-current assets.

For the nine-month period ended 30 September 2025, "Restaurant expenses" include payroll cost amounting to RON 1,289 thousand representing a provision for termination benefits to be granted to the employees of a closed KFC restaurant located in Bari, Italy. (Note 10)

5 OTHER OPERATING EXPENSES

	Nine-month period ended	
	30 September 2025	30 September 2024
Third-party services	80,755	77,674
Utilities	34,524	30,412
Maintenance and repairs	16,211	13,157
Cleaning supplies	8,038	7,742
Transport	5,659	6,308
Smallwares	3,269	3,340
Bank charges	4,804	4,855
Telephone and postage	1,026	895
Insurance	526	432
Net (gain)/loss on disposal of property, plant and equipment and right-of-use assets	(792)	(39)
Excise duty	926	1,001
Miscellaneous expenses and income	4,348	2,713
Total	159,294	148,490

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

6 GENERAL AND ADMINISTRATIVE EXPENSES

	Nine-month period ended	
	30 September 2025	30 September 2024
Payroll and employee benefits	33,986	33,083
Third-party services	6,996	5,977
Depreciation, amortization and impairment of non-current assets	5,447	4,484
Rent	177	186
Banking charges	463	497
Transport	1,372	1,083
Maintenance and repairs	162	224
Smallwares	56	80
Insurance	111	202
Telephone and postage	283	286
Miscellaneous expenses and income	371	309
Total	49,424	46,411

7 DEPRECIATION, AMORTIZATION AND IMPAIRMENT

	Nine-month period ended	
	30 September 2025	30 September 2024
Depreciation of right-of-use assets recognized in "Restaurant expenses"	50,990	47,927
Depreciation, amortization and impairment of other non-current assets recognized in "Restaurant expenses"	39,685	32,088
Depreciation, amortization and impairment recognized in "Restaurant expenses"	90,675	80,015
Depreciation of non-operating right-of-use assets recognized in "General and administrative expenses"	2,370	2,307
Depreciation, amortization and impairment of non-current assets recognized in "General and administrative expenses"	3,077	2,178
Depreciation, amortization and impairment recognized in "General and administrative expenses"	5,447	4,484
Total depreciation, amortization and impairment	96,122	84,500

For the nine month-period ended 30 September 2025, depreciation and impairment expenses include an impairment charge of a total amount of RON 3,462 thousand, comprising: an amount of RON 1,215 thousand related to the leasehold improvements and other non-recoverable non-current assets, following the relocation of KFC IS Palas Drive to a new area, as a part of the landlord's initiative to redesign the commercial park; and RON 2,247 thousand related to the non-current assets associated with the closure of a KFC restaurant located in Bari, Italy.

8 FINANCE COSTS

	Nine-month period ended	
	30 September 2025	30 September 2024
Interest on loans and borrowings	4,727	7,249
Interest expense on lease liabilities	12,261	11,236
Interest cost on benefit obligation	100	92
Foreign exchange loss	6,957	113
Total finance costs	24,045	18,689

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

9 EQUITY

9.1 Issued capital

	30 September 2025	31 December 2024
Authorised shares		
Ordinary shares of 15 RON each	38,799,340	38,799,340
Share capital (RON thousand)	581,990	581,990

The shareholders of Sphera Franchise Group SA as at 30 September 2025 are: Shaletia Ventures Ltd. (29.5466%), Computerland Romania SRL (20.5326%), Wellkept Group SA (17.0739%) and free float own shares included (32.8469%).

The shareholders of Sphera Franchise Group SA as at 31 December 2024 are: Shaletia Ventures Ltd. (29.5466%), Computerland Romania SRL (20.5327%), Wellkept Group SA (17.0739%) and free float – own shares included (32.8468%).

As at 30 September 2025, Sphera Group held 163,503 own treasury shares, representing 0.421% of the parent company's share capital (31 December 2024: 122,902 own treasury shares, representing 0.317%).

9.2 Treasury shares

Buyback programs (one program for the reduction of the share capital and one program for share option plan)

In accordance with the decisions of the General Meetings of Shareholders, the Group executed two buyback programs through market operations: one program was aimed at implementing the share option plan for top management, while the other (started in 2024 and ended in January 2025) was focused on reducing the share capital by canceling the redeemed shares.

