



zabka group

Half-Year Report of Zabka Group S.A.
for the six-month period ended 30 June 2025

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A Half Year Management Report

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About this Report

Zabka Group SA (the 'Company') is a public limited liability company incorporated and existing under the laws of the Grand Duchy of Luxembourg, with its registered office at 2, rue Jean Monnet L-2180 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies under number B263068.

The organisational structure of the Żabka Group comprises the following: Zabka Group SA as the holding company, Żabka Polska sp. z o.o. and its subsidiaries all of which are registered under Polish legislation, and Zabka International S.à r.l. registered under Luxembourg law and holding participations in Romanian and foreign companies.

The Żabka Group is the Ultimate Convenience Ecosystem with a mission to create value by simplifying people's everyday lives. The Group serves a growing number of consumers who are looking for convenience and promotes a responsible approach towards products, packaging, customers, franchisees, suppliers and the broader environment.

The ecosystem includes Poland's leading convenience retailer, Żabka Polska, with over 11,700 physical stores operated under a franchise model and supplemented by 24/7 autonomous unmanned Żabka Nano stores. The Group also offers an advanced, continually evolving digital customer offering. Its Maczfit Direct to Customer (D2C) operation delivers daily, restaurant-quality prepared meal sets to consumers seeking convenient and healthy food, while Dietly is a leading online D2C meal solutions marketplace. The Group's eGrocery business is operated under two brands: Jush and delio. Recently, the Group entered the highly attractive Romanian market through the acquisition of DRIM.

The Żabka Group's business in Poland is supported by a highly efficient logistics platform, which includes eight distribution centres, 19 cross-docking facilities, and dedicated dark store infrastructure to support the digital offering. A detailed description of the Żabka Group's activities can be found on the corporate website at www.zabkagroup.com.

Since 17 October 2024 the Company's shares have been listed on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie, WSE). As of the date of this Report the largest shareholder in the Company's share capital was Heket Topco S.à r.l., which is controlled by CVC Capital Partners, and holds a 45.14% stake.

This Report may contain forward-looking statements which are inherently associated with risks and are uncertain. These statements can often be identified by the words or phrases such as 'anticipate', 'believe', 'estimate', 'expect', 'plan', 'potential', although it is not an exhaustive list of examples. Żabka Group does not make any representation that factors anticipated in the forward-looking statements will materialize. Therefore such forward-looking statements represent, in each case, only one of many possible scenarios and no reliance should be placed on them. Forward-looking statements included in this Report have been prepared based on circumstances, assumptions and expectations relevant as of the publication date of this Report and we do not commit to updating these statements after the Report's publication. The quarterly figures, as well as the selected Alternative Performance Measures (APMs) and Key Performance Indicators (KPIs) disclosed in the Management Report, have not been subject to auditor review.

Due to rounding, certain numbers, percentages and amounts representing changes over time periods presented throughout this Report may not add up precisely to the totals provided.

Half year management report

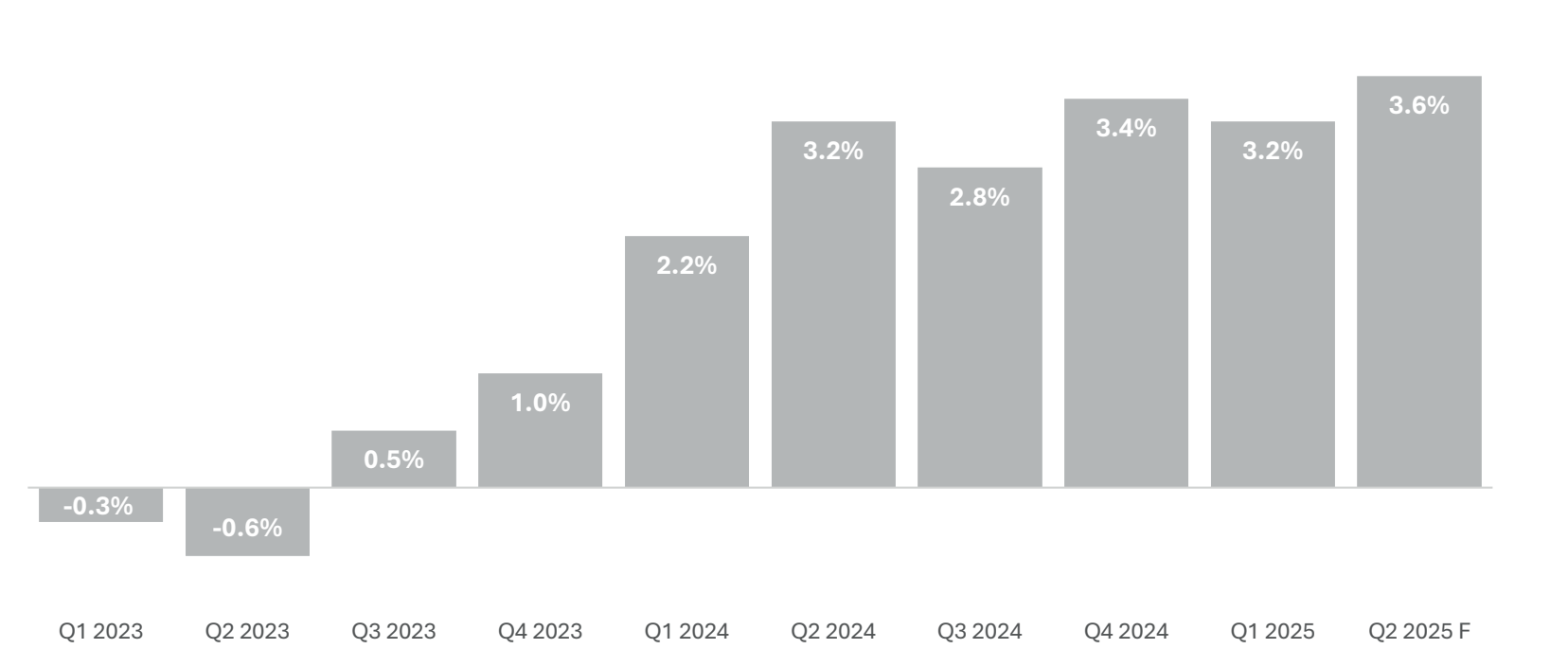
Macroeconomic environment

Żabka Group's financial and operational performance is influenced by macroeconomic conditions in Poland, where nearly 98% of the Group's end-customer sales are generated. Key external factors include consumer sentiment, inflation, changes in the minimum wage, and energy prices. Broader indicators such as GDP growth and real wage trends also contribute to the overall operating environment and may introduce a degree of uncertainty to future performance.

At the same time, Żabka has consistently delivered growth for over two decades, demonstrating resilience across various economic cycles. This stability has been supported by long-term structural trends in the Polish market that continue to favour the development of the convenience segment. These include the increasing number of smaller households, a decline in home cooking, delayed family formation, and long working hours – all of which drive demand for quick and accessible retail formats like Żabka. While macroeconomic conditions can affect both revenues and costs, our business model is well-positioned to benefit from these evolving consumer behaviours, which remain highly supportive of continued growth.

In the first half of 2025, the Polish economy showed signs of moderate recovery, although the pace of growth was slightly below earlier forecasts. According to data from Statistics Poland (GUS), gross domestic product (GDP) increased by 3.2% year-on-year in the first quarter, down from 3.4% at the end of 2024. In the second quarter of 2025 GDP dynamics is forecasted at 3.6% (data to be officially published after publication of this report).

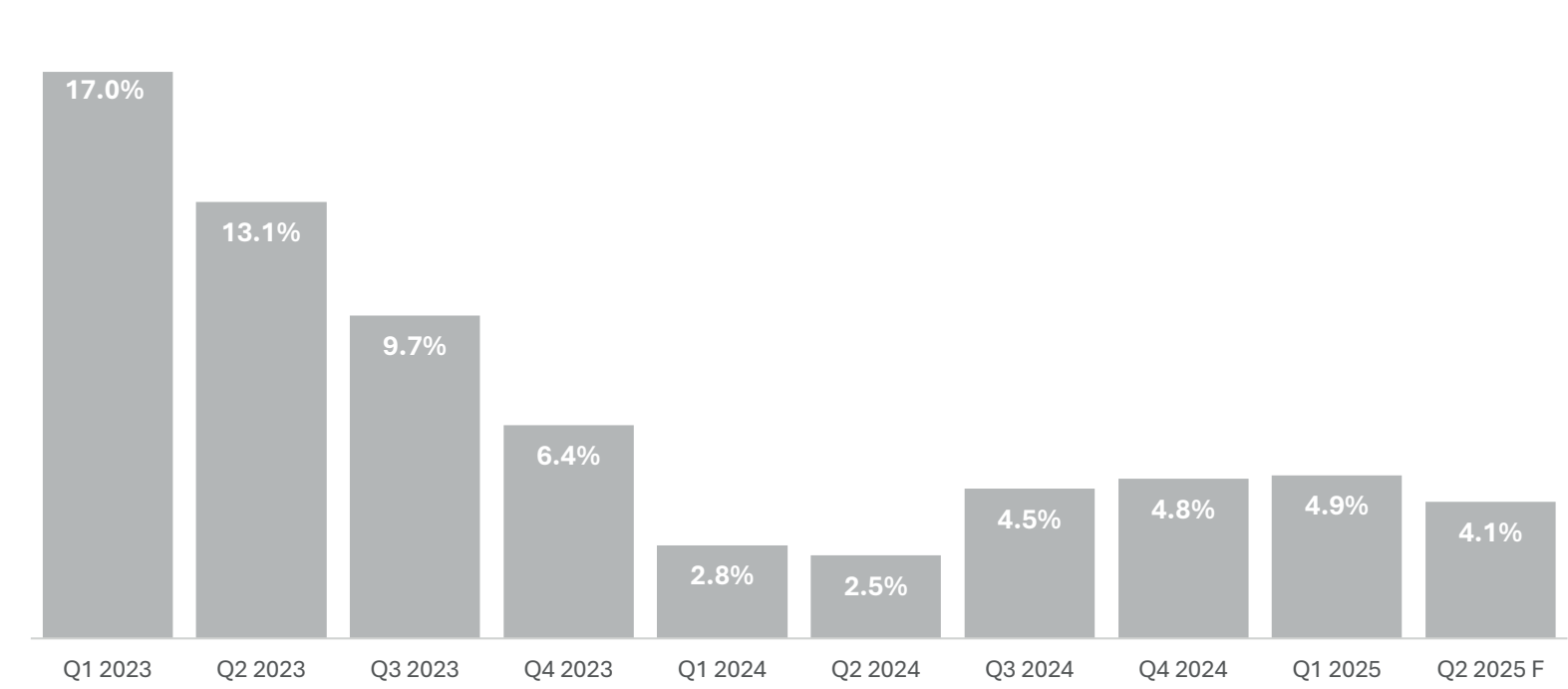
Chart 1: Quarterly Gross Domestic Product YoY Growth in 2023, 2024 and first half of 2025



Source: National bank of Poland

Inflation in Poland had been on a declining trend from early 2023 through mid-2024. A slight rebound, visible from Q3 2024, has recently begun to stabilize. As of April 2025, the year-on-year inflation rate stood at 4.3%, prompting the Monetary Policy Council to implement its first interest rate cut in a year and a half. In May, the reference rate was lowered by 0.5 percentage points to 5.25%. Further monetary easing is possible, aimed at stimulating investment and consumption. The year-on-year decline in inflation to 4.0% in May initially signalled easing price pressures. However, the subsequent uptick to 4.1% in June suggests that inflationary momentum may be stalling, warranting a more cautious interpretation of recent trends.

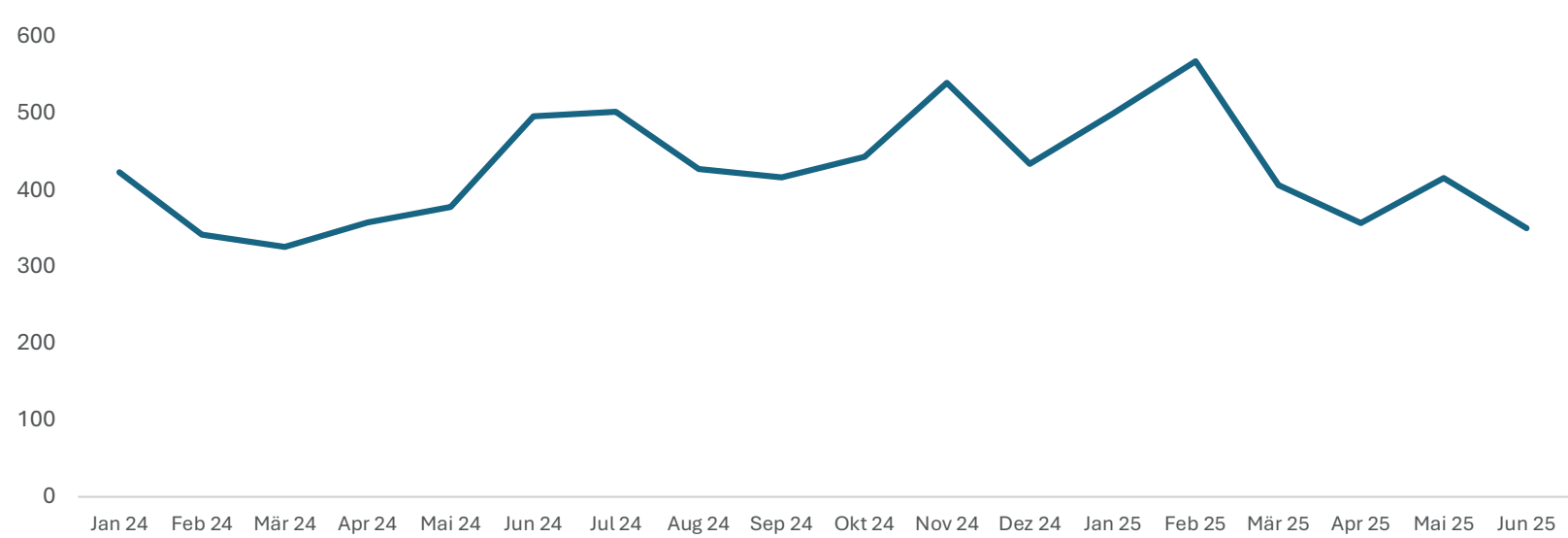
Chart 2: Consumer Price Index in 2023-2024



Source: National bank of Poland

Since February 2025, energy prices have shown a consistent downward trajectory after a period of volatility following the Russian invasion of Ukraine in early 2022 - a trend supported by the government's decision to freeze domestic electricity rates for households until the end of 2025.

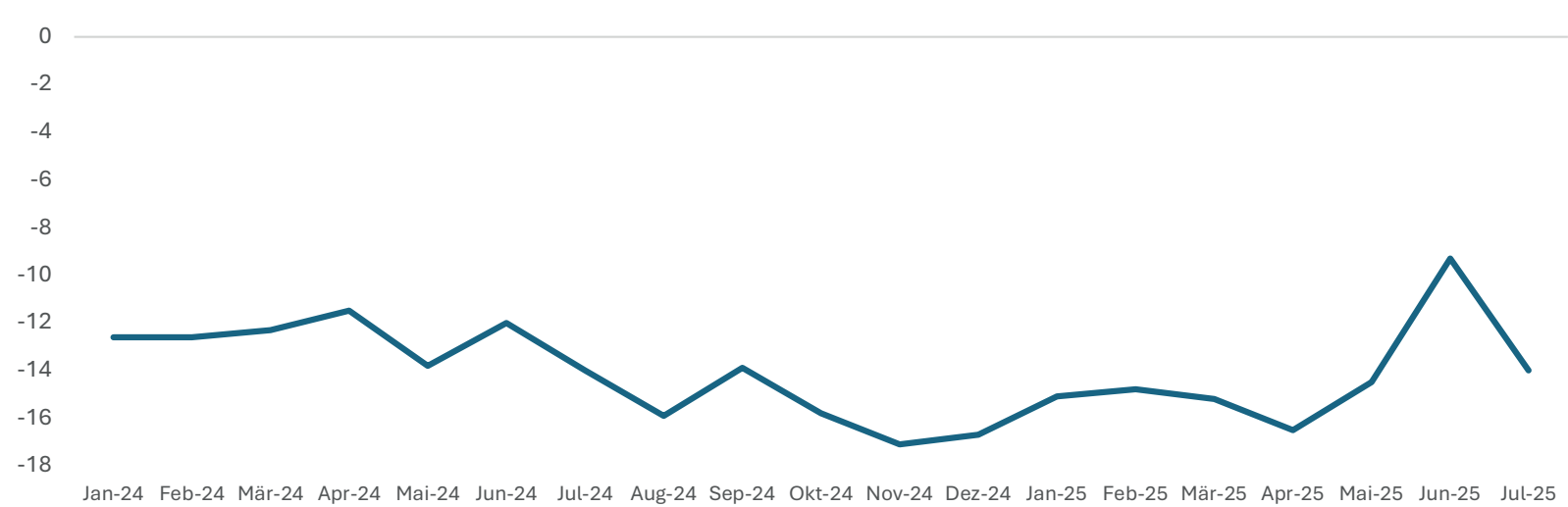
Chart 3: Energy prices in 2024-2025 [PLN/MWh]



Source: TGE (Towarowa Giełda Energii)

Consumer confidence, as measured by the composite index from Statistics Poland (GUS), has shown a generally positive trend since the beginning of the year. However, a modest decline observed in March and April was likely driven by heightened geopolitical tensions. The deterioration recorded in July reflects a mix of encouraging and cautionary signals, underscoring the continued uncertainty in Polish consumer sentiment.

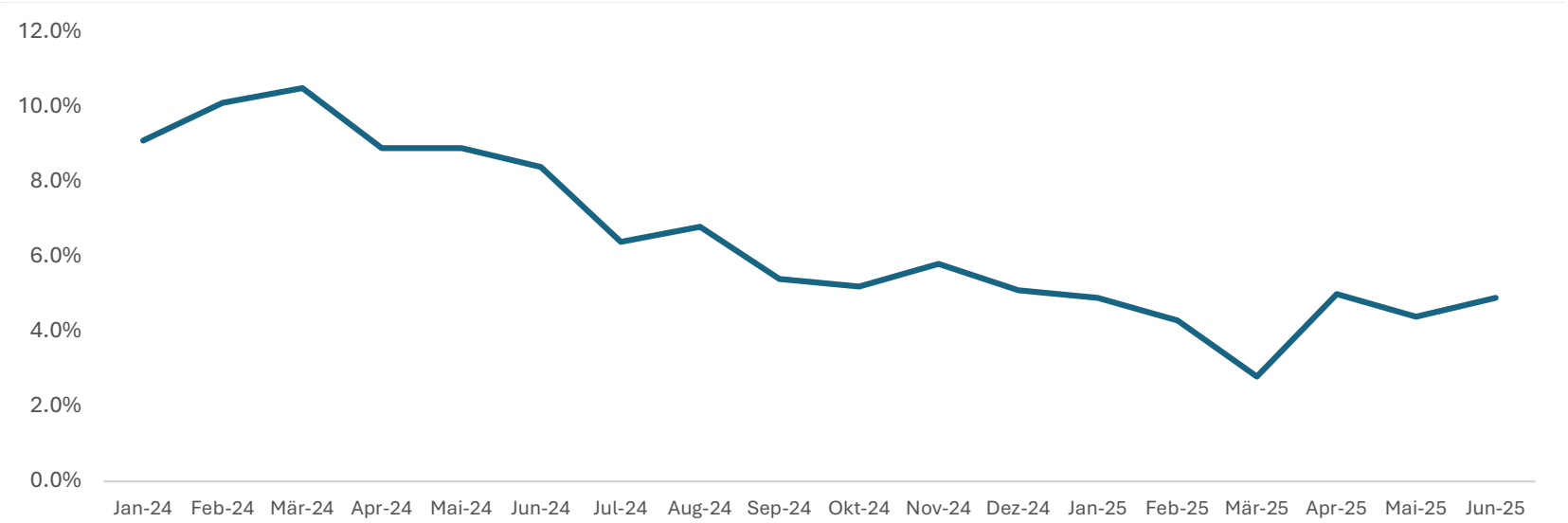
Chart 4: Consumer sentiment in 2024-2025 [pts]



Source: GUS (Central Statistical Office)

Throughout 2024 Poland has seen a notable increase in real wages, which has become a key driver of private consumption and domestic demand. Rising real wages tend to positively impact consumer-driven segments of the economy, while also requiring close monitoring of potential cost pressures in the area of employee compensation. In the first half of 2025, the Polish labor market continued to demonstrate resilience, supported by a sustained increase in nominal wages across key sectors. However, the pace of real wage growth has moderated compared to 2024, reflecting a more balanced macroeconomic environment. This deceleration in real wage dynamics may ease upward pressure on employee compensation in the second half of the year, potentially reducing cost-side risks for employers. At the same time, real income levels remain elevated relative to pre-2022 benchmarks, which continues to support private consumption and domestic demand.

