

To:

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

## CURRENT REPORT 08/2026

**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	<b>19.02.2026</b>
Name of the Company	<b>Sphera Franchise Group SA</b>
Registered Office	<b>Bucharest, Romania</b>
Address	<b>Calea Dorobanților nr. 239, 2<sup>nd</sup> floor, Bucharest, District 1</b>
Phone / Fax	<b>+40 21 201 17 57 / +40 21 201 17 59</b>
Email	<b>investor.relations@spheragroup.com</b>
Registration nr. with Trade Registry	<b>J2017007126404</b>
Fiscal Code	<b>RO 37586457</b>
Subscribed and paid share capital	<b>580,101,930 RON</b>
Total number of shares	<b>38,673,462</b>
Symbol	<b>SFG</b>
Market where securities are traded	<b>Bucharest Stock Exchange, Main Segment, Premium Category</b>

### **Important events to be reported: Update regarding American Restaurant System S.A.**

The management of Sphera Franchise Group S.A. (hereinafter referred to as the "Group") informs about the following events/measures at the level of American Restaurant System S.A., the Group's subsidiary operating the Pizza Hut® and Pizza Hut Delivery® brands in Romania.

Further to the operational efficiency and restaurant network consolidation process carried out during 2023-2024, the Group's management, together with the management of American Restaurant System S.A., has decided to close 7 Pizza Hut restaurants, units that recorded below-expected operational performance and a significant negative impact on financial results. The decision is based on the evolution of the economic and consumer environment, impacted, starting July 2025, by the liberalization and increase of energy market prices, the adoption of new fiscal measures, the increase in the VAT rate, as well as a slowdown in private consumption driven by more cautious consumer behavior under the new economic conditions. Although the financial results for the first six months of 2025 followed a favorable trajectory, the new economic context has generated additional pressure on costs and operating margins.

The restaurants which are going to be closed had a significant cumulative negative contribution at EBITDA level. The Group estimates that existing demand will be covered by operational units within the network, without a significant impact on customers' access to Pizza Hut products and services. The Group aims to ensure that the optimization of the restaurant network has an impact as limited as possible on employees, for whom relocation options within the Sphera Franchise Group network will be offered. Management estimates that the closure of these underperforming units will have a positive impact on operating profitability by eliminating recurring losses and optimizing the cost structure.

CHIEF EXECUTIVE OFFICER

Călin Ionescu

CHIEF FINANCIAL OFFICER

Valentin Budeș