As of September 30, 2025, the Group held 146,607 own treasury shares for the two buyback programs (December 31, 2024: 122,902 own shares). In the nine-month period ended 30 September 2025, the Group acquired 57,593 shares at an average buyback price of RON 38.9732, with the full price paid of RON 2,245 thousand.

As part of the Group's share option plan, during the nine-month period ended 30 September 2025, SFG assigned 33,888 free shares with a total value of RON 1,289 thousand to the executive directors of the Group, representing the SOP for activity carried out in 2023.

10 EBITDA

	Nine-month period ended 30 September 2025	30 September 2024
Operating profit	62,915	103,701
Adjustments to bridge operating profit to EBITDA:		
Depreciation, amortization and impairment of non-current assets included in restaurant expenses	90,675	80,015
Depreciation, amortization and impairment of non-current assets included in general and administrative expenses	5,447	4,484
EBITDA	159,037	188,200
Non-recurring expenses	1,312	-
Normalized EBITDA	160,349	188,200

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

For the nine-month period ended 30 September 2025, EBITDA was normalized by excluding non-recurring expenses amounting to RON 1,312 thousand. These include redundancy costs of RON 1,289 thousand (Note 4) and other operating expenses of RON 328 thousand, both related to the closing of the KFC restaurant located in Bari, Italy and other income of RON 305 thousand from the reversal of a provision following the favorable resolution of a litigation with a former non-executive director. No normalization adjustments were necessary for the nine-month period ended 30 September 2024.

11 RELATED PARTY DISCLOSURES

During the nine-month period ended 30 September 2025 and 30 September 2024 respectively, the Group has carried out transactions with the following related parties:

Related party	Nature of the relationship	Country of incorporation	Nature of transactions
Moulin D'Or SRL	Entity affiliated to a shareholder of the parent	Romania	Goods and services
Midi Development SRL	Entity affiliated to a shareholder 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
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 Group	Romania	Rent training center and payment of dividends
Shaletia Ventures Ltd.	Shareholder (from December 2024) and entity under common control of Radu Dimofte, ultimate controlling party of the Group	Cyprus	Payment of dividends in 2025
Radu Dimofte	Beneficial owner of Wellkept Group SA, Tatika Investments Ltd, Shaletia Ventures Ltd and ultimate controlling party of the Group	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
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
Parc Hotels SA	Entity affiliated to a shareholder of the parent	Romania	Accommodation services

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

The following table provides the total amount of transactions that have been entered into with related parties for the relevant period:

	Transactions during the nine-month period ended 30 September 2025		Balances as at 30 September 2025	
	Sales (without VAT) to related parties	Purchases (without VAT) from related parties	Amounts owed by related parties	Amounts owed to related parties
Wellkept Group SA	-	377	-	13
Grand Plaza Hotel SA	-	969	66	18
Arggo Software Development and Consulting SRL	-	957	58	3
Dorobanti 239 Imobiliare SRL	-	2,881	-	11
Baneasa Developments SRL	-	3,661	-	186
Baneasa Investments SA	-	532	172	-
Computerland Romania SRL	27	172	6	3
Elicom SRL	-	454	-	62
Radu Dimofte	-	72	-	-
Moulin D'Or SRL	-	1	-	-
	27	10,076	302	296

	Transactions during the nine-month period ended 30 September 2024		Balances as at 31 December 2024	
	Sales (without VAT) to related parties	Purchases (without VAT) from related parties	Amounts owed by related parties	Amounts owed to related parties
Wellkept Group SA	-	368	-	17
Grand Plaza Hotel SA	-	940	66	22
Arggo Software Development and Consulting SRL	-	866	-	61
Dorobanti 239 Imobiliare SRL	-	2,704	-	114
Baneasa Developments SRL	-	3,575	-	196
Baneasa Investments SA	-	517	172	2
Computerland Romania SRL	45	245	4	1
Elicom SRL	-	439	-	49
Radu Dimofte	-	71	-	-
Midi Development SRL	-	3	-	128
Parc Hotels SA	-	67	-	-
Moulin D'Or SRL	-	4	-	-
	45	9,799	242	590

Compensation of key management personnel of the Group:

	Nine-months ended	
	30 September 2025	30 September 2024
Short-term employee benefits	6,478	7,552
Total compensation of the key management personnel	6,478	7,552

The amounts disclosed in the table are the amounts recognized as an expense during each reporting period.