Chart 5: Real wage growth in 2024-2025



Source: GUS (Central Statistical Office)

Financial review for Q2 2025 (not reviewed) and HY 2025

Executive summary

Table 1: Selected Financial and Operational Metrics for Q2 and H1 2025 Compared to 2024

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	YoY Ch	H1 2025	H1 2024	YoY Ch
Selected statutory measures						
Revenues (PLNm)	7,124	6,133	16.2%	12,791	11,148	14.7%
Gross Profit (PLNm)	1,327	1,111	19.4%	2,141	1,829	17.0%
EBITDA (PLNm)	1,002	866	15.7%	1,547	1,379	12.2%
Adjusted EBITDA ¹ (PLNm)	1,057	881	20.1%	1,654	1,399	18.2%
Net profit (PLNm)	192	157	22.4%	67	58	14.8%
Adjusted Net profit ² (PLNm)	221	176	25.5%	144	79	82.9%
Selected KPIs and APMs						
Sales to End Customers ³ (PLNm)	8,133	7,126	14.1%	14,751	12,893	14.4%
Number of stores ⁴ (EoP)				11,793	10,640	10.8%
Like-for-Like ⁵ (%)	6.1%	9.3%	(3.2pp)	6.1%	10.3%	(4.2pp)
EBITDA margin ⁶ (%)	12.3%	12.1%	0.2pp	10.5%	10.7%	(0.2pp)
Adjusted EBITDA margin ⁷ (%)	13.0%	12.4%	0.6pp	11.2%	10.9%	0.4pp
Net profit margin ⁸ (%)	2.4%	2.2%	0.2pp	0.5%	0.5%	0.0pp
Adjusted Net profit margin ⁹ (%)	2.7%	2.5%	0.2pp	1.0%	0.6%	0.4pp
Franchisee margin ¹⁰ (PLNm)	(1,316)	(1,111)	18.5%	(2,465)	(2,136)	15.4%
Franchisee margin ¹¹ %	17.0%	16.3%	0.7pp	17.6%	17.2%	0.4pp
CAPEX (PLNm)	(415)	(373)	11.3%	(740)	(645)	14.7%
Net debt / adj. EBITDA post rent (x) (EoP) ¹²				1.2x	1.7x	(0.5x)

(1) Adjusted for one off items - detailed information [\[See note 4. in CFS\]](#); (2) Adjusted for one off items - detailed information [\[See note 4. in CFS\]](#); (3) Represents Sales to End Customers from Żabka stores, as well as of New Growth Engines, and does not represent the consolidated revenue; (4) Including Froo stores (Romania) and Nano stores; (5) Defined as the comparison of Sales to End Customers from Żabka Polska stores between periods, taking into account the sales of stores operating on the same day of both the current and previous period; (6) Calculated as EBITDA divided by Sales to End Customers; (7) Calculated as adjusted EBITDA divided by Sales to End Customers; (8) Calculated as Net Profit/ (Net Loss) divided by Sales to End Customers; (9) Calculated as Adjusted Net Profit/ (Net Loss) divided by Sales to End Customers; (10) Franchisee margin defined as the amount franchisees earn from selling products plus incentives received from Żabka Polska; (11) Franchisee margin defined as the amount franchisees earn from selling products plus incentives received from Żabka divided by Sales to End Customers from Żabka Polska stores; (12) Net debt (excluding lease liabilities) / Adjusted EBITDA post-rent (x)

1. Macroeconomic environment

2. Financial review and Management Discussion for Q2 2025 and HY 2025

3. Outlook for the Second Half of 2025

4. Description of Principal Risks and Uncertainties

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The Key Performance Indicators (KPIs) and Alternative Performance Measures (APMs) presented in the Executive Summary are used to assess the Żabka Group's business performance and are widely adopted across the grocery retail peer group. These metrics provide investors with a consistent framework to analyse, compare, and value the company relative to its industry peers. These metrics have not been subject to auditor's review.

Revenue

In the first half of 2025, consolidated revenue increased by 14.7%, reaching PLN 12,791 million. This growth, similarly as the increase in Sales to End Customers (StEC), was driven by the same key factors: continued expansion of the store network, solid like-for-like (LfL) performance, and the ongoing development of New Growth Engines (NGE).

Detailed information on Revenue is presented in note 5.1 of our Consolidated Financial Statements.

Sales to End Customers and Revenue Reconciliation

Sales to End Customers (StEC) is defined as the combined sales generated by both reporting segments: Ultimate Convenience (Żabka stores) and New Growth Engines (NGE). While not directly equivalent to reported revenue, StEC serves as a key performance indicator that reflects the underlying commercial strength of the Group's business model. It is widely used by investors and analysts to assess performance across the grocery retail sector.

The table below provides a reconciliation between reported revenue and Sales to End Customers, ensuring transparency and consistency with statutory financial statements.

Table 2: Breakdown of Revenue Components for Q2 and H1 2025 Compared to 2024

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	YoY ch	H1 2025	H1 2024	YoY ch
Sales to End Customers	8,133	7,126	14.1%	14,751	12,893	14.4%
Store inventory change	316	132	140.5%	524	419	25.1%
Regional sales and other adjustments	(9)	(15)	(39.6%)	(20)	(29)	(30.2%)
Sales of goods, products and services	8,440	7,243	16.5%	15,255	13,284	14.8%
Franchisee margin	(1,316)	(1,111)	18.5%	(2,465)	(2,136)	15.4%
Revenue	7,124	6,133	16.2%	12,791	11,148	14.7%

The most significant adjustment between StEC and reported revenue relates to the franchisee margin, which is excluded from statutory revenue. Additionally, StEC includes regional sales that are not recognized as Żabka Group revenue, as they reflect products sourced independently by franchisees from external suppliers. Furthermore, under IFRS, revenue is recognized at the point of delivery to franchisees. This creates timing differences between the Group's recognized revenue and the sales made by franchisees to end customers, which are reflected in inventory changes at Żabka stores.

Franchisee margin

Table 3: Sales to End Customers at Żabka Stores and Franchisee Margin – Q2 and H1 2025 vs. 2024:

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	YoY ch	H1 2025	H1 2024	YoY ch
Sales to End Customers at Żabka stores	7,743	6,832	13.3%	14,013	12,396	13.0%
Franchisee margin	(1,316)	(1,111)	18.5%	(2,465)	(2,136)	15.4%
% of Sales to End Customers at Żabka stores	17.0%	16.3%	0.7pp	17.6%	17.2%	0.4pp

The franchisee margin, representing earnings of franchisees from operating Żabka Polska store and selling products to customers, increased by 15.4% in H1 2025, while the franchisee margin as a percentage of Sales to End Customers at Żabka stores rose from 17.2% to 17.6%. This was driven by continuous investments in relationships with our franchisees as well as increased sales of Zabka Cafe 2.0 streetfood offering.

Sales to End Customers as per Operating Segments (IFRS 8)

As presented in the Consolidated Financial Statements, operating segments were indicated according to IFRS 8, i.e. Ultimate Convenience, New Growth Engines and Corporate Functions. Detailed information about the reporting segments can be found in the note 4 of the Interim Condensed Financial Statements.

For the **Ultimate Convenience segment**, *Sales to End Customers* (StEC) is calculated based on the total value of receipts recorded at cash registers. In H1 2025, StEC from stores reached PLN 14,013 million, reflecting a 13.0% year-over-year increase. This growth was primarily driven by two key factors: the opening of new stores and strong like-for-like (LfL) sales growth.

New Growth Engines (NGE) have experienced rapid expansion since their launch in 2021, growing by 48% year-over-year—from PLN 498 million in H1 2024 to PLN 739 million in H1 2025. This growth is primarily driven by the company's entry into the Romanian market in 2024, where a 87.9% year-on-year increase was reported. Additionally, the Digital Customer Offering (DCO) part of the segment achieved a strong performance, recording a 26% year-on-year growth. In 2024 we acquired DRIM Daniel Distributie FMCG, a Romanian distribution company, and since May 2024 our Froo brand network grew to 109 stores as of 30 June 2025, including 51 stores in H1 2025. Revenue from New Growth Engines is also presented as a separate segment in the consolidated financial statement.

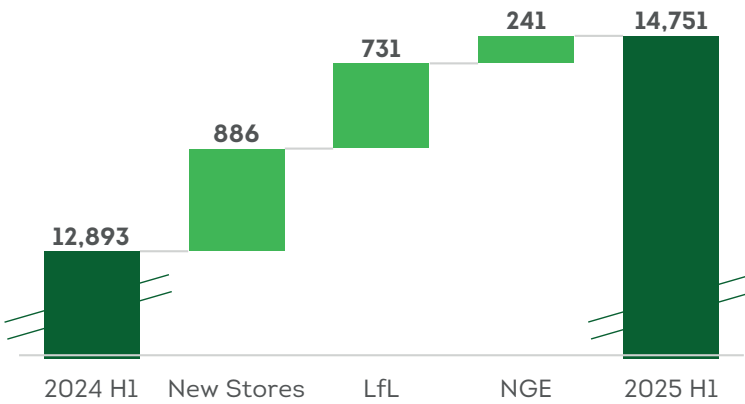
Table 4: Sales to End Customers by Żabka Stores (Ultimate Convenience) and New Growth Engines – Q2 and H1 2025 vs. 2024

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	YoY Ch	H1 2025	H1 2024	YoY Ch
Sales to End Customers	8,133	7,126	14.1%	14,751	12,893	14.4%
Sales to End Customers at Żabka stores (Ultimate Convenience)	7,743	6,832	13.3%	14,013	12,396	13.0%
New Growth Engines	389	294	32.2%	739	498	48.3%

Drivers of Sales to End Customer Growth

Sales to End Customers have been driven by three key growth factors: (i) store expansion, (ii) strong LfL growth, and (iii) development of NGE.

Chart 6: Sales to End Customers growth by drivers (PLN m)



In the first half of 2025, Żabka Group opened 804 new stores—an increase of 90 stores (13%) compared to H1 2024—bringing the total number of stores to 11,793 as of 30 June 2025. During the same period, the Group closed 80 stores, eight fewer than in H1 2024, reducing the closure rate by 0.1 percentage points, from 0.8% to 0.7% of the total store base. The decline in both the absolute number of closures and the closure rate, combined with a strong pipeline of lease agreements (1,250 signed for 2025 and an additional 483 for subsequent years), reinforces the expectation that the Group will increase its full-year store opening target from over 1,100 to over 1,300, while maintaining the projected number of closures at less than 1% of the network.

Store expansion in the first half of 2025 contributed to a year-on-year increase in Sales to End Customers (StEC) of PLN 886 million. Like-for-like (LfL) growth added PLN 731 million, while New Growth Engines (NGE) accounted for an additional PLN 241 million. In total, the year-on-year increase in StEC for H1 2025 was driven by store expansion (47.7%), LfL growth (39.4%), and NGE (13.0%).

The Like-for-Like (LfL) growth—measured as the change in daily receipt sales for Żabka stores operating on the same calendar days in both the current and prior year—reached 6.1% in H1 2025.

Table 5: Store Network Dynamics and Sales to End Customers – H1 2025 vs. H1 2024

PLN m	H1 2025	H1 2024
Number of Stores (31 Dec prior year)	11,069	10,014
New stores	804	714
Closures	80	88
% of all stores	0.7%	0.8%
Number of Stores (30 June)	11,793	10,640
LfL	6.1%	10.3%
Sales to End Customers	14,751	12,893
% Growth	14.4%	22.4%

Selected Elements of Profit and Loss and non IFRS Profitability KPI (APMs)

Table 6: Key Elements of the Consolidated Income Statement and Selected Non-IFRS Profitability Metrics – Q2 and H1 2025 vs. Q2 and H1 2024

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	YoY ch	H1 2025	H1 2024	Yoy Ch
Sales to End Customers	8,133	7,126	14.1%	14,751	12,893	14.4%
Revenue	7,124	6,133	16.2%	12,791	11,148	14.7%
Cost of sales	(5,798)	(5,022)	15.4%	(10,650)	(9,319)	14.3%
Gross Profit on sales	1,327	1,111	19.4%	2,141	1,829	17.0%
Marketing costs	(89)	(73)	22.2%	(156)	(130)	20.0%
General and administrative costs	(145)	(96)	51.4%	(266)	(175)	51.5%
Costs of technology, innovation and development	(84)	(81)	3.7%	(164)	(145)	12.7%
Other costs	(6)	5	(216.2%)	(8)	0	(1,792.6%)
EBITDA	1,002	866	15.7%	1,547	1,379	12.2%
Depreciation and amortisation	(468)	(419)	11.7%	(907)	(805)	12.8%
Operating profit (EBIT)	533	447	19.5%	639	574	11.3%
Financial income and costs	(289)	(250)	15.5%	(515)	(484)	6.5%
Share of profit of a joint venture	(1)	(0)		(1)	(0)	1,544.4%
Profit before tax	244	196	24.2%	123	90	35.9%
Income tax expense	(51)	(39)	31.4%	(56)	(32)	74.2%
Net Profit	192	157	22.4%	67	58	14.8%
Net Profit margin	2.4%	2.2%	0.2pp	0.5%	0.5%	0.0pp
Alternative Performance Measures (APMs)						
Adjusted EBITDA	1,057	881	20.1%	1,654	1,399	18.2%
Adjusted EBITDA margin	13.0%	12.4%	0.6pp	11.2%	10.9%	0.4pp
Adjusted Net Profit	221	176	25.5%	144	79	82.9%
Adjusted Net Profit margin	2.7%	2.5%	0.2pp	1.0%	0.6%	0.4pp

Cost of sales

The cost of sales represents the value of goods and products sold, logistics and distribution costs (including primarily external services and salaries), and operating and maintenance costs of stores (including repair and renovation, energy and utility costs).

Detailed information on Cost of Sales is presented in note 5.2 in our Consolidated Financial Statements.

Gross profit on sales

In the first half of 2025, our gross profit increased by 17.0%, reaching PLN 2,141 million. The gross profit margin rose from 14.2% in H1 2024 to 14.5% in H1 2025, driven by several key factors:

- Accelerated growth enhanced Żabka Group’s purchasing power, enabling more competitive procurement and contributing to higher gross margins;
- Improved profitability in the DCO segment, primarily due to stronger performance in the eGrocery and D2C businesses;
- Effective pricing and promotional strategies, including active price segmentation and diversification;
- Like-for-like (LfL) sales growth outpacing CPI inflation;
- Operational leverage, particularly in store operations, energy, and field force costs, supported by the normalisation of energy prices.

Marketing, general, administrative and technology costs

Marketing, G&A, and technology, innovation & development costs, as a percentage of *Sales to End Customers* (StEC), increased by 42 basis points year over year, primarily due to the impact of one-off items related to the Long-Term Incentive Plan (LTIP) and Share-Based Payment (SBP) programs. Excluding these effects, the underlying increase was limited to 10 basis points. The rise in costs was mainly driven by enhanced marketing efforts supporting the Street Food offering and the development of new digital businesses and operations in the Romanian market.

EBITDA and Adjusted EBITDA

Assessment of the Group's financial performance is made mainly on the basis of Adjusted EBITDA. This indicator should be viewed as an addition to, and not a substitute for, the results of operations presented under IFRS.

In H1 2025, Adjusted EBITDA amounted to PLN 1,654 million, representing an 11.2% margin as a percentage of *Sales to End Customers* (StEC), up from 10.9% in H1 2024. The improvement in Adjusted EBITDA margin was primarily driven by growth in the *Ultimate Convenience* segment–fueled by store expansion and like-for-like (LfL) sales growth–alongside cost efficiencies related to logistics optimisation and energy savings. These gains were partially offset by rising franchisee-related costs.

While the current EBITDA margin reflects ongoing strategic investments in *New Growth Engines* segment, it is noteworthy that the *DCO* component—one of the two components within this segment – has already achieved positive EBITDA in H1 2025.

To provide a clearer view of our underlying business performance, we adjust our operating results to exclude one-off, non-recurring items.

The primary adjustment impacting the difference between EBITDA and Adjusted EBITDA in H1 2025 was the recognition of expenses associated with our share-based incentive schemes–specifically, the IPO Award and the Long-Term Incentive Programme (LTIP).

Table 7: Adjustments and Reclassifications – Q2 and H1 2025 vs. 2024 (in PLN million)

Adjustments and Reclassifications (PLN m)	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	H1 2025	H1 2024
Costs related to changes in the ownership structure and obtaining financing	(18)	(4)	(37)	(6)
Incentive schemes and additional compensation in connection with the termination of cooperation with key employees	(34)	(10)	(63)	(8)
Group reorganisation and new businesses setup costs	–	(5)	(0)	(9)
Transaction costs in respect of M&A	–	(0)	–	(0)
Reclassification of result on the disposal of property, plant and equipment and right of use	(3)	5	(3)	3
Reclassification of minimal tax in Romania	(2)	–	(3)	–
Total adjustments and Reclassifications	(56)	(15)	(107)	(20)

Adjusted EBITDA split per reporting segments

The *Ultimate Convenience* segment continued to drive EBITDA growth in the first half of 2025, recording a year-over-year increase of 19.0%. This strong performance supported continued investment in the development of new business areas, with a particular focus on the Romanian market. Additionally, the *Digital Customer Offering* (DCO), part of the *New Growth Engines* (NGE) portfolio, achieved positive EBITDA during the period, further reinforcing the Group’s capacity to fund strategic expansion initiatives.

Table 8: Adjusted EBITDA of Żabka Group by Segment – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	yoy	H1 2025	H1 2024	yoy
Adjusted EBITDA Żabka Group	1,057	881	20.1%	1,654	1,399	18.2%
Out of which:						
Ultimate Convenience Segment	1,181	980	20.5%	1,891	1,588	19.0%
New Growth Engines Segment	(21)	(11)	92.9%	(45)	(13)	234.8%
Corporate Functions and Other	(97)	(84)	15.6%	(181)	(169)	7.3%
Consolidation Adjustments	(5)	(5)	14.6%	(11)	(7)	56.6%

Depreciation and amortization

Depreciation and amortisation costs increased by 12.8% in H1 2025, reaching PLN 907 million. This rise was primarily due to network expansion, increase in depreciation of right-of-use assets resulting from the indexation of rent costs, and strategic investments in the development of new technologies (including new version of the Żappka app and new IT platform for our D2C business).

Financial Income and costs

Financial costs were also influenced by the Group’s debt structure optimization efforts, which are expected to generate long-term benefits. These activities resulted in non-cash costs of PLN 55 million in H1 2025 related mainly to the early repayment of bank debt. However, these costs were largely offset by deleveraging and a reduction in the interest rate on financing under the main credit agreement, delivering a direct positive impact on cash flows. Following the IPO in December 2024, the Group successfully reduced the interest margin on its primary financing facility by 100 basis points.

Detailed breakdown of Financial Income and Costs is presented in note 5.3 in our Consolidated Financial Statements.

Table 9: Financial Income and Costs – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	yoy	H1 2025	H1 2024	yoy
Financial Income	(6)	14	(143.0%)	18	32	(43.2%)
Interest	8	16	(49.5%)	11	26	(56.7%)
Other	(14)	(2)	529.6%	7	7	7.8%
Financial Costs	(283)	(264)	7.4%	(533)	(516)	3.4%
Interest	(234)	(246)	(5.0%)	(471)	(491)	(4.2%)
Lease agreements	(91)	(78)	170%	(179)	(151)	18.8%
Other interests	(143)	(168)	(15.1%)	(291)	(340)	(14.4%)
Other	(50)	(18)	177.2%	(63)	(25)	155.1%
Net financial income/costs	(289)	(250)	15.5%	(515)	(484)	6.5%

Net Profit and Adjusted Net Profit

Table 10: Net Profit and Adjusted Net Profit – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	yoy	H1 2025	H1 2024	yoy
Net Profit	192	157	22.4%	67	58	14.8%
Adjustments (including tax effect)	29	19	52.0%	77	21	275.6%
Adjusted Net Profit	221	176	25.5%	144	79	82.9%
Adjusted Net Profit margin	2.7%	2.5%	0.2pp	1.0%	0.6%	0.4pp

In 2025, the Group continues to work on reducing the effective tax rate, among other things, by repaying loans on which interest was not tax-deductible. Due to the seasonality of the results and the disproportionate distribution of non-tax costs, the effective tax rate calculated for the half-year is higher than the expected effective tax rate for the entire year.

