

Execution of a senior facilities agreement regarding the refinancing of the indebtedness of the Issuer's capital group

Legal basis: Article 17 sec. 1 of MAR – inside information.

Zabka Group SA with its registered office in Luxembourg (the “**Company**” or the “**Issuer**”), announces that on 9 September 2025 an English law-governed senior facilities agreement was executed between Żabka Polska sp. z o.o., as borrower and guarantor, the Company and Zabka International S.à r.l., as guarantors, ING Bank N.V., London Branch, as agent and security agent, and a syndicate of financial institutions as lenders (the “**Senior Facilities Agreement**”), providing for the granting of:

- (i) term loan facilities in the amounts of approx. PLN 800 million and approx. EUR 13 million, maturing on 30 June 2031;
- (ii) term loan facilities in the amounts of approx. PLN 1,451 million and EUR 50 million, maturing on 30 September 2031;
- (iii) a revolving credit facility in the amount of PLN 500 million, maturing on 30 June 2031 (the above together as the “**Facilities**” and each individually a “**Facility**”); and
- (iv) an initial incremental facility in the amount of PLN 512 million, maturing on 30 June 2031 (the “**Incremental Facility**”, together with the Facilities referred to as the “**Financings**”).

The conclusion of the Senior Facilities Agreement is related to the refinancing of the indebtedness of the Issuer's capital group (the “**Group**”), leading to a reduction in its servicing costs and an extension of its maturity dates.

Each Facility and the Incremental Facility bear interest at a variable interest rate determined on the basis of a base rate being the WIBOR reference rate for the Facilities denominated in PLN and for the Incremental Facility or the EURIBOR reference rate for the Facilities denominated in EUR, increased by a fixed margin, which may be adjusted depending on changes in financial ratios and achievement of ESG indicators specified in the Senior Facilities Agreement.

The Senior Facilities Agreement contains a number of representations, covenants, and events of default standard for agreements of this type (in particular concerning the maintenance of required levels of the financial leverage ratio and the interest coverage ratio).

The proceeds from the Financings will be applied towards, among others (1) the refinancing of all obligations arising from the existing senior facilities agreement dated 9 January 2023, as amended, entered into, among others, the Company, Żabka Polska sp. z o.o. and ING Bank N.V., London Branch and a syndicate of financial institutions (the “**Existing Senior Facilities Agreement**”) and paying any breakage costs, redemption premium and other fees, costs and expenses payable in connection with such refinancing; and (2) the financing or refinancing of

the working capital and general corporate needs of the companies of the Group.

The Senior Facilities Agreement will be secured by the following collateral:

- a) a registered and financial pledge agreement over the shares in Żabka Polska sp. z o.o. governed by Polish law;
- b) a share pledge agreement over the shares in Zabka International S.à r.l. governed by Luxembourg law; and
- c) a submission to enforcement statement governed by Polish law.

As a result of entering into the Senior Facilities Agreement, the facilities margin applicable to senior debt will be lowered, which will consequently lower interest payments related to the servicing of the Group's debt in subsequent periods. Furthermore, under the Senior Facilities Agreement, the previously permitted bond issuance limit for Group members has been increased by PLN 1 billion to a total of PLN 2 billion, within existing indebtedness limits.

The availability of the Facilities and the Incremental Facility is subject to the satisfaction of standard conditions precedent applicable to disbursements in transactions of this type.