BASIC-FIT PRESS RELEASE

Hoofddorp, 27 October 2025

BASIC-FIT ACQUIRES CLEVER FIT, ENTERING FRANCHISE MARKET AND SECURING GERMAN MARKET LEADERSHIP

TRANSACTION HIGHLIGHTS

- Agreement for the acquisition of Clever Fit, the market leading fitness operator in the DACH region with 493 clubs in seven countries, of which 454 franchise and 39 company owned
- With the acquisition, Basic-Fit becomes the largest fitness franchise in Europe and market leader in Germany
- Basic-Fit extends market presence from six to twelve countries
- Purchase price of €160 million in cash plus €15 million earn-out; fully financed by new bank loan
- Closing is expected before year-end; no regulatory approval is required

GROWTH STRATEGY AND OUTLOOK

- Capital-light franchise model to complement Basic-Fit's existing growth strategy
- Explore the potential for franchising in Basic-Fit's current growth markets under the Basic-Fit brand
- Owned club expansion reduced from 100 to 50 clubs in 2026
- Focus for 2026 optimising memberships, profitability of new and existing clubs and franchise integration
- Expect a leverage ratio of just above 2.0 times in 2026
- Guidance for 2025 remains unchanged
- Full strategy update to be presented at our Capital Markets Day on 21 April 2026

Basic-Fit announces it has reached agreement on the acquisition of Clever Fit, a leading European fitness franchise with a strong presence in Germany, for €160 million in an all-cash transaction plus €15 million earn-out. With this acquisition, Basic-Fit becomes the immediate market leader in Germany, operating a combined network of 450 clubs in the country. Clever Fit has around 1 million members and is active in seven countries including, Germany (406 clubs), Austria (48 clubs), Switzerland (20 clubs), Slovenia (15 clubs), Romania (2 clubs), Croatia (1 club), and Czech Republic (1 club). The transaction is expected to be completed before the end of 2025 and requires no regulatory approval.

With the current organic growth pace, Basic-Fit is the fastest-growing fitness chain in Europe. By expanding through franchising, the growth model becomes even more capital-efficient, creating a European network of over 2,150 clubs. By joining forces, both chains will significantly strengthen the fitness offering in Europe as they continue to cater to their members' evolving needs and remain accessible to all. Clever Fit's members and franchisees will benefit from Basic-Fit's strong capabilities in real estate, marketing, equipment, and its extensive technology stack. At the same time, the combination will further strengthen Basic-Fit's market leadership and consolidate its position as Europe's strongest fitness company.

RENE MOOS, CEO BASIC-FIT

"Following a thorough process, I am pleased to announce the acquisition of Clever Fit as a transformative step in accelerating our growth in a capital efficient manner.

This transaction marks Basic-Fit's entry into franchising and widens our footprint to 12 European countries. With Clever Fit's established franchise network, Basic-Fit consolidates its position as the largest and fastest growing fitness chain in Europe, attains immediate market leadership in Germany and becomes the largest fitness franchisor on the continent.

Basic-Fit and Clever Fit are a great strategic fit, with a scalable concept and an entrepreneurial mindset. Clever Fit has shown strong growth figures on the back of a value-oriented concept similar to our own and today has around 1 million members in its club network. We look forward to strengthening our platform as Europe's largest fitness franchise and to making fitness even more accessible to everyone."

In 2024, Clever Fit reported an underlying EBITDA of €14.5 million. Following closing, Basic-Fit will explore opportunities to enhance the value proposition for the current franchisees. By combining the capabilities, scale and entrepreneurial DNA of both companies, we expect to accelerate the expansion of the franchise business rapidly. Basic-Fit is confident that the franchisees will benefit from joining Europe's fastest-growing fitness chain, sharing a commitment to accessibility, innovation and growth.

Following this acquisition, Basic-Fit will also explore the potential of expanding a franchise model under the Basic-Fit brand in our key growth markets of France, Germany, and Spain. This initiative will be pursued in addition to the continued expansion of our owned club network, reflecting our commitment to a diversified growth strategy. We will also remain focused on enhancing the profitability of our existing club portfolio. In light of the acquisition, we will reduce our owned club growth this year to 86 Basic-Fit clubs. When we account for the acquired 39 owned Clever Fit, our total growth for 2025 will be 125 clubs. For 2026, we anticipate to open around 50 owned clubs. Adjusting our priorities in our capital allocation strategy, we will also terminate our share repurchase programme after having repurchased 1.0 million shares thus far. This balanced approach will support sustained expansion whilst we will continue to strengthen Basic-Fit's position as the leading pan-European fitness operator.

FINANCING

To finance the acquisition, Basic-Fit has secured €180 million in committed financing from its banking partners — ABN AMRO, ING Bank, and Rabobank – maturing in June 2028. The financing covers the all-cash purchase price of €160 million at closing, and a potential €15 million earn-out over the next three years.

With this strong support, we remain well financed and are confident in our ability to comfortably meet any potential redemption requests from convertible bondholders in June 2026, whilst maintaining ample liquidity. We expect to close the year with a leverage ratio just below 3.0x and to target a ratio just above 2.0x in 2026.

A comprehensive strategy update will be shared at our next Capital Markets Day on 21 April 2026.

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FOR MORE INFORMATION

Basic-Fit Investor Relations
+31 (0)23 302 23 85
investor.relations@basic-fit.com

Basic-Fit is listed on Euronext Amsterdam in the Netherlands
ISIN: NL0011872650 Symbol: BFIT

CONFERENCE ALL AND WEBCAST

A conference call and webcast will be held today, October 27, 2025 at 15:00CET
Link to the webcast can be found here

FINANCIAL CALENDAR

FY 2025 results	11 March 2026
Q1 2026 trading update	16 April 2026
CMD 2026	21 April 2026
Half-year 2026 results	28 July 2026

ABOUT BASIC-FIT

With more than 1,650 clubs, Basic-Fit is the largest and fastest growing fitness operator in Europe. The company operates in six countries and has more than 4.7 million memberships. Basic-Fit operates a straightforward membership model and offers a high-quality, value-for-money fitness experience that appeals to the fitness needs of all people who care about their personal health and fitness.

FORWARD-LOOKING STATEMENTS / IMPORTANT NOTICE

Some statements in this press release may be considered 'forward-looking statements'. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that may occur in the future. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are outside of our control and impossible to predict and may cause actual results to differ materially from any future results expressed or implied. These forward-looking statements are based on current expectations, estimates, forecasts, analyses and projections about the industry in which we operate and management's beliefs and assumptions about possible future events. You are cautioned not to put undue reliance on these forward-looking statements, which only express views as at the date of this press release and are neither predictions nor guarantees of possible future events or circumstances. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events, except as may be required under applicable securities law.