Free Cash Flow

We calculate our Free Cash Flow as Adjusted EBITDA, minus rent and capital expenditures (CAPEX), adjusted for changes in working capital and provisions, plus the impact of Property Fund.

Table 11: Adjusted EBITDA, CAPEX, and Free Cash Flow (FCF) – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	yoy	H1 2025	H1 2024	yoy
Adjusted EBITDA	1,057	881	20.1%	1,654	1,399	18.2%
Rent	(273)	(241)	13.0%	(539)	(473)	13.8%
Adjusted EBITDA post-rent	785	639	22.7%	1,115	926	20.4%
CAPEX excluding Property Fund CAPEX	(375)	(336)	11.5%	(690)	(602)	14.7%
Property Fund, including:	(40)	(36)	10.2%	(50)	(43)	14.7%
CAPEX	(40)	(36)	10.2%	(50)	(43)	14.7%
Changes in working capital and provisions	704	672	4.8%	790	979	(19.3%)
FCF	1,074	939	14.4%	1,165	1,260	(7.5%)
FCF Conversion	136.8%	146.8%	(10.0pp)	104.5%	136.1%	(31.6pp)

Free Cash Flow (FCF) serves as a key metric used to assess the Group’s underlying cash generation from operating activities, adjusted for cash outflows related to rental expenses (classified under financing activities) as well as CAPEX and Property Fund expenditures (classified under investing activities).

Reconciliation between FCF and net cash flows reported within Consolidated Statement of Cash Flows is described below.

The reconciliation of Adjusted EBITDA can be found in the Segments section of Consolidated Financial Statements. Rent refers to real estate lease agreements and is included in both the repayment of lease liabilities and the lease interest paid, as outlined in the net cash flows from financing activities. CAPEX is detailed under the purchase of property, plant and equipment, and intangible assets in the cash flows from investing activities.

In H1 2025, we generated Free Cash Flow (FCF) of PLN 1,165 million, representing a 8% decrease compared to H1 2024. This result reflects the Group's expanded scale and improved profitability, as evidenced by substantial growth in Adjusted EBITDA and a solid working capital profile. Key drivers supporting strong cash flow conversion included:

- Cost-efficiency initiatives that optimized store network management, enabling tight control over rental expenses, which grew at a significantly slower pace than EBITDA;
- Disciplined discretionary CAPEX, with year-over-year increases primarily driven by network expansion, international development, and investments in the equipment related to the development of the *Street Food* offer.

The strong working capital result in H1 2024 does not provide a comparable base for assessing performance in H1 2025, due to a shift in the payment cycle. A volume of liabilities significantly above the level typical for the regular business cycle was settled at the end of 2023, which impacted the year-on-year comparison.

CAPEX

Table 12: CAPEX by Business Area – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	H1 2025	H1 2024
Ultimate Convenience	(327)	(306)	(597)	(537)
New Growth Engines	(55)	(33)	(83)	(57)
Corporate & Strategic Leadership	(32)	(33)	(59)	(51)
Total CAPEX	(415)	(373)	(740)	(645)

Our capital expenditures (CAPEX) are largely discretionary and focused on supporting business growth. Within the *Ultimate Convenience* segment, the largest portion of investment was allocated to new store openings, totaling PLN 245 million in H1 2025. The average CAPEX per store stood at PLN 0.43 million, slightly below the level recorded in H1 2024.

Another key strategic investment in this segment was store remodeling, which amounted to PLN 158 million in H1 2025. This included the completion of the rollout of street food ovens across our store network, as well as other store layout enhancement initiatives, all of which were finalized during the period. A major contributor to CAPEX growth was the *New Growth Engines* (NGE) segment, with the most significant increase observed in Romania. Here, substantial investments were made in store openings—51 new stores launched in H1 2025—along with logistics infrastructure and support systems. The sharp increase in investment is partly due to the low base in H1 2024, when only five stores had been opened by mid-year. Additionally, we continued to expand our *Digital Customer Offering* by investing in the development of capabilities across our portfolio, including Maczfit, Dietly.pl, Nano, Żabka Jush, delio, and other associated ventures. CAPEX under *Corporate & Strategic Leadership* included investments in technology projects related to automation, robotics, and software maintenance.

Net debt and financial leverage

Our management uses various financial ratios to measure Żabka Group's indebtedness, including:

- net financial debt (excluding lease liabilities),
- net financial debt (excluding lease liabilities) to Adjusted EBITDA (post-rent),
- net financial debt (including lease liabilities),
- net financial debt (including lease liabilities) to Adjusted EBITDA.

Table 13: Net Debt, Lease Liabilities and Leverage Ratios – as of 30 June 2025 and Prior Periods (in PLN million)

PLN m	30.06.2025	31.12.2024	30.06.2024	31.12.2023
Gross debt (total loans and borrowings)	4,860	4,549	5,038	5,218
Cash and cash equivalents	(1,565)	(750)	(1,156)	(649)
Net debt (excluding lease liabilities)	3,295	3,799	3,882	4,569
Lease liabilities	5,089	4,855	4,500	4,013
Net debt (including lease liabilities)	8,384	8,654	8,381	8,582
Net debt (excluding lease liabilities) / Adjusted EBITDA post-rent (x)	1.2x	1.5x	1.7x	2.3x
Net debt (including lease liabilities) / Adjusted EBITDA (x)	2.2x	2.5x	2.6x	3.0x

Financial leverage decreased due to a high level of cash generated and an increase in Adjusted EBITDA.

At the end of June 2025, we successfully lowered our net financial debt (excluding lease liabilities) to Adjusted EBITDA post-rent ratio from 1.5 to 1.2, compared to the end of December 2024. The lower ratio was supported by a decrease in net financial debt (excluding lease liabilities) of PLN 505 million (13.3%), resulting in PLN 3,295 million of net financial debt as of 30 June 2025.

Despite the increase in lease liabilities balance at the end of H1 2025, mainly caused by the expansion of the store network and the revaluation of rent rates in lease agreements due to inflation, our net financial debt (including lease liabilities) to Adjusted EBITDA ratio at the end of 30 June 2025 was lower than at the end of H1 2024 and lower than at the end of FY 2024.

Balance sheet

Table 14: Condensed Consolidated Balance Sheet – as of 30 June 2025 and 31 December 2024 (in PLN million)

PLN m	30.06.2025	31.12.2024
Goodwill	3,437	3,439
Property, plant and equipment	4,191	3,940
Right-of-use assets	4,709	4,527
Other	1,297	1,282
Non-current assets	13,634	13,188
Inventory	924	1,092
Trade receivables	2,443	2,277
Cash and cash equivalents	1,565	750
Other	169	262
Current assets	5,101	4,381
Total assets	18,735	17,569
Loans and borrowings	4,364	4,219
Lease liabilities	4,279	4,090
Other	241	305
Non-current liabilities	8,884	8,614
Loans and borrowings	496	330
Lease liabilities	810	764
Trade payables and other financial liabilities	6,363	5,871
Other	640	601
Current liabilities	8,310	7,566
Total liabilities	17,195	16,180
Total equity	1,541	1,389

Disclosure regarding the going concern assumption is provided in Note 2.1 to Interim Consolidated Financial Statements.

Assets

The largest components of our non-current assets as of 30 June 2025 include:

Goodwill, amounting to PLN 3,437 million (compared to PLN 3,439 million as of 31 December 2024). Of this, PLN 3,166 million was recognised in 2017 following the acquisition of all shares in Żabka Polska S.A. The minor change in the period reflects exchange rate differences related to the acquisition of DRIM Daniel Distribucje FMCG;

Property, plant, and equipment, valued at PLN 4,191 million (up from PLN 3,940 million as of 31 December 2024), primarily comprising physical infrastructure across stores, logistics operations, headquarters, and warehouses;

Right-of-use assets, totaling PLN 4,709 million (versus PLN 4,527 million at year-end 2024), largely reflecting lease agreements for stores, logistics centers, headquarters, company vehicles, and material handling equipment used in our distribution centers.

The overall increase in non-current assets by PLN 447 million (+3.4%) was mainly driven by investments in property, plant, and equipment (new store fit-outs and remodeling) and the expansion or modification of lease contracts.

Within current assets, **trade receivables** amounted to PLN 2,443 million as of 30 June 2025 (compared to PLN 2,277 million as of 31 December 2024), consisting mainly of receivables from franchisees, typically secured by in-store inventory. Other significant current asset items include:

Cash and cash equivalents, which increased to PLN 1,565 million (from PLN 750 million at year-end);

Inventories, which declined to PLN 924 million (from PLN 1,092 million at year-end).

The 16.4% increase in total current assets as of 30 June 2025 was largely driven by the rise in cash and cash equivalents (see Cash Flow section, p.11). Excluding cash, current assets decreased by PLN 96 million (-2.6%), primarily due to seasonal business patterns.

Liabilities

Key components of our non-current liabilities as of 30 June 2025 include:

Loans and borrowings, which totaled PLN 4,364 million, up from PLN 4,219 million as of 31 December 2024. This category primarily comprises bank loans and bonds;

Lease liabilities, which increased to PLN 4,279 million from PLN 4,090 million at year-end 2024. These reflect lease agreements for properties, store equipment, vehicles, and lift trucks.

The total increase in non-current liabilities of PLN 270 million (+3.1%) was primarily driven by a PLN 189 million rise in non-current lease liabilities, resulting from new lease contracts and modifications to existing agreements, as well as a PLN 145 million increase in long-term loans and borrowings.

The largest component of current liabilities is trade payables and other financial liabilities, which amounted to PLN 6,363 million as of 30 June 2025—an increase of PLN 493 million (+8.4%) compared to year-end 2024. This growth was mainly attributable to increased purchasing activity in June.

Equity

The Group's equity was PLN 1,541 million as of 30 June 2025. The increase of PLN 152 million (10.9%) compared to 31 December 2024 was primarily attributed to Net Profit for half year 2025 and IPO award and Long Term Incentive Program (LTIP).

Cash flow

Table 15: Consolidated Statement of Cash Flows – Q2 and H1 2025 vs. 2024 (in PLN million)

PLN m	Q2 2025 (not reviewed)	Q2 2024 (not reviewed)	H1 2025	H1 2024
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	244	196	123	90
Adjusted for:				
Depreciation and amortisation	468	419	907	805
Share-based payments expense	52	0	99	0
Changes in working capital and provision, out of which:	704	672	790	979
Receivables	(154)	(84)	(48)	(151)
Inventory	(11)	(25)	169	120
Right of return assets	46	(1)	0	(1)
Payables (except loans and borrowings)	790	750	572	913
Other	34	32	98	97
Net interest (income)/ cost	226	230	460	466
Balance of other	57	20	48	7
Income tax paid	(60)	(57)	(165)	(71)
Net cash flows from operating activities	1,690	1,480	2,262	2,276
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment and intangible assets	(333)	(399)	(850)	(581)
Acquisition of subsidiaries and non-controlling interests, net of cash	0	(43)	0	(92)
Balance of other	11	(25)	22	(27)
Net cash flows from investing activities	(322)	(467)	(828)	(700)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of lease liabilities	(208)	(188)	(398)	(354)
Lease interest paid	(91)	(83)	(179)	(156)
Proceeds from loans and borrowings	1633	300	2,085	580
Repayment of loans and borrowings	(1,530)	(768)	(1,832)	(801)
Other interest paid	(158)	(170)	(294)	(337)
Net cash flows from financing activities	(354)	(908)	(618)	(1,068)
Net change in cash and cash equivalents	1,014	105	816	507
Cash and cash equivalents at the beginning of the period	552	1,051	750	649
Cash and cash equivalents at the end of the period	1,565	1,156	1,565	1,156

Operating Activities

Net cash flows from operating activities totaled PLN 2,262 million in the first half of 2025, broadly in line with the prior year, underscoring the resilience and consistency of our business model.

Profit before tax in Q2 2025 reached PLN 244 million, up from PLN 196 million in Q2 2024. For the first half of 2025, profit before tax amounted to PLN 123 million, reflecting the typical seasonality of Q1.

Depreciation and amortisation expenses rose by 11.7% year over year to PLN 468 million, in line with the Group's intensified investment activity across core operations.

Working capital movements in the first half of 2025 reflected improved balance and timing effects across key categories. Receivables increased by PLN 48 million since the beginning of the year - less than in H1 2024 by PLN 103 million, when the increase amounted to PLN 151 million. Inventories declined by PLN 169 million, a stronger reduction compared to PLN 120 million in the same period last year, largely due to the release of promotional inventory. Payables increased by PLN 572 million in H1 2025. However, this represented a year-on-year decline of over PLN 340 million, primarily due to a calendar effect: in Q4 2024, a higher-than-usual volume of purchases was made with extended payment terms into 2025, which deferred related cash outflows and increased payment volumes in Q1 2025.

Investing Activities

Net cash flows from investing activities amounted to PLN (828) million in the first half of 2025, representing a year-on-year increase of PLN (128) million. This variance was primarily driven by a timing difference between CAPEX invoice accruals and actual cash payments.

Notably, accrued or invoiced CAPEX was PLN 95 million higher than in the same period of 2024, largely due to the rollout of street food ovens across the store network and the opening of new stores in Romania. These developments reflect the sustained momentum of our investment programme.

Further details on capital expenditure can be found in the CAPEX section on page 9 of this chapter.

Financing Activities

Net cash used in financing activities improved significantly in the first half of 2025, amounting to PLN (618) million, compared to PLN (1,068) million in the same period of 2024. Key drivers of this improvement included:

Repayments of loans and borrowings totaling PLN 1,832 million, which were fully offset by:

New borrowings of PLN 1,085 million, and

A PLN 1,000 million bond issuance, successfully executed as part of the Group's ongoing capital structure optimization strategy.

Lease liabilities and interest payments slightly increased following growing scale of the business, i.e. new lease agreements for the newly opened stores.

The reduction in interest paid was largely driven by lower margins on newly negotiated and refinanced debt facilities. Favourable financing conditions secured in H1 2025 allowed the Group to lower the average cost of debt, contributing to overall financial efficiency and supporting liquidity preservation.

As a result of these financing activities and strong operational performance, **cash and cash equivalents** at the end of the reporting period stood at PLN 1,565 million—an increase of PLN 409 million compared to 30 June 2024.

Outlook for the Second Half of 2025

The Company's performance in the second half of 2025 is expected to be influenced by a range of macroeconomic, geopolitical, and operational factors. Stabilization of key economic indicators—such as GDP growth, inflation, and employment levels—will be critical in shaping consumer purchasing power and overall market sentiment. A potential shift in consumer confidence may influence discretionary spending patterns, either stimulating or moderating overall consumption, depending on the direction and timing of the change. At the same time, geopolitical developments, including potential supply chain disruptions or regional instability, may present challenges to cost management and operational continuity. Internally, the Company remains focused on driving like-for-like sales growth through effective commercial strategies and customer engagement initiatives. Additionally, the continued expansion of the store network is expected to contribute to revenue growth, with a disciplined approach to maintaining profitability across both new and existing locations.

The Group remains confident in our ability to deliver on the Group's 2025 and near-term strategic objectives. Like-for-like sales growth is expected to remain in the mid- to high single-digit range in 2025, supported by innovation and commercial Initiatives.

The continued improvement in the availability of prime retail locations in Poland, supported by a stable consumer landscape and high-quality pipeline of secured locations, has enabled to revise expansion plans upward. As a result, it is now expected to open over 1,300 new stores across Poland and Romania during the year

The Group also anticipates maintaining adjusted EBITDA margins toward the upper end of our 12–13% target range, reflecting disciplined cost management and scale efficiencies.

Furthermore, Żabka Group expects continued improvement in adjusted net income margin, reaching 3% in the near term.

Description of Principal Risks and Uncertainties

Principal risks identified by the Group and the Enterprise Risk Management system have been described in detail in section B.3, “Corporate Governance and Leadership Team” of the Group's Annual Report for the financial year ended 31 December 2024.

In the second half of 2025, the Group remains exposed to a range of risks that may significantly impact its operational and financial performance. These risks stem from, among others, macroeconomic conditions, regulatory developments, market volatility, and sector-specific challenges. Additionally, unforeseen events and global uncertainties may affect the Group's ability to meet its financial performance expectations.

The general nature of these risks includes, but is not limited to, the following key factors:

- The macroeconomic environment, including but not limited to currency volatility, trade disputes, supply chain disruptions, the potential impact of higher inflation (including energy prices), and unemployment rates, may influence consumer sentiment, client behavior, and disposable income, which could adversely affect the Group's business and financial outlook.
- Unexpected and severe weather conditions, power outages, electrical failures, or network communication disruptions could negatively impact the Group's logistics and sales operations.
- To the best of its knowledge, the Group is implementing the European Union Deforestation Regulation (EUDR)¹, which will come into force on 30th December 2025. However, there is no assurance that the actions taken to ensure compliance will be deemed sufficient by supervisory authorities, or that such actions will not reduce operational capacity or adversely affect the Group's business (including supply chain matters), results and prospects.

- On 1 June, amendments to the Act on Foreigners² and the Act on the Permissibility of Employing Foreigners³ came into effect. Żabka Group has taken steps to ensure compliance with the new regulations, including aligning its cooperation with companies providing outsourced services and processes. However, the Group cannot rule out the possibility that, in the event of a labour inspection, inspectors may challenge the solutions adopted by the Company and its service providers. No assurance can be given that labour authorities or courts will not adopt a different view regarding the factual circumstances or interpretation of social security or labour regulations than that applied by the Group.
- Starting from 1 October 2025, a deposit system (covering cans, plastic and glass bottles) will be implemented in Poland⁴. All retailers will be required to collect a deposit from buyers for specific bottles and to collect returnable glass bottles as well. Żabka Polska and Żabka stores have also decided to fully join the system on a voluntary basis and have been organizing the plastic bottles and cans collection system accordingly. The Group is undertaking actions aimed at generating a positive financial impact from this participation. However, there is no guarantee that joining the system will not have an adverse effect on the Group's business, operational results, or financial condition.
- Legislative work is ongoing on other regulations and laws, including but not limited to those restricting the promotion of alcoholic beverages, imposing a total ban on the sale of disposable e-cigarettes, or implementing the NIS2 directive⁵. The Group has no influence over the final wording of these regulations. Therefore, it cannot be ruled out that the adoption of new provisions may alter the Group's competitive position and adversely affect its operational, technological, and financial situation due to the need to adapt its operations to new legal requirements.

¹ Regulation (EU) 2023/1115 of the European Parliament and of the Council of 31 May 2023 on the making available on the Union market and the export from the Union of certain commodities and products associated with deforestation and forest degradation and repealing Regulation (EU) No 995/2010

² Act of 24 April 2025 Amending the Act on Foreigners and Certain Other Acts (Dz.U. of 2025, item 619)

³ Act of 20 March 2025 on the Conditions for the Employment of Foreign Nationals in the Republic of Poland (Dz.U. of 2025, item 621)

⁴ Act of 13 July 2023 Amending the Act on Packaging and Packaging Waste Management and Certain Other Acts (Dz.U. of 2023, item 1852) and Act of 21 November 2024 Amending the Act on Packaging and Packaging Waste Management and Certain Other Acts (Dz.U. of 2024, item 1911)

⁵ Directive (EU) 2022/2555 of the European Parliament and of the Council of 14 December 2022 on measures for a high common level of cybersecurity across the Union, amending Regulation (EU) No 910/2014 and Directive (EU) 2018/1972, and repealing Directive (EU) 2016/1148 (NIS 2 Directive)

Key Events in the first half of 2025

Żabka Group has established a bond issuance programme

Żabka Group issued PLN 1 billion in sustainability-linked bonds maturing in May 2030. The bonds carry a floating interest rate based on 6M WIBOR plus a 150 basis point margin. Funds are intended to support the company's growth in modern convenience and help diversify its financing. Starting 15th July, the bonds are available in the Catalyst Alternative Trading System operated by the Warsaw Stock Exchange.