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

12 SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the restaurants' brands, as follows:

- KFC restaurants
- Pizza Hut restaurants
- Taco Bell restaurants
- Choco restaurants (Cioccolatitaliani)

Inter-segment revenues for services are presented in the "Inter-segment revenues" line and eliminated during consolidation.

At the end of the year 2024, the Group has incorporated a new brand, Cioccolatitaliani ("CHOCO"), into its portfolio. CHOCO inaugurated its first location in Italy on 20 June 2025, contributing RON 545 thousand in restaurant operating revenues during this reporting period.

In September 2025, the Group added a new brand Hard Rock Café ("HRC") to its portfolio. The development of the new brand is planned to start in 2026.

The Board of Directors monitors the operating results of the operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment operating profit and is measured consistently with "Restaurant operating profit" in the statement of comprehensive income in the consolidated financial statements.

**Nine-month
period ended**

30 September 2025	KFC	Pizza Hut	Taco Bell	Choco	Other	Eliminations	Consolidated
Revenues from external customers	994,594	78,656	77,298	545	17	-	1,151,110
Inter-segment revenues	-	-	-	-	31,556	(31,556)	-
Other income	2,361	283	54	-	305	(69)	2,934
Dividend revenues	-	-	-	-	105,501	(105,501)	-
Operating expenses	930,685	84,318	72,694	1,869	33,697	(32,134)	1,091,129
Segment operating profit/(loss)	66,270	(5,379)	4,658	(1,324)	103,682	(104,992)	62,915
Finance costs	21,731	1,989	1,844	204	1,321	(3,044)	24,045
Finance income	2,239	3	-	-	1,276	(3,044)	474
Income tax expense	7,987	-	538	(302)	(402)	-	7,821
Net profit/(loss)	38,791	(7,365)	2,276	(1,226)	104,039	(104,992)	31,523
Total assets	639,913	45,318	50,600	11,392	133,369	(126,738)	753,854
Total liabilities	612,709	78,730	47,095	12,601	45,688	(184,837)	611,986

SPHERA FRANCHISE GROUP SA
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE NINE-
MONTH PERIOD ENDED 30 SEPTEMBER 2025
(UNAUDITED)

All amounts in RON thousand, unless specified otherwise

Nine-month period ended	KFC	Pizza Hut	Taco Bell	Other	Eliminations	Consolidated
30 September 2024						
Revenues from external customers	997,073	80,002	66,385	10,319	(10,331)	1,143,447
Inter-segment revenues	-	-	-	20,818	(20,818)	-
Other income	853	446	56	-	(75)	1,279
Dividend revenues	-	-	-	94,025	(94,025)	-
Operating expenses	892,227	84,791	62,553	32,474	(31,020)	1,041,025
Segment operating profit/(loss)	105,699	(4,343)	3,888	92,688	(94,229)	103,701
Finance costs	17,154	1,885	1,667	2,822	(4,839)	18,689
Finance income	3,472	3	-	1,696	(4,839)	333
Income tax expense	14,100	-	403	23	-	14,526
Net profit/(loss)	77,918	(6,226)	1,817	91,539	(94,228)	70,819
Total assets						
30 September 2024	644,654	40,978	43,437	125,060	(103,420)	750,708
Total liabilities						
30 September 2024	577,288	66,463	43,655	53,513	(161,024)	579,895
Total assets						
31 December 2024	666,569	46,369	47,065	81,261	(57,720)	783,544
Total liabilities						
31 December 2024	572,427	72,415	45,836	53,192	(115,313)	628,557

For the nine-month period ended 30 September 2025, other income includes a write-off of lease liability (1,624 thousand RON) related to a location where the construction permit could not be obtained due to factors beyond the Group's control, reversal of litigation provision of RON 305 thousand following the favorable court decision, as well as revenues from recycled oil sales, sub-franchise fees, and other miscellaneous income.

Geographic information:

	Nine-month period ended	
	30 September 2025	30 September 2024
Revenue from external customers		
Romania	985,152	986,710
Italy	145,303	140,154
Republic of Moldova	20,655	16,583
Total restaurant revenue	1,151,110	1,143,447

The revenue information above is based on the location of the customers.

Bucharest, 17 November 2025

Chief Executive Officer

Calin Ionescu

Chief Financial Officer

Valentin Budes