Żabka launched a logistics centre in Kąty Wrocławskie

Żabka Polska officially opened a new logistics centre in Kąty Wrocławskie to streamline operations for its growing network. In its first phase, the warehouse (spanning 35,000 m²) will serve approximately 1,500 stores in the region, and ultimately, it is to provide around 600 jobs, supporting the network's ambitious expansion plans.

Żabka signed a contract for a development of a new logistics centre

Żabka Polska has signed a contract with Dekpol to build a new logistics center near Łódź, with an investment of PLN 150 million. The facility, located in Lućmierz near the A2 motorway, will span over 60,000 m² and is expected to be completed in the second half of 2026.

Żabka's network welcomed 10,000th franchisee

The number of entrepreneurs operating a store under the Żabka banner in Poland has reached 10,000. This significant milestone confirms the effectiveness of Żabka's franchise model and its role as one of the key tools supporting the development of micro-entrepreneurship in Poland.

Annual and Extraordinary General Meetings

Zabka Group SA held its first Annual General Meeting and Extraordinary General Meeting. The meetings saw strong shareholder participation, with over 80% of voting rights represented. During the AGM, shareholders approved the annual accounts and consolidated financial statements for the financial year ending 31 December 2024. Profits from the year were allocated to be carried forward. The remuneration report and the proposed board remuneration were also approved. Additionally, the mandate of EY as the company's statutory auditor was renewed.

Changes within the Board of Directors

During the Annual General Meeting Zabka Group's Board of Directors was changed by adding one more independent non-executive director - Anna Maria Pawlak-Kuliga. Mrs. Pawlak-Kuliga brings in relevant experience from other retailers such as IKEA, as well as other sectors, and across multiple geographies.

100 stores in Romania

Froo—the Żabka Group's convenience store chain in Romania—has opened its 100th location just one year after entering the local market. This milestone confirms the dynamic growth of the Froo brand and Żabka's rapidly increasing presence in Romania's retail sector.

MSCI Rating

Zabka Group S.A. has received its first public MSCI ESG Rating of AAA – the highest rank, placing the Company it in the top 10% of companies in the Retail & Staples industry researched in the MSCI universe. This outstanding result confirms the strategic importance of ESG agenda as value creation enabler for Żabka.

Top 100 Most Loved Workplaces® 2025

For the second consecutive year, Żabka Group is the only organization from Poland to be recognized among the top 15 companies in the global Top 100 Most Loved Workplaces® 2025 ranking. Compiled by Newsweek in collaboration with the Best Practice Institute (BPI), this list honours companies worldwide that excel in both business performance and fostering a values-driven culture, employee engagement, and leadership that supports personal and professional growth.

Gallup Exceptional Workplace Award

For the third consecutive year, Żabka Group has received the prestigious Gallup Exceptional Workplace Award (GEWA) – as the only organization from Poland and one of the few globally to be recognized. The award honors companies that successfully foster a workplace culture built on employee engagement.

Street food ovens in the entire network

As the fit-out has been completed in June, the street food offer became available across the entire network. From now on, each new store will be fitted with the necessary equipment to make sure the offer is consistently available to the customers.

Shareholders of Żabka Group

As of 5th August 2025, and to the best of the Board of Directors knowledge, the Company's shares were held by the following entities:

Chart 7: Composition of shareholders as of 5th August 2025



Heket Topco S.à r.l. is the largest shareholder in the Company's share capital. CVC Capital Partners indirectly controls Heket Topco S.à r.l. Other minority shareholders include CEO and other members of the Management Committee.



Significant events after the end of reporting period

Start of bond trading on Catalyst on 15th July 2025

On 15th July 2025 the Group introduced the Bonds to the Catalyst Alternative Trading System operated by the Warsaw Stock Exchange.

Buyback Programme

With the report 13/2025, issued on 31st July 2025, the Company announced its decision to initiate a buyback programme, with a purpose related to the obligations arising from the long-term incentive plan for 2025-2027, as indicated in the prospectus. The maximum amount allocated to the buyback is set at PLN 130 million, with the maximum number of shares to be acquired at 4.2 million. The programme will be in place until 30th April 2026.

Related party transactions

[For further details, please refer to Note 9.4 to the Interim Condensed Consolidated Financial Statements of the Group for the six-month period ended 30 June 2025.](#)

B

Interim Condensed Consolidated Financial Statements for the six-month period ended 30 June 2025

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

1. GENERAL INFORMATION

2. BASIS FOR THE PREPARATION AND APPLICATION OF ACCOUNTING POLICIES

3. COMPOSITION OF THE GROUP AND CHANGES IN THE REPORTING PERIOD

4. SEGMENTS

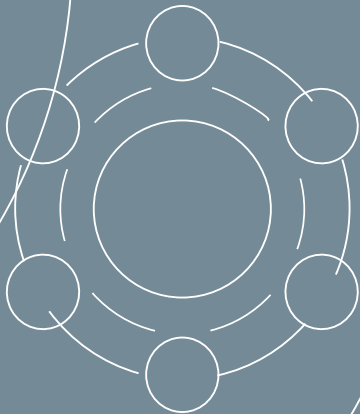
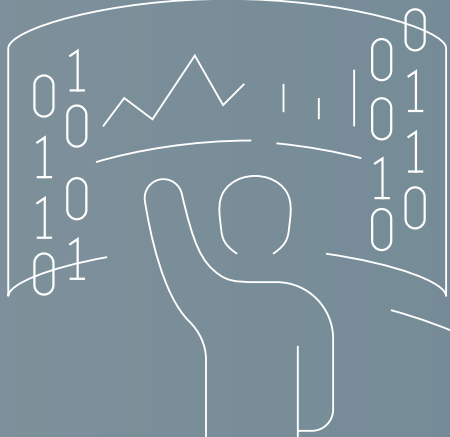
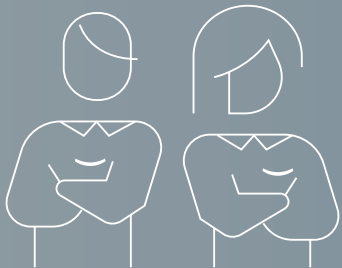
5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

6. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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9. OTHER NOTES



INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six-month period ended 30 June			For the six-month period ended 30 June		
Note		2025	2024	Note	
5.1	Revenue	12,790,538	11,147,996		
5.2	Cost of sales	(10,649,873)	(9,318,816)		
Gross profit on sales		2,140,665	1,829,180		
5.2	Marketing costs	(156,264)	(130,236)		
5.2	General and administrative costs	(265,711)	(175,344)		
5.2	Costs of technology, innovation and development	(163,643)	(145,239)		
Other operating income		10,536	16,865		
Other operating costs		(15,030)	(14,362)		
6.4-6.5	Expected credit losses on trade receivables and other financial assets	(3,918)	(2,006)		
Operating profit before depreciation and amortisation (EBITDA)		1,546,635	1,378,858		
6.1-6.3	Depreciation and amortisation	(907,451)	(804,795)		
Operating profit		639,184	574,063		
5.3	Financial income	18,312	32,242		
Interest income		11,047	25,504		
Other		7,265	6,738		
5.3	Financial costs	(533,459)	(516,012)		
Interest costs		(470,765)	(491,436)		
Other		(62,694)	(24,576)		
Expected credit losses on loans		39	(90)		
Share of profit/ loss of a joint venture		(1,519)	-		
Profit before tax		122,557	90,203		
Income tax expense		(55,723)	(31,980)		
NET PROFIT		66,834	58,223		
Attributable to:					
Equity holders of the parent		89,231	60,659		
Non-controlling interests		(22,397)	(2,436)		

For the six-month period ended 30 June			For the six-month period ended 30 June		
Note		2025	2024	Note	
Other comprehensive income					
Items that will be reclassified to profit or loss:		(7,671)	(71,787)		
Exchange differences on translation of foreign operations		(768)	(324)		
8.1	Cash flow hedge	(6,903)	(71,463)		
Income tax relating to other comprehensive income that will be reclassified to profit or loss		1,312	13,578		
Other comprehensive income net of tax		(6,359)	(58,209)		
Total comprehensive income		60,475	14		
Attributable to:		60,475	14		
Equity holders of the parent		82,872	2,303		
Non-controlling interests		(22,397)	(2,289)		
5.4	Weighted average number of ordinary shares (million) *	982.30	973.64		
Basic earnings per share (in PLN)		0.09	0.06		
Diluted earnings per share (in PLN)		0.09	0.06		

*To reflect the change in share classes/numbers as a result of IPO, the Group recalculated the number of shares for the period ended 30 June 2024 to ensure comparativeness of EPS.

Explanatory Notes to the Interim Condensed Consolidated Financial Statements are an integral part of these financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Note		30.06.2025	31.12.2024	Note		30.06.2025	31.12.2024
6.1	Goodwill	3,437,381	3,438,813	7.2	Loans and borrowings	496,405	329,886
	Other intangible assets	1,169,185	1,148,109	6.3	Lease liabilities	810,206	764,215
6.2	Property, plant and equipment	4,191,242	3,939,764	6.8	Trade payables and other financial liabilities	6,363,430	5,870,729
6.3	Right-of-use assets	4,708,778	4,527,088	6.7	Liability for a written put option over non-controlling interest	26,386	27,811
	Deferred tax assets	65,902	62,019	6.9	Refund liabilities	426,656	340,448
	Shares and stocks	22,735	22,735		Income tax liabilities	30,601	50,973
	Investment in a joint venture	3,024	4,543		Employee benefits liabilities	89,803	113,834
6.5	Other financial assets	28,151	37,236		Contract liabilities	30,290	27,931
6.6	Other non-financial assets	7,928	7,467		Other non-financial liabilities and deferred income	34,885	39,594
	Non-current assets	13,634,326	13,187,774		Provisions	1,765	653
6.4	Inventory	923,669	1,092,314		Current liabilities	8,310,427	7,566,074
	Right of return assets	12,535	12,271		Total liabilities	17,194,888	16,180,354
	Trade receivables	2,442,743	2,277,481				
	Income tax receivables	1,387	101		NET ASSETS	1,540,574	1,388,894
	Loans granted	5,326	6,769				
6.5	Other financial assets	31,864	30,388		Share capital	119,790	119,790
6.6	Other non-financial assets	118,191	212,572		Share premium	8,382,968	8,382,968
	Cash and cash equivalents	1,565,421	749,578	6.7	Put option reserve	(83,378)	(71,613)
	Current assets	5,101,136	4,381,474	9.3	Share-based payments reserve	136,276	34,823
	Total assets	18,735,462	17,569,248		Retained earnings	(6,881,456)	(6,949,807)
					Exchange differences on translation of foreign operations	(31,522)	(30,754)
7.2	Loans and borrowings	4,363,749	4,218,930		Actuarial gains/ (losses)	378	378
6.3	Lease liabilities	4,279,112	4,090,432	8.1	Cash flow hedge	(102,482)	(96,891)
6.7	Liability for a written put option over non-controlling interest	88,963	71,004		Equity attributable to owners of the parent	1,540,574	1,388,894
	Employee benefits liabilities	2,807	2,826		Non-controlling interests	-	-
6.8	Other financial liabilities	126,592	119,671		Total equity	1,540,574	1,388,894
	Deferred tax liabilities	22,969	111,110	Explanatory Notes to the Interim Condensed Consolidated Financial Statements are an integral part of these financial statements.			
	Other non-financial liabilities and deferred income	269	307				
	Non-current liabilities	8,884,461	8,614,280				

Explanatory Notes to the Interim Condensed Consolidated Financial Statements are an integral part of these financial statements.

5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

6. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six-month period ended 30 June			For the six-month period ended 30 June		
Note	2025	2024	Note	2025	2024
	CASH FLOWS FROM OPERATING ACTIVITIES			CASH FLOWS FROM INVESTING ACTIVITIES	
	Profit before tax	122,557	90,203		
	Adjusted for:				
6.1-6.3	Depreciation and amortisation	907,451	804,795		
	(Gains) / Losses due to foreign exchange differences	(7,379)	(3,359)		
	(Gains) / Losses from investing activities	6,184	2,929		
5.3	Changes in fair value of financial instruments	-	(3,959)		
5.3	Net interest (income) / cost	459,718	465,932		
5.3	Change of estimated cash flows	48,702	11,659		
9.3	Share-based payments expense	98,539	-	3	
	Share of profit of a joint venture	1,519	-		
	Changes in working capital and provisions:	789,963	979,317		
	Receivables	(47,965)	(151,371)		
	Inventory	168,645	120,353		
	Right of return assets	(264)	(674)		
	Payables (except loans and borrowings)	571,968	913,204		
	Refund liabilities	86,208	65,072		
	Contract liabilities	2,359	7,778		
	Prepayments and deferred income	7,900	25,172		
	Provisions	1,112	(217)		
	Other	(155)	(533)		
	Income tax paid	(164,707)	(71,319)		
	Net cash flows from operating activities	2,262,392	2,275,665		

	CASH FLOWS FROM INVESTING ACTIVITIES	
	Purchase of property, plant and equipment and intangible assets	(850,229)
	Proceeds from sale of property, plant and equipment and intangible assets	909
	Acquisition of subsidiaries and non-controlling interests, net of cash	-
	Loans granted	(9,817)
	Repayments from loans granted	7,569
	Other investments (term deposits)	10,262
	Interest received	9,845
3	Proceeds from non-controlling interests	3,143
	Net cash flows from investing activities	(828,318)

	CASH FLOWS FROM FINANCING ACTIVITIES	
7.2	Repayment of lease liabilities	(397,886)
7.2	Lease interest paid	(179,418)
7.2	Proceeds from loans and borrowings	2,085,396
7.2	Repayment of loans and borrowings	(1,832,323)
	Other interest paid	(294,000)
	Net cash flows from financing activities	(618,231)

	Net change in cash and cash equivalents	815,843	507,188
	Cash and cash equivalents at the beginning of the period	749,578	649,139
	Cash and cash equivalents at the end of the period	1,565,421	1,156,327

Explanatory Notes to the Interim Condensed Consolidated Financial Statements are an integral part of these financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Legal reserve	Put option reserve	Share-based payments reserve	Retained earnings	Exchange differences on translation of foreign operations	Actuarial gains/ (losses)	Cash flow hedge	Equity attributable to owners of the parent	Non-controlling interests	Total equity
Note				6.7	9.3				8.1			
As of 01.01.2025	119,790	8,382,968	-	(71,613)	34,823	(6,949,807)	(30,754)	378	(96,891)	1,388,894	-	1,388,894
Total comprehensive income for the period	-	-	-	-	-	89,231	(768)	-	(5,591)	82,872	(22,397)	60,475
Net profit for the period	-	-	-	-	-	89,231	-	-	-	89,231	(22,397)	66,834
Other comprehensive income for the period	-	-	-	-	-	-	(768)	-	(5,591)	(6,359)	-	(6,359)
Transaction with non-controlling interests	-	-	-	(11,765)	-	(20,880)	-	-	-	(32,645)	22,397	(10,248)
Put option over non-controlling interests (note 6.7)	-	-	-	(11,765)	-	-	-	-	-	(11,765)	(4,771)	(16,536)
Contribution from non-controlling interests (Note 3)	-	-	-	-	-	-	-	-	-	-	6,288	6,288
Acquisition of non-controlling interests (Note 3)	-	-	-	-	-	(20,880)	-	-	-	(20,880)	20,880	-
LTIP and IPO Award	-	-	-	-	101,453	-	-	-	-	101,453	-	101,453
As of 30.06.2025	119,790	8,382,968	-	(83,378)	136,276	(6,881,456)	(31,522)	378	(102,482)	1,540,574	-	1,540,574

	Share capital	Share premium	Legal reserve	Put option reserve	Share-based payments reserve	Retained earnings	Exchange differences on translation of foreign operations	Actuarial gains/ (losses)	Cash flow hedge	Equity attributable to owners of the parent	Non-controlling interests	Total equity
Note				6.7	9.3				8.1			
As of 01.01.2024	119,790	8,114,482	268,486	(112,001)	-	(7,447,360)	(30,125)	227	(15,370)	898,129	-	898,129
Total comprehensive income for the period	-	-	-	-	-	60,659	(471)	-	(57,885)	2,303	(2,289)	14
Net profit for the period	-	-	-	-	-	60,659	-	-	-	60,659	(2,436)	58,223
Other comprehensive income for the period	-	-	-	-	-	-	(471)	-	(57,885)	(58,356)	147	(58,209)
Non-available reserve	-	(6,128)	6,128	-	-	-	-	-	-	-	-	-
Transaction with non-controlling interests	-	-	-	(77,741)	-	-	-	-	-	(77,741)	2,289	(75,452)
Put option over non-controlling interests	-	-	-	(77,741)	-	-	-	-	-	(77,741)	(54,845)	(132,586)
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	57,134	57,134
As of 30.06.2024	119,790	8,108,354	274,614	(189,742)	-	(7,386,701)	(30,596)	227	(73,255)	822,691	-	822,691

Explanatory Notes to the Interim Condensed Consolidated Financial Statements are an integral part of these financial statements.

1. GENERAL INFORMATION

Basic information about the Group’s parent company

Name	Zabka Group société anonyme ('the Company')
Headquarters	2, rue Jean Monnet, L-2180 Luxembourg
Registration	the municipality of Luxembourg–City, Grand Duchy of Luxembourg
Duration of the Group	Indefinite
Activities of the Group	- Establishing, developing and managing retail stores, - trade in groceries and industrial products and related services, - holding of participating interests, in any form whatsoever, - ownership, administration, development and management of its portfolio, - other business and management consultancy.

The Interim Condensed Consolidated Financial Statements of Zabka Group S.A. (and its subsidiaries, together hereinafter referred to as Żabka Group or the Group) cover the six-month period ended 30 June 2025 and contain comparative information for the six-month period ended 30 June 2024 and as at 31 December 2024.

The parent company of Zabka Group S.A. is Heket Topco S.à r.l. CVC Capital Partners indirectly controls and owns the shares in Heket Topco S.à r.l.

The shares of Zabka Group S.A. have been listed on the Warsaw Stock Exchange ('WSE') since 17 October 2024.

The Board of Directors during the reporting period and until the date of signing the Interim Condensed Consolidated Financial Statements

Tomasz Suchański	from 3 May 2024
István Szóke	from 3 May 2024
Krzysztof Krawczyk	from 3 May 2024
Stephan Schäli	from 3 May 2024
Giulia Fitzpatrick	from 3 May 2024
Olga Grygier-Siddons	from 3 May 2024
Anna Maria Pawlak-Kuliga	from 17 June 2025

Authorisation of the Interim Condensed Consolidated Financial Statements for issue

These Interim Condensed Consolidated Financial Statements were authorised for issue by the Board of Directors of the Company on 5 August 2025.

2. BASIS FOR THE PREPARATION AND APPLICATION OF ACCOUNTING POLICIES

2.1. Basis for the preparation of the Interim Condensed Consolidated Financial Statements and statement of compliance

These Interim Condensed Consolidated Financial Statements have been prepared in accordance with the International Accounting Standard 34 "Interim Financial Reporting" as endorsed by the European Union ("IAS 34").

These do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's Consolidated Financial Statements for the year ended 31 December 2024 authorised for issue on 24 March 2025.

These Interim Condensed Consolidated Financial Statements are presented in Polish zlotys ("PLN"), and all values, unless otherwise stated, are given in thousands of PLN.

They have been prepared under the assumption that the Group will continue their operations as a going concern. When assessing the Group's ability to continue as a going concern, the Management considered the existing and anticipated risks and circumstances described below.

The Group's current liabilities exceeded its current assets by: as at 30 June 2025 PLN 3,209,291 thousand, and as at 31 December 2024 PLN 3,184,600 thousand. Most of the difference is related to trade payables and other financial liabilities where the Group uses reverse factoring to a large extent. In the opinion of the Management, use of reverse factoring is typical for the fast-moving consumer goods (FMCG) industry to manage its working capital. The Group recorded PLN 66,834 thousand net profit for six-month period ended 30 June 2025 and the Group's net operating cash inflow amounted to PLN 2,262,392 thousand.

A significant part of negative cash flows from investing activities can be explained by the fact that the Group is dynamically developing the Ultimate Convenience, increasing the number of operating stores and their profitability. The process of investing into stores is fully under control of the Group and may be slowed down by a Management decision. If necessary, the Group is able to redirect cash from those operations for other purposes. The total amount of the investment planned for 2025 does not differ significantly from previous years.

According to its business plan, the Group has financial stability and no liquidity issues. Actual results are in line with the results included in the Management's forecast.

As at 30 June 2025, the Group had unused factoring limits, unused overdraft limits and unused investment loan limits with the total amount of PLN 0,8 billion (31 December 2024: PLN 1.6 billion). As at 30 June 2025, the terms of the loan agreements have not been breached and in the Management's opinion, there is no risk of termination of these agreements within 12 months from the reporting date. The Management assumed that the Group will be able to use the concluded factoring agreements for at least the next 12 months to the same extent as at 30 June 2025.

Detailed information on liquidity risk management is included in Note 8.2.

The Management believes that the combination of these initiatives will provide the Group with the necessary liquidity and that there is no going concern threat.

These Interim Condensed Consolidated Financial Statements are based on current expectations and projections. As of the date of these Financial Statements, all the operations are based on the assumption that the business will be continued and that these Financial Statements have been prepared on a going concern basis that contemplates the realization of assets and settlement of liabilities and commitments in the ordinary course of business.

Climate-related matters

The Group is exposed to climate-related risk, including:

- Physical risk (e.g., risk arising from more frequent and severe weather events),
- Transition risk (e.g., risk associated with energy transition).

For Ultimate Convenience, the Group has conducted a climate-related risk scenario analysis in line with current regulatory expectations (CSRD) and best market practices as a pilot exercise. Climate-related risks are assessed from a double materiality perspective, meaning they refer to both the impact of climate change on ongoing operations of Zabka Group and the impact of the business on climate change. This analysis included a broad

range of potential impacts, covering physical and transition risks. Where applicable, the analysis takes into account climate-related issues in its estimates and assumptions.

The analysis indicates that the general level of climate risk in the short term (financial year 2025) is lower than in the medium and long term. In the short-term perspective, climate-related risks do not significantly affect the resilience of the business model. This is primarily due to the more predictable environment, the decarbonisation and pro-efficiency measures already undertaken by the Group, such as those in the adopted Responsibility Strategy (ESG) and climate targets validated by the Science Based Target initiative (SBTi).

In 2023, the Group entered into three Virtual Purchase Power Agreements (vPPA), which have been utilized during first half of 2025: (1) a 10-year contract that will provide more than 0.5 TWh of electricity generated by the photovoltaic group for the duration of the agreement, and (2) two 15-year contracts that will provide more than 1.6 TWh of electricity from photovoltaic and wind farms for the duration of the agreement. Ensuring an adequate volume of renewable energy has a positive impact on the achievement of decarbonisation objectives and reduces the price risk associated with purchasing guarantees of origin as the method of supplying renewable electricity.

In 2025, the Group possesses the portfolio of financing instruments, for which interest rates depend on meeting ESG targets (including decarbonisation), used for the Group's operations: (1) reducing emissions by 25% in its operations by 2026 compared to the 2020 base year, (2) reducing emissions per PLN million of sales revenue by 70% in franchisees' stores by 2026 compared to the 2020 base year. Linking financial instruments margin to ESG targets is not an embedded derivative, as the indicators of sustainability are non-financial variables specific to the Group. In May 2025, Zabka Group issued 1 million sustainability-linked bonds (SLB) that comply with International Capital Market Association (ICMA) standards setting targets. While the sustainability performance targets for the bonds issuance established by the company are not directly tied to decarbonization efforts, they indirectly contribute to reduction of the Company's overall environmental footprint including GHG emission one.

When preparing these Financial Statements, the Group took into account climate change, in particular judgements and estimates in relation to the following areas:

- determining the useful life of property, plant and equipment,
- provisions,
- going concern assumption.

Currently, the impact of climate issues is not material to the Group's Consolidated Financial Statements.

Macroeconomic environment

There are factors and processes in the Group's macroeconomic environment that directly and indirectly affect the Group. A precise assessment of this impact is difficult, as phenomena such as changes in inflation and interest rates, varying movements in exchange rates and energy prices, and disrupted supply chains or consumer sentiment depend on many variables including the current geopolitical situation shaped by the international policies of individual countries, the reaction of the central bank on its monetary policy, the government's actions in its fiscal, economic and social policy, legislative changes, as well as the actions of the authorities and local communities.

The Group is responding to the dynamically changing environment and the potential consequences that the changing macroeconomic situation may have on the Group. The Group has implemented processes, which identify risks related to factors described above and then takes appropriate action to the identified and assessed risks. In the first half 2025, the Monetary Policy Council reduced the main interest rates in Poland by 0.5 percentage points, which supports the Group's free cash flow.

In 2024, the Group finalized the acquisition of the DRIM Daniel Distributie FMCG S.R.L conducting business on the Romanian market and began expanding to this market. At the end of first half 2025 about 100 stores under Froo brand were opened. As a result, the Group is now also exposed to risks related to the macroeconomic environment in Romania. The Group will take actions appropriate to the scale of its involvement in order to identify and assess threats in this area.

As at the date of authorization of these Interim Condensed Consolidated Financial Statements, The Management assessed that the above risks do not have a significant impact on the Group's operations and do not affect the Group's ability to continue as a going concern. In addition, the Management found no material impact on the valuation of assets and liabilities.

The presentation currency of the Interim Condensed Consolidated Financial Statements

The presentation currency of these Interim Condensed Consolidated Financial Statements is the Polish zloty.

The following average exchange rates were used for the purpose of translation of items of statements of profit or loss and other comprehensive income by entities with functional currencies other than PLN:

	01.01.2025 -30.06.2025	01.01.2024 -30.06.2024
EUR	4.2313	4.3178
RON	0.8457	0.8680

The following exchange rates were used for reporting date valuation purposes and translation of balance sheets into presentation currency by entities with functional currencies other than PLN:

	30.06.2025	31.12.2024	30.06.2024
EUR	4.2419	4.2730	4.3130
RON	0.8354	0.8589	0.8665
GBP	4.9546	5.1488	5.0942
USD	3.6164	4.1012	4.0320

Material transactions entered by entities with functional currencies other than PLN are translated into the presentation currency applying foreign exchange rates from the date of the transaction.

2.2. Material amounts based on professional judgements and estimates

In the process of applying the accounting principles (policy) the Management has made significant judgements, estimates and assumptions that affect the presented revenues, costs, assets and liabilities. Uncertainties in these assumptions and estimates may result in material adjustments to the carrying amounts in the future. The estimates and judgements refer to the same areas as at the last year end, 31 December 2024.

2.3. Changes in accounting and presentation principles

The accounting principles (policies) applied to prepare these Interim Condensed Consolidated Financial Statements for the six-month period ended 30 June 2025 are consistent with those applied in the preparation of the Group's Consolidated Financial Statements for the year ended 31 December 2024 except for the application of new or amended standards and interpretations applicable to financial years beginning on or after 1 January 2025, described below. The new or amended standards and interpretations that were applicable for the first time in 2025 did not have a material impact on the Group's Interim Condensed Consolidated Financial Statements. These include:

Amendments to International Accounting Standard 21 ("IAS 21"): *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability* (issued on 15 August 2023)

The Group has not elected to early adopt any of the standards, interpretations or amendments that have been issued but are not yet effective in accordance with the European Union Regulations.

3. COMPOSITION OF THE GROUP AND CHANGES IN THE REPORTING PERIOD

This chapter presents the subsidiaries that are part of Żabka Group and describes the changes that occurred during the reporting period.

List of subsidiaries included in the Group as at 30 June 2025 and as at 31 December 2024:

Name	Headquarters	The main activity	Parent company	Date of obtaining control / incorporation	% of share capital owned as at	
					30.06.2025	31.12.2024
Żabka Polska sp. z o.o.	Poznan, Poland	franchiser of retail stores	Zabka Group S.A.	10 February 2017	100.00%	100.00%
Retail Technology Investments sp. z o.o.	Poznan, Poland	activities related to IT consultancy	Żabka Polska sp. z o.o	16 April 2012	100.00%	100.00%
Green Hive Technology sp. z o.o. (formerly Logistic Property Investment sp. z o.o.)	Poznan, Poland	software development services (formerly real estate construction)	Żabka Polska sp. z o.o	16 September 2020	100.00%	100.00%
Żabka Automatic Logistics sp. z o.o.	Poznan, Poland	warehousing and storage of goods	Żabka Polska sp. z o.o	8 October 2020	100.00%	100.00%
Żabka Property Fund sp. z o.o.	Poznan, Poland	rental and management of own or leased real estate	Żabka Polska sp. z o.o	12 March 2021	100.00%	100.00%
Żabka Development sp. z o.o.	Poznan, Poland	rental and management of own or leased real estate	Żabka Property Fund sp. z o.o.	12 March 2021	100.00%	100.00%
Żabka Construction sp. z o.o.	Poznan, Poland	real estate construction	Żabka Property Fund sp. z o.o.	12 March 2021	100.00%	100.00%
Kalestico Investments sp. z o.o.	Poznan, Poland	real estate construction	Żabka Property Fund sp. z o.o.	6 September 2023	100.00%	100.00%
Żabka Nano sp. z o.o.	Poznan, Poland	sales of merchandise	Żabka Polska sp. z o.o	12 April 2021	100.00%	100.00%
Lite e-commerce sp. z o.o.	Warsaw, Poland	sales of merchandise	Żabka Polska sp. z o.o	24 May 2021	100.00%	100.00%
Lite 24 sp. z o.o.	Warsaw, Poland	sales of merchandise	Lite e-commerce sp. z o.o	24 May 2021	100.00%	100.00%
Bocastonby Investments sp. z o.o.	Warsaw, Poland	retail sale of tobacco products in specialised stores	Lite e-commerce sp. z o.o	6 June 2023	100.00%	100.00%
Maczfit Foods sp. z o.o.	Warsaw, Poland	production of ready meals (box diets)	Żabka Polska sp. z o.o	29 April 2021	98.33%	98.33%
Zabka Deutschland GmbH	Berlin, Germany	distribution of ready meals (box diets)	Zabka International S.à r.l.	29 April 2021	100.00%	100.00%
Masterlife Solutions sp. z o.o.	Warsaw, Poland	software related activities connected with catering platform Dietly	Żabka Polska sp. z o.o	28 May 2021	100.00%	100.00%
Food Property Investment sp. z o.o.	Poznan, Poland	real estate construction	Żabka Property Fund sp. z o.o.	9 March 2022	100.00%	100.00%
Żabka BS sp. z o.o.	Poznan, Poland	rental and management of own or leased real estate	Żabka Polska sp. z o.o	9 November 2023	100.00%	100.00%
Cool-Logistics sp. z o.o.	Baniocha, Poland	transport of goods	Retail Technology Investments sp. z o.o.	4 March 2022	100.00%	100.00%
Froo Romania Holding S.A.	Bucharest, Romania	activities of holding companies	Zabka International S.à r.l.	14 December 2023	77.51%	67.00%
Froo Romania Retail S.R.L.	Bucharest, Romania	retail stores	Froo Romania Holding S.A. (formerly Castle Romanian Holdco S.R.L. and Froo Romania Holding S.R.L.)	31 January 2024	77.51%	67.00%
DRIM Daniel Distribuție FMCG S.R.L.	Mărăcineni, Romania	distribution of FMCG products	Froo Romania Holding S.A. (formerly Castle Romanian Holdco S.R.L. and Froo Romania Holding S.R.L.)	29 February 2024	77.51%	67.00%
Zabka International S.à r.l.	Luxembourg, Grand Duchy of Luxembourg	other activities supporting financial services	Zabka Group S.A.	12 February 2024	100.00%	100.00%

Name	Headquarters	The main activity	Parent company	Date of obtaining control / incorporation	% of share capital owned as at	
					30.06.2025	31.12.2024
izidrop sp. z o.o. (formerly Flostertil Investments sp. z o.o.)	Warsaw, Poland	logistic services	Żabka Polska sp. z o.o	13 May 2025	60.63%	0.00%
Lifestyle Solution sp. z o.o.*	Warsaw, Poland	retail sales of food	Maczfit Foods sp. z o.o.	26 May 2025	98.33%	0.00%

* On 26 May 2025, Maczfit sp. z o.o. established a new entity Lifestyle Solutions.

Increase of share in Froo Romania Holding S.A

On 20 February 2025, Zabka International S.a r.l. made a cash contribution to Froo Romania Holding S.A. in the amount of EUR 14,500 thousand (PLN 60,593 thousand), increasing its share in the company by 6.18% to 73.18%. As a result non-controlling interests amount increased by PLN 11,335 thousand.

On 12 May 2025, Zabka International S.a r.l. made a cash contribution to Froo Romania Holding S.A. in the amount of EUR 14,500 thousand (PLN 62,905 thousand), increasing its share in the company by 4.33% to 77.51%. As a result non-controlling interests amount increased by PLN 9,545 thousand.

Acquisition of izidrop sp. z o.o.

On 13 May 2025, the Group acquired 100% of shares in the company Flostertil Investments for PLN 13 thousand, what did not meet the definition of a business combination. On May 28, 2025, the Group acquired 60.53% of shares in the increased share capital of the entity in exchange for a cash contribution of PLN 11.712 thousand, the remaining shares were acquired by a non-controlling shareholder for PLN 6.288 thousand. The amount paid in cash amounted to PLN 3,143 thousand, the remaining part was settled by offsetting.This contribution increased non-controlling interest in equity. After the transaction, the Group's share in the company is 60.63%.

On 12 June 2025, the company's name was changed to izidrop sp. z o.o.

4. SEGMENTS

The following section presents the Group's results by segments for the six-month periods ended 30 June 2025 and 30 June 2024. Disclosures relate to revenues generated by reportable operating segments, material expense items and segment results.

The Group identifies reportable operating segments taking into account factors such as the nature of their business activities, the existence of managers responsible for them and information reviewed by the Management.

The "Ultimate Convenience" segment covers operations of all stores under the "Żabka" brand in Poland and real estate operations related directly to the store business including most of the companies from the Property Fund Group: Żabka Property Fund sp. z o.o., Żabka Development sp. z o.o., Żabka Construction sp. z o.o. and Kalestico Investments sp. z o.o.

The "New Growth Engines" segment includes operations conducted using the latest technologies, including, in particular, online sales technology and international expansion. The segment is composed of activities of the following companies: Maczfit Foods sp. z o.o. (production and D2C (Direct-to-Customer), sales of ready-to-eat meals), Cool-Logistics sp. z o.o. (logistics services for Maczfit), Food Property Investment sp. z o.o. (warehouse management for Maczfit), Masterlife Solutions sp. z o.o. (Dietly, SaaS marketplace services for D2C ready meals services, as well as SaaS services and software for D2C ready meals manufacturers, who in many cases are also vendors on the dietly.pl marketplace), Lite Group consisting of Lite e-commerce sp. z o.o., Lite 24 sp. z o.o. and Bocastonby Investments sp. z o.o. (q-commerce services), Żabka Nano sp. z o.o. and Żabka Deutschland GmbH (fully autonomous stores), Zabka International S.a.r.l and Romanian companies and since 2025 izidrop sp. z o.o. (a new company providing courier services) and Green Hive Technology sp. z o.o. (after the change of business profile into IT services).

The Group's other activities are combined under "Corporate Functions and Other". Corporate functions include central functions such as finance, HR, IT, PR strategy, risk management and compliance. These are activities relevant to both operating segments: "Ultimate Convenience" and "New Growth Engines" but are not allocated to these segments, as the Management does not apply such allocation and evaluates the performance of operating segments separately from the corporate component. This is in line with how the Group is organised for management purposes and how responsibility for individual activities and functions is allocated among the Management members.

The Management does not analyse operating segments in terms of the value of assets and the value of liabilities.

Financial income and expenses and income taxes are not allocated to individual segments.

Assessment of the Group's financial performance is made mainly on the basis of Adjusted EBITDA. This indicator should be viewed as an addition to, and not a substitute for, the results of operations presented under IFRS. Adjusted EBITDA is not defined in the EU IFRS and may be calculated differently by other entities. The reconciliation and definitions used by the Group are presented in the current Note.

EBITDA is one measure of the efficiency of the business presented in the Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income. The Group defines EBITDA as net income/(loss) for the reporting period before the effect of income taxes, financing activities and depreciation and amortisation expense.

Adjusted EBITDA is one of the main performance measures of the Group's operations, which is used by the Management in the day-to-day management of the Group and decision-making process. The Group defines this measure as EBITDA adjusted by costs from the following categories:

Costs related to changes in the ownership structure and obtaining financing - include costs associated with obtaining bank loans, costs related to Initial Public Offering of Zabka Group on Warsaw Stock Market and cost of Share Based Payment related to the IPO.

Group reorganization and new businesses setup costs - costs related to the reorganisation of the Group including the development of the Group's long-term strategy and resources for business expansion, the set-up of new companies as well as implementation of pillars of the ESG strategy, in particular advisory and consulting fees.

Reclassification of result on the disposal of property, plant and equipment and right of use - result on sale and liquidation of tangible fixed assets and right of use assets, the impairment charge and fixed assets derecognised as a result of stocktake (the category does not include the result of transactions carried out as part of the Group's core business) representing reclassification from other operating costs/income to depreciation and amortization.

Incentive schemes and additional compensation in connection with the termination of cooperation with key employees - costs related to additional remuneration for key managerial staff related to the change of shareholders, including exit bonuses, incentive schemes, share-based payments and additional remuneration of key management personnel in connection with the termination of cooperation.

Transaction costs in respect of M&A - incremental costs directly related to the development of new types of business, including acquisition costs (due diligence and advisory costs).

Reclassification of minimal tax in Romania - reclassification from general and administrative costs to income tax expense.

Additionally, the Group makes adjustments relating to income tax effect of the above adjustments and reclassifications influencing Adjusted Net profit.

The financial information reported for each reportable operating segment is determined in line with IFRS (including, in particular, the manner in which income and individual expense items are determined).

Intersegment transactions are eliminated upon consolidation and reflected in the 'Consolidation Eliminations' column. The Group accounts for inter-segment sales/transfers and costs as if the sales/transfers or costs were to third parties on an arm's-length basis in a manner similar to transactions with third parties. The intersegment transactions are accounted in line with IFRS.

The Group operates mainly in Poland. In 2024, it entered into Romanian market. Moreover, a part of the Group's operations is conducted in Luxembourg (Zabka Group S.A. and Zabka International S.à r.l.) and small part of the Group's operations regarding autonomous Nano stores is conducted in Germany (Zabka Deutschland GmbH).

The tables below present a reconciliation of the segment data to the Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Period:

For the six-month period ended 30 June					2025				
Note	Item	Total statutory	Reclassifications	Adjustments	Total adjusted	Operating segments		Corporate Functions and Other	Consolidation Eliminations
						Ultimate Convenience	New Growth Engines		
	Revenue from sales to external customers	12,790,538	-	(22,374)	12,812,912	12,068,185	742,989	1,738	-
	Revenue from inter-segment sales	-	-	-	-	51,127	22,029	1,594	(74,750)
5.1	Total revenue	12,790,538	-	(22,374)	12,812,912	12,119,312	765,018	3,332	(74,750)
5.2	Cost of sales	(10,649,873)	-	(12,402)	(10,637,471)	(10,017,094)	(675,940)	(1,277)	56,840
5.2	Marketing costs	(156,264)	-	(1,145)	(155,119)	(125,844)	(29,202)	(73)	-
5.2	General and administrative costs	(265,711)	(3,285)	(41,045)	(221,381)	(60,986)	(57,339)	(104,646)	1,590
5.2	Costs of technology, innovation and development	(163,643)	-	(23,285)	(140,358)	(20,814)	(47,380)	(77,826)	5,662
	Other operating income	10,536	641	-	9,895	8,302	1,327	266	-
	Other operating costs	(15,030)	(4,028)	-	(11,002)	(8,557)	(1,329)	(1,116)	-
	Expected credit losses on trade receivables and other financial assets	(3,918)	-	-	(3,918)	(3,736)	(182)	-	-
	Operating profit before depreciation and amortisation (EBITDA)	1,546,635	(6,672)	(100,251)	1,653,558	1,890,583	(45,027)	(181,340)	(10,658)
	Depreciation and amortisation	(907,451)	3,387	-	(910,838)				
	Operating profit	639,184	(3,285)	(100,251)	742,720				
	Profit/ (Loss) on financial activity	(516,627)	-	-	(516,627)				
	Profit before tax	122,557	(3,285)	(100,251)	226,093				
	Income tax expense	(55,723)	3,285	22,883	(81,891)				
	Net profit	66,834	-	(77,368)	144,202				
Reclassifications and Adjustments:									
	Costs related to changes in the ownership structure and obtaining financing		-	37,190					
	Reclassification of result on disposal of PP&E and ROU – from Other operating income/ costs to Depreciation and amortisation		3,387	-					
	Incentive schemes and additional compensation in connection with the termination of cooperation with key employees		-	63,061					
	Reclassification of minimal tax paid in Romania - from General and administrative costs to Income tax expense		3,285	-					
	Income tax attributed to adjustments		-	(22,883)					
	Total:			77,368					

5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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For the six-month period ended 30 June					2024							
Note	Item	Total statutory	Reclassifications	Adjustments	Total adjusted	Operating segments		Corporate Functions and Other	Consolidation Eliminations			
						Ultimate Convenience	New Growth Engines					
	Revenue from sales to external customers	11,147,996	-	84	11,147,912	10,648,798	498,140	974	-			
	Revenue from inter-segment sales	-	-	-	-	34,752	13,952	1,167	(49,871)			
5.1	Total revenue	11,147,996	-	84	11,147,912	10,683,550	512,092	2,141	(49,871)			
5.2	Cost of sales	(9,318,816)	-	(4,606)	(9,314,210)	(8,912,111)	(442,882)	(2,263)	43,046			
5.2	Marketing costs	(130,236)	-	(4)	(130,232)	(107,928)	(22,594)	30	260			
5.2	General and administrative costs	(175,344)	-	(6,128)	(169,216)	(54,502)	(29,890)	(85,333)	509			
5.2	Costs of technology, innovation and development	(145,239)	-	(12,671)	(132,568)	(19,742)	(30,063)	(82,015)	(748)			
	Other operating income	16,865	7,740	285	8,840	7,459	848	533	-			
	Other operating costs	(14,362)	(4,733)	(155)	(9,474)	(7,149)	(820)	(1,505)	-			
	Expected credit losses on trade receivables and other financial assets	(2,006)	-	-	(2,006)	(1,235)	(140)	(631)	-			
	Operating profit before depreciation and amortisation (EBITDA)	1,378,858	3,007	(23,195)	1,399,046	1,588,342	(13,449)	(169,043)	(6,804)			
	Depreciation and amortisation	(804,795)	(3,007)	-	(801,788)							
	Operating profit	574,063	-	(23,195)	597,258							
	Profit/ (Loss) on financial activity	(483,860)	-	-	(483,860)							
	Profit before tax	90,203	-	(23,195)	113,398							
	Income tax expense	(31,980)	-	2,598	(34,578)							
	Net profit	58,223	-	(20,597)	78,820							
Reclassifications and Adjustments:												
	Costs related to changes in the ownership structure and obtaining financing		-	5,987								
	Group reorganization and new businesses setup costs		-	9,271								
	Reclassification of result on disposal of PP&E and ROU – from Other operating income/ costs to Depreciation and amortisation		3,007	-								
	Incentive schemes and additional compensation in connection with the termination of cooperation with key employees		-	7,801								
	Transaction costs in respect of M&A		-	136								
	Income tax attributed to adjustments		-	(2,598)								
	Total:			20,597								

5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

5.1. Revenue

Revenue by category

For the six-month period ended 30 June				
	Value		Share %	
Revenue	2025	2024	2025	2024
Franchise	11,976,982	10,587,568	93.7	95.0
Own stores and wholesale	465,803	272,547	3.6	2.5
Revenue from sale of products	248,531	215,422	1.9	1.9
Commissions from agency services	47,472	36,815	0.4	0.3
Software services	18,399	15,846	0.1	0.1
Other	33,351	19,798	0.3	0.2
Revenue	12,790,538	11,147,996	100	100

Revenue by segments

For the six-month period ended 30 June						
	2025					
Revenue	Total	Ultimate Convenience	New Growth Engines	Corporate Functions and Other	Adjustments	Consolidation Eliminations
Franchise	11,976,982	12,012,925	-	-	(22,374)	(13,569)
Own stores and wholesale	465,803	44,354	455,944	-	-	(34,495)
Revenue from sale of products	248,531	-	249,056	-	-	(525)
Commissions from agency services	47,472	47,472	-	-	-	-
Software services	18,399	-	39,786	-	-	(21,387)
Other	33,351	14,561	20,232	3,332	-	(4,774)
Revenue	12,790,538	12,119,312	765,018	3,332	(22,374)	(74,750)

For the six-month period ended 30 June						
	2024					
Revenue	Total	Ultimate Convenience	New Growth Engines	Corporate Functions and Other	Adjustments	Consolidation Eliminations
Franchise	10,587,568	10,599,138	-	-	39	(11,609)
Own stores and wholesale	272,547	38,526	255,910	-	-	(21,889)
Revenue from sale of products	215,422	-	215,422	-	-	-
Commissions from agency services	36,815	36,815	-	-	-	-
Software services	15,846	-	30,433	-	-	(14,587)
Other	19,798	9,071	10,327	2,141	45	(1,786)
Revenue	11,147,996	10,683,550	512,092	2,141	84	(49,871)

Revenues from sales under the franchise agreement include all fees from franchisees, revenues from the sale of goods and revenues from store space with equipment subleased to franchisees. Revenues from own stores and wholesale include Żabka Nano autonomous stores sales, Froo Romania Retail stores sales and DRIM Daniel wholesale.

The increase in revenue in the six-month period ended 30 June 2025 was attributable, among other things, to an increase in the number of stores. As at 30 June 2025, the Żabka chain consisted of 11,793 stores, with 804 new stores opened in 2025. Additionally, the increase resulted from the revenue growth per franchisee/store that was driven by basket growth, better performance of other businesses, as well as continuous development of operations in a new market – Romania. The Group continues to invest in local expansion, leveraging its proven business model to strengthen its presence and capture new customer segments. All revenues are revenues from contracts with customers within the meaning of IFRS 15.

Seasonality

The Group’s revenues in the segment “Ultimate Convenience” are seasonal and depend mostly on the demand for consumer goods throughout the year. The highest revenues are generated in summer (June - August) and the lowest in January and February. This seasonality is mostly the result of specific patterns of consumer behaviour (e.g. higher impulse shopping in summer is related to increased demand for beverages).

5.2. Costs by nature

For the six-month period ended 30 June					
2025					
	Cost of sales	Marketing costs	General and administrative costs	Costs of technology, innovation and development	Total
Cost of goods sold	(9,366,506)	-	(28)	-	(9,366,534)
Materials and energy used	(374,410)	(141)	(4,922)	(1,096)	(380,569)
External services	(710,544)	(4,034)	(71,039)	(95,656)	(881,273)
Taxes and fees	(4,329)	(4)	(7,687)	(28)	(12,048)
Employee benefits costs	(180,639)	(11,059)	(149,576)	(64,598)	(405,872)
Other costs by nature	(13,445)	(141,026)	(32,459)	(2,265)	(189,195)
Operating costs	(10,649,873)	(156,264)	(265,711)	(163,643)	(11,235,491)

For the six-month period ended 30 June					
2024					
	Cost of sales	Marketing costs	General and administrative costs	Costs of technology, innovation and development	Total
Cost of goods sold	(8,183,179)	-	-	-	(8,183,179)
Materials and energy used	(372,887)	(220)	(4,292)	(1,742)	(379,141)
External services	(608,286)	(3,138)	(58,237)	(96,135)	(765,796)
Taxes and fees	(3,896)	-	(1,116)	(15)	(5,027)
Employee benefits costs	(142,137)	(8,152)	(93,050)	(43,570)	(286,909)
Other costs by nature	(8,431)	(118,726)	(18,649)	(3,777)	(149,583)
Operating costs	(9,318,816)	(130,236)	(175,344)	(145,239)	(9,769,635)

Costs of external services consist mainly of transport, logistics, PP&E repairs and maintenance, IT and communication services and remuneration of the agents running own stores of the Group.

5.3. Financial income and costs

For the six-month period ended 30 June		
	2025	2024
Financial income		
Interest	11,047	25,504
Loans	287	7,486
Deposits and bank accounts	10,209	13,634
Discount on receivables and liabilities	268	2,402
Other	283	1,982
Other	7,265	6,738
Foreign exchange gains	231	6,659
Gain on bank loans modifications	6,319	7
Changes in expected cash flows resulting from original bank loan agreements	65	-
Other	650	72
Total financial income	18,312	32,242

Financial costs		
Interest	(470,765)	(491,436)
Lease agreements	(179,480)	(151,108)
Borrowings	(669)	(943)
Bonds	(9,921)	-
Bank loans	(184,137)	(248,176)
Other liabilities	(96,255)	(90,595)
Discount on receivables and liabilities	(303)	(614)
Other	(62,694)	(24,576)
Other expenses relating to bank loans	(4,641)	(10,076)
Commissions	(848)	(537)
Changes in expected cash flows resulting from original bank loans	(54,997)	(11,666)
Loss on bank loans modifications	(24)	-
Valuation and settlement of derivatives	(2,184)	(2,297)
Total financial costs	(533,459)	(516,012)

Net financial income / costs	(515,147)	(483,770)
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5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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Interest presented under other liabilities mainly includes interest on factoring.

Non-interest finance costs included in the "Other" category, such as other expenses relating to bank loans and commissions, mainly consist of amortised bank commissions relating to undrawn credit facilities as well as fees for bank guarantees provided to the Group's suppliers.

Loss on valuation and settlement of derivatives includes the valuation of forward contracts and options, as well as the ineffective portion of cash flow hedges in the amount of PLN 2,184 thousand (in the six-month period ended 30 June 2024: PLN 2,297 thousand).

Changes in expected cash flows resulting from original bank loans include the effect of the early bank loan repayments.

5.4. Earnings per share

The calculation of the basic and diluted earnings per share is presented below.

For the six-month period ended 30 June	2025	2024*
The number of shares used as the denominator of the formula		
Weighted average number of shares	982,302,521	973,635,854
Diluting effect of call options (weighted average number of ordinary shares subject to recall)	17,697,479	26,364,146
Diluting effect of non-vested ordinary shares	3,586,521	-
Diluted weighted average number of shares	1,003,586,521	1,000,000,000
Earnings		
Net profit attributable to the equity holders of the parent (Net profit attributable to outstanding ordinary shares) - for basic EPS	87,652	59,060
Net profit attributable to the ordinary shares subject to recall	1,579	1,599
Net profit attributable to ordinary equity holders of the parent - for diluted EPS	89,231	60,659
Earnings per share		
Basic earnings per share in PLN	0.09	0.06
Diluted earnings per share in PLN	0.09	0.06

*To reflect the change in share classes/numbers as a result of IPO, the Group recalculated the number of shares for the period ended 30 June 2024 to ensure comparativeness of EPS.

In the period between the reporting date and the date of approval of these Interim Condensed Consolidated Financial Statements, there were no other transactions involving ordinary shares or potential ordinary shares.

6. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

6.1. Other intangible assets

Increases in intangible assets for the six-month period ended 30 June 2025 are mainly due to purchase of licenses, computer programmes and copyrights, in particular related to the implementation of operating software for internal use, sales and franchisee applications.

The value of interest on bank loans capitalised under intangible assets in the six-month period ended 30 June 2025 amounted to PLN 4,185 thousand (in the six-month period ended 30 June 2024: PLN 0 thousand).

	Software, copyrights and other licences	Trademarks	Relationships with franchisees	Relationships with customers	Costs of obtaining franchise agreements	Intangible assets under construction	Total
Net carrying amount as at 01.01.2025	417,503	335,903	-	34,593	36,362	323,748	1,148,109
Gross carrying amount	906,773	367,908	429,000	50,916	119,605	323,912	2,198,114
Accumulated amortisation	(489,270)	(32,005)	(429,000)	(16,323)	(83,243)	-	(1,049,841)
Accumulated impairment	-	-	-	-	-	(164)	(164)
Net carrying amount as at 01.01.2025	417,503	335,903	-	34,593	36,362	323,748	1,148,109
Additions	7,744	-	-	-	14,442	107,363	129,549
Disposals	-	-	-	-	-	(294)	(294)
Gross carrying amount	(17,014)	-	-	-	(51,108)	(458)	(68,580)
Accumulated amortisation	17,014	-	-	-	51,108	-	68,122
Accumulated impairment	-	-	-	-	-	164	164
Transfers from intangible assets under construction	121,302	-	-	-	-	(121,302)	-
Amortisation	(99,288)	-	-	(3,870)	(4,049)	-	(107,207)
Exchange differences	(29)	-	-	(943)	-	-	(972)
Net carrying amount as at 30.06.2025	447,232	335,903	-	29,780	46,755	309,515	1,169,185
Gross carrying amount	1,018,762	367,908	429,000	49,973	82,939	309,515	2,258,097
Accumulated amortisation	(571,530)	(32,005)	(429,000)	(20,193)	(36,184)	-	(1,088,912)
Accumulated impairment	-	-	-	-	-	-	-

	Software, copyrights and other licences	Trademarks	Relationships with franchisees	Relationships with customers	Costs of obtaining franchise agreements	Intangible assets under construction	Total
Net carrying amount as at 01.01.2024	363,182	335,903	6,000	7,749	32,085	264,758	1,009,677
Gross carrying amount	709,856	367,908	429,000	16,541	93,205	269,259	1,885,769
Accumulated amortisation	(346,674)	(32,005)	(423,000)	(8,792)	(61,120)	-	(871,591)
Accumulated impairment	-	-	-	-	-	(4,501)	(4,501)
Net carrying amount as at 01.01.2024	363,182	335,903	6,000	7,749	32,085	264,758	1,009,677
Increase due to acquisition of subsidiaries	1,177	-	-	34,790	-	-	35,967
Additions	235	-	-	-	10,658	97,844	108,737
Disposals	-	-	-	-	-	(3,800)	(3,800)
Gross carrying amount	(1,008)	-	-	-	-	(3,800)	(4,808)
Accumulated amortisation	1,008	-	-	-	-	-	1,008
Transfers from intangible assets under construction	140,672	-	-	-	-	(140,672)	-
Amortisation	(100,529)	-	(3,000)	(3,346)	(11,656)	-	(118,531)
Exchange differences	(4)	-	-	(113)	-	-	(117)
Net carrying amount as at 30.06.2024	404,733	335,903	3,000	39,080	31,087	218,130	1,031,933
Gross carrying amount	850,928	367,908	429,000	51,218	103,863	222,631	2,025,548
Accumulated amortisation	(446,195)	(32,005)	(426,000)	(12,138)	(72,776)	-	(989,114)
Accumulated impairment	-	-	-	-	-	(4,501)	(4,501)

6.2. Property, plant and equipment

Increases in property, plant and equipment in the six-month period ended 30 June 2025, mainly include purchases related to the construction of a new logistics centre, investment in the automated warehouse, acquisition of equipment for new stores and costs for remodelling and modernisation in existing locations (including Żabka Cafe 2.0).

Most of the assets under construction are expenditures related to the adaptation of new "Żabka" stores and the replacement of equipment operating in the chain of stores.

The value of interest on bank loans capitalised under property, plant and equipment in the six-month period ended 30 June 2025 amounted to PLN 0 thousand (in the six-month period ended 30 June 2024: PLN 4,637 thousand).

	Land	Buildings and structures	Machines, devices and other	Assets under construction	Total
Net carrying amount as at 01.01.2025	69,923	847,262	2,471,237	551,342	3,939,764
Gross carrying amount	69,923	1,287,381	4,231,047	557,812	6,146,163
Accumulated depreciation	-	(440,119)	(1,733,584)	-	(2,173,703)
Accumulated impairment	-	-	(26,226)	(6,470)	(32,696)
Net carrying amount as at 01.01.2025	69,923	847,262	2,471,237	551,342	3,939,764
Additions	47,611	17	1,085	561,710	610,423
Disposals	-	(85)	(2,909)	(2,825)	(5,819)
Gross carrying amount	-	(8,304)	(56,022)	(4,583)	(68,909)
Accumulated depreciation	-	8,219	53,113	-	61,332
Accumulated impairment	-	-	-	1,758	1,758
Transfer from assets under construction	-	274,050	442,654	(716,704)	-
Depreciation	-	(70,753)	(279,263)	-	(350,016)
Impairment loss for the period	-	-	(988)	-	(988)
Exchange differences	-	(663)	(1,035)	(424)	(2,122)
Net carrying amount as at 30.06.2025	117,534	1,049,828	2,630,781	393,099	4,191,242
Gross carrying amount	117,534	1,552,462	4,617,612	397,811	6,685,419
Accumulated depreciation	-	(502,634)	(1,959,617)	-	(2,462,251)
Accumulated impairment	-	-	(27,214)	(4,712)	(31,926)

	Land	Buildings and structures	Machines, devices and other	Assets under construction	Total
Net carrying amount as at 01.01.2024	51,972	701,555	2,069,634	569,123	3,392,284
Gross carrying amount	51,972	1,049,303	3,453,997	569,123	5,124,395
Accumulated depreciation	-	(347,748)	(1,366,919)	-	(1,714,667)
Accumulated impairment	-	-	(17,444)	-	(17,444)
Net carrying amount as at 01.01.2024	51,972	701,555	2,069,634	569,123	3,392,284
Increase due to acquisition of subsidiaries	-	-	2,651	820	3,471
Additions	231	13	5,133	531,050	536,427
Disposals	-	(107)	(2,061)	(3,622)	(5,790)
Gross carrying amount	-	(5,233)	(33,403)	(3,622)	(42,258)
Accumulated depreciation	-	5,126	31,342	-	36,468
Transfer from assets under construction	-	124,252	440,824	(565,076)	-
Assets held for sale	-	-	-	(109,135)	(109,135)
Depreciation	-	(59,480)	(227,478)	-	(286,958)
Impairment loss for the period	-	-	(2,652)	-	(2,652)
Exchange differences	-	(19)	30	-	11
Net carrying amount as at 30.06.2024	52,203	766,214	2,286,081	423,160	3,527,658
Gross carrying amount	52,203	1,168,316	3,869,195	423,160	5,512,874
Accumulated depreciation	-	(402,102)	(1,563,018)	-	(1,965,120)
Accumulated impairment	-	-	(20,096)	-	(20,096)

6.3. Right-of-use assets and lease liabilities

Right-of-use assets

Increases in the right-of-use assets in the reported period are mainly due to new contracts and modifications to existing leases of stores, logistics centres and the Group's headquarters, as well as car and forklifts. The decrease is mainly related to the termination of store lease contracts.

The value of depreciation capitalised in the initial value of leasehold improvements in the six-month period ended 30 June 2025 amounted to PLN 480 thousand (in the six-month period ended 30 June 2024: PLN 450 thousand).

	Buildings and structures	Vehicles	Machines, devices and other	Total
Net carrying amount as at 01.01.2025	4,382,861	94,580	49,647	4,527,088
Gross carrying amount	7,496,766	208,552	83,154	7,788,472
Accumulated depreciation	(3,112,387)	(113,972)	(33,507)	(3,259,866)
Accumulated impairment	(1,518)	-	-	(1,518)
Net carrying amount as at 01.01.2025	4,382,861	94,580	49,647	4,527,088
New lease agreements and modifications	630,175	27,233	118	657,526
Termination of lease agreements	(17,596)	(909)	-	(18,505)
Gross carrying amount	(201,271)	(13,310)	(349)	(214,930)
Accumulated depreciation	183,131	12,401	349	195,881
Accumulated impairment	544	-	-	544
Depreciation	(413,860)	(29,710)	(7,138)	(450,708)
Impairment loss for the period	(2,357)	-	-	(2,357)
Exchange differences	(3,172)	(1,094)	-	(4,266)
Net carrying amount as at 30.06.2025	4,576,051	90,100	42,627	4,708,778
Gross carrying amount	7,922,112	221,164	82,923	8,226,199
Accumulated depreciation	(3,342,730)	(131,064)	(40,296)	(3,514,090)
Accumulated impairment	(3,331)	-	-	(3,331)

	Buildings and structures	Vehicles	Machines, devices and other	Total
Net carrying amount as at 01.01.2024	3,613,929	90,237	23,984	3,728,150
Gross carrying amount	6,066,763	173,211	46,767	6,286,741
Accumulated depreciation	(2,450,135)	(82,974)	(22,783)	(2,555,892)
Accumulated impairment	(2,699)	-	-	(2,699)
Net carrying amount as at 01.01.2024	3,613,929	90,237	23,984	3,728,150
Increase due to acquisition of subsidiaries	17,168	20,815	-	37,983
New lease agreements and modifications	823,748	7,829	598	832,175
Termination of lease agreements	(14,379)	(860)	-	(15,239)
Gross carrying amount	(44,060)	(14,592)	-	(58,652)
Accumulated depreciation	29,486	13,732	-	43,218
Accumulated impairment	195	-	-	195
Depreciation	(368,511)	(24,781)	(6,464)	(399,756)
Exchange differences	(68)	(53)	-	(121)
Net carrying amount as at 30.06.2024	4,071,887	93,187	18,118	4,183,192
Gross carrying amount	6,863,539	187,211	47,365	7,098,115
Accumulated depreciation	(2,789,148)	(94,024)	(29,247)	(2,912,419)
Accumulated impairment	(2,504)	-	-	(2,504)

Lease liabilities

	2025	2024
As at the 01.01	4,854,647	4,012,563
Increase due to acquisition of subsidiaries	-	37,983
New lease agreements and modifications	657,526	832,174
Termination of lease agreements	(20,831)	(23,142)
Payments	(577,304)	(510,330)
Interest cost	179,480	151,108
Exchange differences	(4,200)	(591)
As at the 30.06	5,089,318	4,499,765
Current	810,206	723,996
Non-current	4,279,112	3,775,769

6.4. Trade receivables

	30.06.2025	31.12.2024
Trade receivables (gross)	2,521,411	2,357,029
Loss allowance for expected credit losses	(78,668)	(79,548)
Trade receivables (net)	2,442,743	2,277,481

There is no significant concentration of credit risk in the Group. Credit risk related to receivables is minimised due to the large number of customers. Moreover, receivables are mostly secured with inventory located in "Żabka" stores which can be returned to Zabka Polska after termination of cooperation to settle the Group's receivables. As a result, in the view of the Management, there is no additional credit risk beyond the level determined by the loss allowance for expected credit losses.

The table below presents changes in the loss allowance for expected credit losses:

For the six-month period ended 30 June		
	2025	2024
Loss allowance for expected credit losses at the beginning of the period	(79,552)	(77,221)
Increase	(8,342)	(8,410)
Utilised	4,574	2,321
Reversed	4,621	6,400
Exchange differences	31	-
Loss allowance for expected credit losses at the end of the period	(78,668)	(76,910)

Receivables from franchisees are insured and this fact has been reflected in the calculation of allowance for expected credit losses.

6.5. Other financial assets

	30.06.2025	31.12.2024
Deposits	28,151	37,236
Non-current other financial assets	28,151	37,236
Security deposits	5,373	3,274
Receivables subject to factoring	17,060	22,487
Other	9,431	4,627
Current other financial assets	31,864	30,388
Other financial assets	60,015	67,624

Receivables subject to factoring presented among other financial assets represent the Group's continuing involvement in the receivables financed by the factor. The total amount of these receivables as at 30 June 2025 was PLN 170,604 thousand (as at 31 December 2024 was PLN 224.874 thousand), including PLN 153,543 thousand financed by the factor (31 December 2024: PLN 202,387 thousand).

The table below presents changes in loss allowance for other financial assets:

For the six-month period ended 30 June		
	2025	2024
Loss allowance for expected credit losses at the beginning of the period	(908)	(293)
Increase	(274)	-
Utilised	379	-
Reversed	77	4
Loss allowance for expected credit losses at the end of the period	(726)	(289)

The loss allowance for other financial assets relates to the deposit.

6.6. Other non-financial assets

	30.06.2025	31.12.2024
Prepayments	7,928	7,430
<i>Arrangement fees and commitment fees of revolving loan facility</i>	<i>4,850</i>	<i>5,726</i>
<i>Software</i>	<i>641</i>	<i>156</i>
<i>Marketing and advertisements</i>	<i>108</i>	<i>61</i>
<i>Other</i>	<i>2,329</i>	<i>1,487</i>
Other	-	37
Non-current other non-financial assets	7,928	7,467

Prepayments	43,377	20,351
<i>Arrangement fees and commitment fees of revolving loan facility</i>	<i>2,583</i>	<i>1,786</i>
<i>Software</i>	<i>25,759</i>	<i>11,332</i>
<i>Insurance premiums</i>	<i>8,847</i>	<i>2,882</i>
<i>Marketing and advertisements</i>	<i>2,349</i>	<i>1,011</i>
<i>Other</i>	<i>3,839</i>	<i>3,340</i>
Receivables from tax authorities	67,227	171,413
Non-financial assets relating to advances	6,274	16,145
Other	1,313	4,663
Current other non-financial assets	118,191	212,572

Other non-financial assets	126,119	220,039
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Receivables from tax authorities mainly include receivables from value added tax. The amount resulting from the difference between liabilities and receivables due to value added tax is paid to relevant tax authorities on a monthly basis.

The net amount of value added tax recoverable or payable to the tax authorities is recognised in the consolidated statement of financial position as part of receivables or liabilities.

Non-financial assets relating to advances include advances for services and amounts of value-added tax on advances paid for which no advance invoice had been received by the reporting date.

6.7. Liability for a written put option over non-controlling interest

	30.06.2025	31.12.2024
Acquisition of DRIM Daniel Distribuție FMCG S.R.L.	71,679	71,004
Acquisition of izidrop sp. z o.o.	17,284	-
Non-current liability for a written put option over non-controlling interest	88,963	71,004

Acquisition of Maczfit Foods sp. z o.o.	26,386	27,811
Current liability for a written put option over non-controlling interest	26,386	27,811

Liability for a written put option over non-controlling interest	115,349	98,815
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The change in the put option liability has been reflected in the put option reserve in equity.

Acquisition of Maczfit Foods sp. z o.o.

The liability for put option to buy out non-controlling interests was recognised due to the acquisition of Maczfit Foods sp. z o.o. on 29 April 2021. As part of the acquisition, the Group acquired 95% of the shares in the target company. The remaining 5% of shares in Maczfit Foods sp. z o.o. were covered by the put option, according to which the Group submitted an unconditional and irrevocable offer to purchase the remaining 5% of shares from the current shareholder. At the same time, the existing shareholder submitted to the Group an unconditional and irrevocable offer to sell (call option) the remaining 5% of shares in Maczfit Foods sp. z o.o. Both options are symmetrical. They can be realised at the same time (3- year period from 30 April 2024 to 30 April 2027) and for the same price.

The option price, in accordance with the agreement between the parties, is based on the revenues of Maczfit Foods sp. z o. o. for 12 full calendar months preceding the option exercise date.

In June 2024, the option in relation to 3% of shares was exercised.

Acquisition of DRIM Daniel Distribuție FMCG S.R.L.

The liability for put option to buy out non-controlling interests was recognised due to the acquisition of DRIM Daniel Distribuție FMCG S.R.L. on 29 February 2024. As of the transaction date, the Group held approximately 60.0396% of the shares of Froo Romania Holding S.A. (Froo Romania Holding S.A. is the sole shareholder of DRIM Daniel Distributie FMCG S.R.L. and of Froo Romania Retail S.R.L.). The remaining 39.9604% of shares in Froo Romania Holding S.A. were covered by the put option, according to which the Group submitted an unconditional and irrevocable offer to purchase the remaining 39.9604% of shares from the non-controlling shareholders. At the same time, each of the existing partners submitted to the Group an unconditional and irrevocable sale offer (call option) of the remaining 39.9604% of shares in Froo Romania Holding S.A. in total. Both options are symmetrical. They can be realised at the same time (after a period of 6.5 years starting from the date of purchase, which means after 31 August 2030) and for the same price. However, in accordance with agreement, the share capital of Froo Romania Holding S.A. may be increased by the issuance of new shares that will be subscribed only by Zabka International S.à r.l. As a result of this transaction, Zabka International S.à r.l. may increase its share to the maximum level of 85%. The Group is planning to increase its shares in Froo Romania Holding S.A. by issuance of new shares to the level of 85% and the remaining 15% of shares are covered by the put option. As of 30 June 2025, the Group held approximately 78% of the shares of Froo Romania Holding S.A.

The amount of the liability was estimated as the discounted¹ purchase price of 15% shares in the year 2030 based on (i) projected LTM EBITDA post rent and net debt of Froo Romania Holding S.A. as of 30 June 2030² and (ii) the Žabka Group's EV/EBITDA post rent multiple.

¹ Discounted to 30 June 2025
² 30 June 2030 ends the latest calendar quarter before the expected option exercise date of 31 August 2030

Acquisition of izidrop sp. z o.o.

The liability for the put option to buy out non-controlling interests was recognised due to the capital increase of izidrop sp. z o.o. (previously a company fully owned by the Group) on 28 May 2025. After the transaction and as of 30 June 2025 the Group held approximately 60.63% of the shares of izidrop sp. z o.o. The remaining 39.37% of shares in izidrop sp. z o.o. were covered by the put option, according to which the Group submitted an unconditional and irrevocable offer to purchase the remaining 39.37% of shares from the non-controlling shareholder. The first date when the option can be exercised is 31 May 2030. The Group has a call option to acquire the shares of the non-controlling shareholder which can be first exercised on 31 May 2029. At the time the option becomes exercisable, the Group is expected to hold 60.63% of shares in izidrop sp. z o.o.

The amount of the liability was estimated as the discounted³ purchase price of 39.37% shares as of the option exercise year based on (i) projected LTM EBITDA and net debt of izidrop sp. z o.o. as of the option exercise date and (ii) discounted Żabka’s Group EV/EBITDA multiple.

6.8. Trade payables and other financial liabilities

	30.06.2025	31.12.2024
Derivatives	126,522	119,619
Other	70	52
Non-current other financial liabilities	126,592	119,671
Trade payables	2,573,030	2,643,396
related to supplies and services	2,371,847	2,317,535
related to purchase of property, plant and equipment and intangible assets	201,183	325,861
Trade payables covered by reverse factoring	3,189,774	2,736,424
related to supplies and services	3,181,293	2,725,927
related to purchase of property, plant and equipment and intangible assets	8,481	10,497
Non-invoiced liabilities	325,689	308,111
Liabilities related to franchisee deposits	91,843	78,716
Liabilities to the factor (factoring of receivables)	116,433	67,612
Other	66,661	36,470
Current trade payables and other financial liabilities	6,363,430	5,870,729
Total trade payables and other financial liabilities	6,490,022	5,990,400

The derivatives item includes embedded derivatives that are part of virtual Power Purchase Agreements ("vPPAs"), which are hedging instruments in applied cash flow hedge accounting. Details of this item are described in Note 8.1.

Non-invoiced liabilities relate primarily to electricity, marketing and logistics, as well as store and headquarters maintenance.

The other item mainly consists of Group's settlements relating to being an agent in case of some services provided by franchisees: newspaper delivery, lottery services and minor bill payments. In addition, the item other includes liabilities resulting from the incentive scheme described in Note 9.3, in the Consolidated Financial Statements for the year ended 31 December 2024. As at 30 June 2025 the current portion of these liabilities amounted to PLN 15,756 thousand and as at 31 December 2024 PLN 16,607 thousand.

6.9. Refund liabilities

	30.06.2025	31.12.2024
Rebates	381,248	304,300
Right to return the merchandise	17,121	16,698
"Żappka" program	28,287	19,450
Refund liabilities	426,656	340,448

The change in the above positions was influenced by network expansion as well as business seasonality.

³ Discounted to 30 June 2025

7. DEBT AND CAPITAL MANAGEMENT

7.1. Capital Management

The main objective of the Group's capital management is to maintain a good credit rating and safe capital ratios that would support the Group's operating activities and increase the value for its shareholders. The Group is not subject to any externally imposed capital requirements.

The bank loans agreements and bonds are subject to covenants based on consolidated EBITDA, net debt and interest expense. The covenants for the bank loans agreements are tested at the end of each quarter. The covenants for the bonds are tested at the interim basis (first period is 31 December 2025). As at 30 June 2025, all financial covenants were fulfilled. The Group has no indication that it will have difficulty complying with these covenants.

The Group manages the capital structure and introduces changes to it as a result of changes in economic conditions. In order to maintain or adjust the capital structure, the Group may change the dividend payment to shareholders, return capital to shareholders or issue new shares. In the six-month periods ended as at 30 June 2025 and as at 30 June 2024 no changes were made to the objectives, rules and processes in this area.

The Group monitors equity using the leverage ratio, which is the ratio of net debt to total equity plus net debt. The Group's net debt includes interest-bearing loans and borrowings and lease liabilities, less cash and cash equivalents. Equity comprises of equity attributable to owners of the parent. The leverage ratio of the Group is significantly impacted by long-term lease and rental contracts.

Note		30.06.2025	31.12.2024
7.2	Loans and borrowings	4,860,154	4,548,816
	Bank loans	3,839,436	4,531,137
	Bonds	1,005,231	-
	Borrowings	15,487	17,679
6.3	Lease liabilities	5,089,318	4,854,647
	Less cash and cash equivalents	(1,565,421)	(749,578)
Net debt		8,384,051	8,653,885
Equity		1,540,574	1,388,894
Equity and net debt		9,924,625	10,042,779
Leverage ratio		84%	86%

The Group actively manages the level of the leverage ratio as part of liquidity management as described in Note 8.2. The Group monitors liquidity risk with a specific focus on interest payable within the next 12 months and both short and long-term instalments payable. Liquidity is monitored with support of the periodic liquidity planning tool. This tool takes into account the maturity / maturity dates of both liabilities and financial assets (e.g. receivables, other financial assets) and forecast cash flows from operating activities.

7.2. Debt

The reconciliation of changes in liabilities resulting from financing activities is presented below:

	Bank loans	Bonds	Borrowings	Lease liabilities	Total
As at 01.01.2025	4,531,137	-	17,679	4,854,647	9,403,463
Monetary changes					
Cash inflows	1,085,396	1,000,000	-	-	2,085,396
Payment	(2,002,800)	(4,000)	(2,859)	(577,304)	(2,586,963)
Capital repayment	(1,830,133)	-	(2,190)	(397,886)	(2,230,209)
Interest paid *	(172,667)	(4,000)	(669)	(179,418)	(356,754)
Non-monetary changes					
Accrued interest	188,323	9,921	669	179,480	378,393
Exchange differences from valuation**	(10,727)	-	(2)	(4,200)	(14,929)
Expected cash flows changes	48,015	-	-	-	48,015
Other non-monetary changes	92	(690)	-	636,695	636,097
As at 30.06.2025	3,839,436	1,005,231	15,487	5,089,318	9,949,472
Current	481,874	9,921	4,610	810,206	1,306,611
Non-current	3,357,562	995,310	10,877	4,279,112	8,642,861

* Interest paid relating to bonds represents paid transaction costs capitalized as part of amortized cost valuation.

** Exchange differences from valuation relating to bonds include PLN 7.725 thousand recognized in the income statement and PLN (7.725) thousand recognized in OCI. Amounts are equal because bonds have been issued in PLN - presentation currency of the consolidated financial statements by entity with functional currency EUR.

	Bank loans	Bonds	Borrowings	Lease liabilities	Total
As at 01.01.2024	5,196,354	-	22,015	4,012,563	9,230,932
Monetary changes					
Cash inflows	580,000	-	-	-	580,000
Payment	(1,045,536)	-	(3,180)	(510,322)	(1,559,038)
Capital repayment	(798,331)	-	(2,237)	(354,038)	(1,154,606)
Interest paid	(247,205)	-	(943)	(156,284)	(404,432)
Non-monetary changes					
Increase due to acquisition of a subsidiary	31,819	-	-	37,983	69,802
Accrued interest	252,813	-	943	151,108	404,864
Exchange differences from valuation	(6,717)	-	-	(600)	(7,317)
Expected cash flows changes	11,380	-	-	-	11,380
Other non-monetary changes	(1,953)	-	-	809,033	807,080
As at 30.06.2024	5,018,160	-	19,778	4,499,765	9,537,703
Current	240,469	-	3,816	723,996	968,281
Non-current	4,777,691	-	15,962	3,775,769	8,569,422

5. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

6. EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

7. DEBT AND CAPITAL MANAGEMENT

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Other non-monetary changes in lease liabilities result from new lease contracts and from modification and remeasurement of lease contracts to reflect changes in lease payments. Other information on the lease liabilities is presented in Note 6.3.

Detailed information on loans and borrowings agreements is presented in the table below:

Type	Creditor/Obligee	The date of conclusion of the contract	Loan / borrowing amount (in thousands)	Currency	Interest*	Repayment method	Maturity date	Carrying amount	
								30.06.2025	31.12.2024
Bank loan	Bank	14 July 2021	145,542	PLN	WIBOR 6M + margin	semi-annual instalments	30 November 2027	73,994	88,639
Bank loan	Syndicate of banks	9 January 2023	1,926,414	PLN	WIBOR 1M + margin	semi-annual increasing capital instalments starting from 30 June 2024	23 January 2029	1,442,133	1,120,371
Bank loan	Syndicate of banks	9 January 2023	55,819	EUR	EURIBOR 1M + margin	semi-annual increasing capital instalments starting from 30 June 2024	23 January 2029	167,636	179,805
Bank loan	Syndicate of banks	9 January 2023	2,800,000	PLN	WIBOR 1M + margin	one-time repayment	23 July 2029	1,403,130	2,343,787
Bank loan	Syndicate of banks	9 January 2023	130,245	EUR	EURIBOR 1M + margin	one-time repayment	23 July 2029	224,130	446,503
Non-bank borrowing	Financing entity	18 May 2023	19,091	PLN	WIBOR 1M + margin	monthly instalments starting from 25 July 2023	25 June 2028	12,479	14,260
Bank loan	Bank	24 May 2023	309,994	PLN	WIBOR 3M + margin	semi-annual increasing capital instalments starting from 30 June 2024	24 May 2029	264,645	285,820
Bank loan	Bank	24 May 2023	7,500	EUR	EURIBOR 3M + margin	semi-annual increasing capital instalments starting from 30 June 2024	24 May 2029	27,915	29,737
Non-bank borrowing	Financing entity	20 June 2023	4,496	PLN	WIBOR 1M + margin	monthly instalments starting from 15 August 2023	15 July 2028	3,008	3,419
Revolving Facility	Bank	04 July 2024	12,000	EUR	ROBOR/ EURIBOR 1M + margin	daily payments	31 August 2025	24,142	36,475
Bank loan	Syndicate of banks	9 January 2023	50,000	EUR	EURIBOR 1M + margin	one-time repayment	23 July 2029	211,711	-
Bonds	Investors	7 May 2025	1,000,000	PLN	WIBOR 6M + margin	one-time repayment, interest paid twice a year	7 May 2030	1,005,231	-
Total loans and borrowings								4,860,154	4,548,816

* Under the signed bank loan agreements with Syndicate of the banks (Credit facility agreement concluded on 9 January 2023) and Credit facility agreement concluded on 24 May 2023, the Group may choose a one-month, three-month or six-month interest period or another period agreed with the lenders. The interest rate as at 30 June 2025 and as at 31 December 2024 was WIBOR 1M + margin, EURIBOR 1M + margin, WIBOR 3M + margin and EURIBOR 3M + margin.

Credit facility agreement concluded on 9 January 2023

During the first half of 2025, two additional Incremental Facilities have been concluded in relation to the Senior Facilities Agreement:

(a) an Incremental Facility Notice relating to PLN Incremental Facility A, dated 25 April 2025, with a total amount not exceeding PLN 897,991 thousand;

(b) an Incremental Facility Line dated 28 March 2025, with a total amount of EUR 50,000 thousand.

As of the end of the first half of 2025, the Senior Facilities Agreement consists of 11 lines. Each line may be denominated in either PLN or EUR. The interest rate for each line is variable and based on WIBOR or EURIBOR, plus an applicable margin.

During the first half of 2025, the total amount of utilisations under the available lines was PLN 948,509 thousand, and the total amount of repayments (including both - voluntary as well as scheduled repayments) was PLN 1,654,808 thousand.

The Senior Facilities Agreement requires the borrower to comply with specific financial covenants (e.g. leverage ratio and interest coverage ratio) and imposes restrictions on disposals. As at 30 June 2025 and 31 December 2024 the financial ratios were met.

Credit facility agreement concluded on 24 May 2023

Amendment and restatement agreement no. 1 has been concluded on 31 January 2025. Pursuant to this Agreement, the Facility Agreement was amended in particular with regard to:

1. limitation of the collateral catalog to (a) pledges established on shares of direct subsidiaries of the Issuer and shares of Żabka Automatic Logistics sp. z o.o., and (b) guarantees provided by direct subsidiaries of the Issuer and other material subsidiaries;

2. removal of restrictions on, among other things, transfer of funds and disposal of assets between members of the Żabka Group entities;

3. allowing Group members to issue unsecured bonds up to a total amount of PLN 1,000,000 thousand within the existing limits of indebtedness; and

4. change of the interest rate on the financing under the Facility Agreement by reducing the facilities margin by 75 bps, which, taking into account the earlier decrease of the margin from 17 October 2024 by an additional 25 bps in connection with the admission of the Company's shares to trading on the Warsaw Stock Exchange, results in a total decrease of 100 bps of the Facility margin.

The Amendment and restatement Agreement also amended other provisions of the Facility Agreement that do not significantly affect its general terms but, among other things, adjust the content of the Facility Agreement to the situation and the company's current needs.

The Agreement has been fully utilised during the prevoius periods, therefore only scheduled repayments in the amount of PLN 17,090 thousand took place during the first half of 2025.

Security pledges are establisshed in relation to obligations arising from credit agreements which have been concluded by Zabka Group S.A. and other entities from its Group. Taking into account, that both credit agreements concluded by Zabka Group S.A. and Żabka Polska sp. z o.o. (Credit facility agreement concluded on 9 January 2023 as well as Credit facility agreement concluded on 24 May 2023) are referring to the same Intercreditor Agreement dated 9 January 2023, the pledge catalogue is consistent and consists of:(a) pledges established on shares in companies directly dependent on Zabka Group S.A. (it means Żabka Polska sp. z o.o. and Zabka International S.A.) and shares in Żabka Automatic Logistics sp. z o.o. (b) guarantees provided by a company directly limited by Zabka Group S.A. and other companies mentioned in the point (a) above;

Bonds

On 25 March 2025, Zabka Group S.A., acting as the issuer, entered into a Bond Issuance Program Agreement ("Bond Issuance Program") with Żabka Polska Sp. z o.o. as the second issuer, Bank Polska Kasa Opieki S.A. as arranger and dealer, Powszechna Kasa Oszczędności Bank Polska S.A. as arranger and dealer, Santander Bank Polska S.A. as arranger, dealer, and ESG coordinator, and Trigon Dom Maklerski S.A. as dealer. The agreement was concluded for an indefinite period, and under the Bond Issuance Program, Zabka Group S.A. and Żabka Polska sp. z o.o. acquired the ability to issue bonds governed by Polish law for a total maximum amount of PLN 1,000,000 thousand. The purpose of the issuance under the Bond Issuance Program was defined as "general corporate purposes of the Żabka Group companies." The Program allows for the issuance of plain bonds as well as Sustainability-Linked Bonds (SLB).

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On 7 May 2025, under the established Bond Issuance Program, Zabka Group S.A. issued 1,000,000 units of bonds series ZAB0530, each with a nominal value of PLN 1 thousand and a total nominal value of PLN 1,000,000 thousand. The bonds are sustainability-linked in accordance with the standards of the International Capital Market Association ("ICMA") and are secured by a corporate guarantee provided by Żabka Polska sp. z o.o.

Maturity of the bonds is 5 years. The interest rate is variable and based on the 6-month WIBOR benchmark rate, increased by a margin of 150 basis points. On 15 July 2025 the Group introduces the Bonds to the Catalyst Alternative Trading System operated by the Warsaw Stock Exchange.

8. FINANCIAL INSTRUMENTS AND LIQUIDITY MANAGEMENT

8.1. Fair values of financial instruments

The fair value of financial instruments as of the respective reporting dates is presented below:

Item	Level 1	Level 2	Level 3
30.06.2025			
Investments in equity shares	-	-	22,735
Bonds	1,020,000	-	-
Contracts for difference (virtual power purchase agreements)	-	-	(126,522)

Item	Level 1	Level 2	Level 3
31.12.2024			
Investments in equity shares	-	-	22,735
Contracts for difference (virtual power purchase agreements)	-	-	(119,619)

The carrying amount of cash and cash equivalents and short-term bank deposits reflects their fair value due to the short maturity of these instruments.

The carrying amount of trade receivables, other receivables, liabilities and accruals approximates their fair value due to the short payment terms of these instruments.

The carrying amount of bank loans approximates their fair value due to the variable nature of interest rates.

The carrying amount of the option liability to purchase non-controlling interests approximates fair value due to its measurement at the present value of the purchase price.

In the six-month period ended 30 June 2025 and in the six-month period ended 30 June 2024 there were no transfers between level 1 and level 2 of the fair value hierarchy, nor were any of the instruments moved from / to level 3 of the fair value hierarchy.

From 15 July 2025 corporate bonds are traded on Catalyst Alternative Trading System. Fair value of bonds at 30 June 2025 have been determined based on the listings at 15 July 2025. This is the most reliable estimation of fair value (at level 1), the period between 30 June 2025 and 15 July 2025 is short and there is no evidence of any events in this period that could significantly impact the valuation.

For investments in equity shares, the Group estimated the fair value using the multiples method.

The multiples method involves determining the value of an entity based on the valuation of comparable listed companies or on the basis of buy/sell transactions of similar companies in the private market. The Group uses a revenue multiplier for this purpose.

Fair value of derivatives (contracts for difference incorporated into a vPPA)

As at 30 June 2025, the Group held a portfolio of hedging instruments consisting of long-term contracts for difference separated within vPPAs. The Group uses various types of vPPAs – both baseload and pay-as-produce PPAs.

The Group enters into vPPAs, which are hybrid contracts combining a cash-settled commodity swap for the purchase of electricity, classified as a derivative, and a guarantee of origin. The Group uses the guarantees of origin for its own business purposes and applies the own-use exemption. The Group separates derivatives from host contracts and measures them separately. Contracts for difference, which are derivatives measured at fair value, are fully designated for cash flow hedge accounting as hedging instruments.

The key assumption for the valuation model is the value of the expected net cash flows from the contracts for difference, based on the prices in the contracts, forecast electricity prices and forecast energy volumes. The expected cash flows, disclosed below, have been estimated using unobservable inputs – energy price forecasts from an external advisor and, to determine the fair value of the derivative, are then subject to a calibration adjustment so that on initial recognition the result of the valuation technique corresponds to the transaction price.

	up to 6 months	6-12 months	1-5 years	over 5 years	Total - undiscounted
Cash flows determined on the basis of energy price forecasts before calibration (undiscounted) as at 30.06.2025	(11,836)	(10,585)	(60,486)	(30,382)	(113,289)

	up to 6 months	6-12 months	1-5 years	over 5 years	Total - undiscounted
Cash flows determined on the basis of energy price forecasts before calibration (undiscounted) as at 31.12.2024	(7,485)	(5,921)	(61,619)	(21,402)	(96,427)

Derivatives designated for cash flow hedge accounting as at 30 June 2025 and 30 June 2024 are shown in the tables below.

As at 30 June 2025

	Hedged item	Maturity date	Nominal value of the hedging instrument	Carrying amount of the hedging instrument		Changes in the fair value of the hedging instrument used to calculate the ineffectiveness of the hedging strategy	Changes in the fair value of the hedged item used to calculate the ineffectiveness of the hedging strategy	Cash flow hedge reserve (amount in OCI) for the six-month period ended 30 June
				Assets	Liabilities			
Commodity swap	Purchases of electricity at volatile prices	1 May 2023 - 31 December 2033; 27 June 2023 - 31 December 2038	2285 GWh	-	126,522	(126,522)	142,698	(6,903)

As at 30 June 2024

	Hedged item	Maturity date	Nominal value of the hedging instrument	Carrying amount of the hedging instrument		Changes in the fair value of the hedging instrument used to calculate the ineffectiveness of the hedging strategy	Changes in the fair value of the hedged item used to calculate the ineffectiveness of the hedging strategy	Cash flow hedge reserve (amount in OCI) for the six-month period ended 30 June
				Assets	Liabilities			
Commodity swap	Purchases of electricity at volatile prices	May 1, 2023 - December 31, 2033; June 27, 2023 - December 31, 2038	2285 GWh	-	91,856	(91,856)	98,766	(71,463)

The sensitivity analysis carried out by the Group showed that a potential increase/decrease of 10% in electricity prices used for the measurement of derivatives hedging electricity price risk, with the other parameters of the valuation model unchanged, would result in a change in the fair value of these instruments affecting the amount of equity as at 30 June 2025 by PLN 45,644 thousand (as at 31 December 2024 by PLN 42,724 thousand), in case of an increase of 10% or PLN (42,051) thousand (as at 31 December 2024 by PLN (42,963) thousand), in case of a decrease of 10% and the financial result by PLN 0 thousand (as at 30 June 2024 by PLN 1,417), in case of an decrease of 10% or PLN (3,258) thousand (as at 30 June 2024 by PLN (5,369)), in case of a increase of 10%.

The table below shows changes in the hedge reserve in equity:

For the six-month period ended 30 June				2025			2024		
	Before tax	Tax	After tax	Before tax	Tax	After tax	Before tax	Tax	After tax
Cash flow hedge reserve at the beginning of the period									
- energy price risk	(119,618)	22,727	(96,891)	(18,975)	3,605	(15,370)			
Effective portion of profits/ (losses) on hedging instruments	(13,529)	2,571	(10,958)	(79,745)	15,152	(64,593)			
Reclassification to the statement of profit or loss, adjusting:									
- Operating costs	6,626	(1,259)	5,367	8,282	(1,574)	6,708			
Cash flow hedge reserve at the end of the period									
- energy price risk	(126,521)	24,039	(102,482)	(90,438)	17,183	(73,255)			

8.2. Liquidity

Liquidity risk
The Group monitors liquidity risk by using the periodical liquidity planning tool. This tool takes into account maturity / maturity dates of both liabilities and financial assets (e.g. accounts receivable, other financial assets) and forecast cash flows from operating activities.

As part of its liquidity management, the Group uses reverse factoring agreements in relation to its liabilities, under which it submits for factoring invoices relating to purchases from selected suppliers as well as a factoring agreement with regard to its receivables, under which it submits sales invoices for selected franchisees for factoring.

The Group minimises the liquidity risk resulting from the use of reverse factoring agreements by selecting reliable, long-term partners who are also lenders in syndicated agreements and by diversifying them (10 financial institutions, the involvement of none of them exceeds 20%). In line with market practice, reverse factoring agreements are entered into by the Group for an indefinite period (with one month's notice) or with a term of up to 12 months. Since the launch of the factoring programme in 2017, no financial institution has terminated its cooperation with the Group in this area (none of the agreements have been terminated). The Management assumes that the Group will be able to use the concluded factoring agreements for at least the next 12 months to the same extent as at the end of the reporting date.

The Group maintains unused factoring limits, an unused overdraft limit and an unused investment loan limit, which totalled PLN 838,629 thousand as at 30 June 2025 and PLN 1,555,582 thousand as at 31 December 2024.

As part of the working capital management, the Group also uses a factoring agreement for its receivables, under which it factors sales invoices for selected franchisees.

The amount of receivables financed by the factor as at 30 June 2025 amounted to PLN 153,543 thousand, as at 31 December 2024: PLN 202,387 thousand.

In order to improve Group's liquidity sale and leaseback transactions are entered into.

The tables below present the Group's financial liabilities as at 30 June 2025 and as at 31 December 2024 by maturity based on contractual undiscounted payments.

Note	Item	up to 6 months	6-12 months	1-5 years	over 5 years	Total - undiscounted	Total - carrying amount
7.2	Loans and borrowings	(391,737)	(419,088)	(5,301,669)	-	(6,112,494)	(4,860,154)
	Bank loans	(355,651)	(383,542)	(4,026,340)	-	(4,765,533)	(3,839,436)
	Bonds	(33,170)	(32,630)	(1,263,380)	-	(1,329,180)	(1,005,231)
	Borrowings	(2,916)	(2,916)	(11,949)	-	(17,781)	(15,487)
6.3	Lease liabilities	(667,953)	(568,528)	(3,526,504)	(1,824,177)	(6,587,162)	(5,089,318)
6.7	Liability for a written put option over non-controlling interest	(26,386)	-	(43,540)	(175,091)	(245,017)	(115,349)
6.8	Trade payables and other financial liabilities	(6,355,332)	(22,205)	(161,470)	(118,347)	(6,657,354)	(6,490,022)
	Trade payables	(2,573,030)	-	-	-	(2,573,030)	(2,573,030)
	Trade payables covered by reverse factoring	(3,189,774)	-	-	-	(3,189,774)	(3,189,774)
	Contracts for difference (virtual power purchase agreements)*	(16,854)	(16,212)	(113,472)	(91,015)	(237,553)	(126,522)
	Other	(575,674)	(5,993)	(47,998)	(27,332)	(656,997)	(600,696)
	Balance at the end of the period - 30.06.2025	(7,441,408)	(1,009,821)	(9,033,183)	(2,117,615)	(19,602,027)	(16,554,843)

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Note	Item	up to 6 months	6-12 months	1-5 years	over 5 years	Total - undiscounted	Total - carrying amount
7.2	Loans and borrowings	(347,941)	(345,989)	(5,366,210)	-	(6,060,140)	(4,548,816)
	Bank loans	(330,139)	(343,199)	(5,366,861)	-	(6,040,199)	(4,531,137)
	Borrowings	(17,802)	(2,790)	651	-	(19,941)	(17,679)
6.3	Lease liabilities	(610,481)	(537,604)	(3,407,982)	(1,748,979)	(6,305,046)	(4,854,647)
6.7	Liability for a written put option over non-controlling interest	(27,811)	-	-	(188,977)	(216,788)	(98,815)
6.8	Trade payables and other financial liabilities	(5,838,231)	(18,691)	(161,879)	(122,207)	(6,141,008)	(5,990,400)
	Trade payables	(2,643,396)	-	-	-	(2,643,396)	(2,643,396)
	Trade payables covered by reverse factoring	(2,736,424)	-	-	-	(2,736,424)	(2,736,424)
	Contracts for difference (virtual power purchase agreements)*	(13,119)	(10,939)	(114,648)	(87,619)	(226,325)	(119,619)
	Other	(445,292)	(7,752)	(47,231)	(34,588)	(534,863)	(490,961)
Balance at the end of the period - 31.12.2024		(6,824,464)	(902,284)	(8,936,071)	(2,060,163)	(18,722,982)	(15,492,678)

*The undiscounted cash flows relating to power purchase contracts for difference have been presented by taking into account the calibration used in the fair value valuation technique for these hedging instruments based on unobservable inputs so that on initial recognition the result of the valuation technique corresponds to the transaction price.

9. OTHER NOTES

9.1. Contingent liabilities

Pursuant to the information presented in Note 7.2, a registered pledge for the benefit of the banking syndicate has been established over shares in direct subsidiaries of Zabka Group S.A.

Tax settlements

Tax settlements and other areas of activity subject to regulations (e.g. customs or foreign exchange matters) may be the subject of control of administrative authorities, which are authorised to impose high penalties and sanctions. The lack of reference to established legal regulations in Poland results in the occurrence of ambiguities and inconsistencies in the applicable provisions. Frequently occurring differences in opinions as to the legal interpretation of tax regulations, both within government bodies and between government bodies and companies, create uncertainties and conflicts. Due to the above, the tax risk in Poland is significantly higher than that usually existing in countries with a more developed tax system.

Tax settlements may be inspected for a period of 5 years, starting from the end of the year in which the tax was paid. As a result of the inspections, the current tax settlements of the Group may be increased by additional tax liabilities. As at 30 June 2025, Żabka Polska was in the process of a corporate income tax audit for 2022. The audit is at an early stage and the outcome is not yet known. The Group believes that no additional provision for tax risks was required as at 30 June 2025 or 31 December 2024.

9.2. Pillar Two

The Group is within the scope of the OECD/EU Pillar Two rules. Pillar Two legislation has been enacted in the jurisdictions in which the Group operates. The Ultimate Parent Entity (i.e. Zabka Group S.A.) is located in Luxembourg. The legislation came into effect for the Group's financial year beginning on 1 January 2025.

Under the legislation, the Group is liable to pay a top-up tax for the difference between its Pillar Two effective tax rate per jurisdiction and the 15% minimum tax rate.

The Group performed an impact assessment of the OECD transitional safe harbour rules (as transposed into national legislation). The Group concluded that all jurisdictions where the Group has a presence are expected to meet one of the transitional safe harbours. Hence, the Group did not recognise any Pillar Two current tax for the period.

The Group applies the IAS 12 exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

9.3. Share-based payments

The table below presents all the outstanding shares under the incentive programs introduced by the Group.

Maximum number of shares to be vested	LTIP	IPO Awards
As at 01.01.2025	21,069,739	3,871,125
Granted during the period	-	9,765
Forfeited during the period	(279,069)	(194,835)
Vested during the period	-	-
Outstanding but not vested at 30.06.2025	20,790,670	3,686,055

The expense has been recognized for the six-month period ended 30 June 2025 as follows:

	LTIP	IPO Awards
Revenue	-	(22,373)
Cost of sales	(4,709)	(7,694)
Marketing costs	(891)	(258)
Costs of technology, innovation and development	(22,161)	(2,197)
General and administrative costs	(35,799)	(2,457)
Total	(63,560)	(34,979)

9.4. Transactions with related parties

The tables below present transactions with related entities for particular period:

	Other related parties	Total
Transactions in the period 01.01.2025 - 30.06.2025	-	-
Interest income	-	-
As at 30.06.2025	-	-
Loans granted and other receivables	-	-
	Other related parties	Total
Transactions in the period 01.01.2024 - 30.06.2024	7,175	7,175
Interest income	7,175	7,175
As at 31.12.2024	-	-
Loans granted and other receivables	-	-

During the six-month period ended 30 June 2025 the Group granted new loans to other related parties in the amount of PLN 0 thousand (in the six-month period ended 30 June 2024: PLN 45,085 thousand).

The terms of transactions between related entities were not more favourable than the terms of similar transactions possible to be carried out on market terms with unrelated entities.

9.5. Events after the reporting date

On 15 July 2025 the Group introduced the Bonds to the Catalyst Alternative Trading System operated by the Warsaw Stock Exchange.

On 31 July 2025 the Group drew a tranche of PLN 100,000 thousand from the PLN Incremental Facility A (under the Senior Facilities Agreement dated 9 January 2023).

On 31 July 2025 the Group voluntary repaid PLN 110,000 thousand from the PLN Facility A (under the Senior Facilities Agreement dated 9 January 2023).

In July 2025, the Board of Directors resolved to implement the buyback programme to meet obligations arising from the LTIP 2025-2027. Maximum pecuniary amount allocated to the buyback is PLN 130,000 thousand and the maximum number of shares to be acquired 4,200 thousand.

Responsibility Statement

Luxembourg, 5 August 2025

Zabka Group Société anonyme
Rue Jean Monnet 2, L – 2180 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B263068

RESPONSIBILITY STATEMENT

The Board of Directors of Zabka Group Société anonyme (the “**Company**”) confirms that, to the best of its knowledge:

The Interim Condensed Consolidated Financial Statements for the six-month period ended 30 June 2025 prepared in accordance with the IFRS Accounting Standards as adopted by the European Union (IFRS) and Standalone Financial Statements prepared in accordance with Generally Accepted Accounting Principles in Luxembourg, give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Company and the undertakings included in the consolidation taken as a whole, and that the Management Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Approved by the Board of Directors on its behalf by:

Krzysztof Krawczyk
Chairman of the Board of Directors

Tomasz Suchański
Group Chief Executive Director

Report on review of interim condensed consolidated financial information

To the Shareholders of
Zabka Group S.A.
2, rue Jean Monnet
L-2180 Luxembourg

Introduction

We have reviewed the accompanying condensed consolidated financial statements of Zabka Group S.A. and its subsidiaries (the "Group") as of 30 June 2025, which comprise the interim condensed consolidated statement of financial position as at 30 June 2025, the related interim condensed consolidated statement of profit or loss and other comprehensive income, the interim condensed consolidated statement of changes in equity, the interim condensed consolidated statement of cash flows for the six-month period then ended and a summary of material accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of this interim consolidated condensed financial information in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting as adopted by the European Union ("IAS 34"). Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with IAS 34 as adopted by the European Union.

Ernst & Young
Société anonyme
Cabinet de révision agréé



Alban Aubrée

Luxembourg, 5 August 2025

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