

# **żobko** group

## **Investor Presentation**

May 2025

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## Agenda



Introduction to Żabka Key Investment Highlights 3 Consistent, Profitable Growth and Highly Attractive Financial Profile **Multiple, Tangible Drivers of Future Growth** Q1 2025 Results Appendix: Q1 2025 Results **Appendix: Supporting slides** 





1

# Introduction To Żabka

# Żabka is the Ultimate Tech-powered Convenience Ecosystem



# Serving time-sensitive consumers across physical and digital channels...

- Leading convenience network of over 11k+ stores
- Open every waking hour
- ~17m consumers live within 500 meters of stores<sup>1</sup>
- ~4.1m daily transactions<sup>2</sup>
- Al-powered technology backbone at the core of Żabka's success
- Żappka consumer app gateway to the Ultimate Tech-powered Convenience Ecosystem
- PLN 27.3bn Sales<sup>3</sup> (FY 2024)
  Adjusted EBITDA with 12.8% margin<sup>4</sup>
  (FY 2024)



Ultimate Convenience

34%

of consumers willing to pay significantly more to save time<sup>5</sup> 24%

higher average weekly working hours vs. Western Europe<sup>6</sup>

Digital Engagement 68%

of Polish population using retailer apps<sup>7</sup>

85%

of Polish population using grocery loyalty schemes<sup>8</sup>

Responsible Choices

66%

believe companies should be more responsible<sup>9</sup> 58%

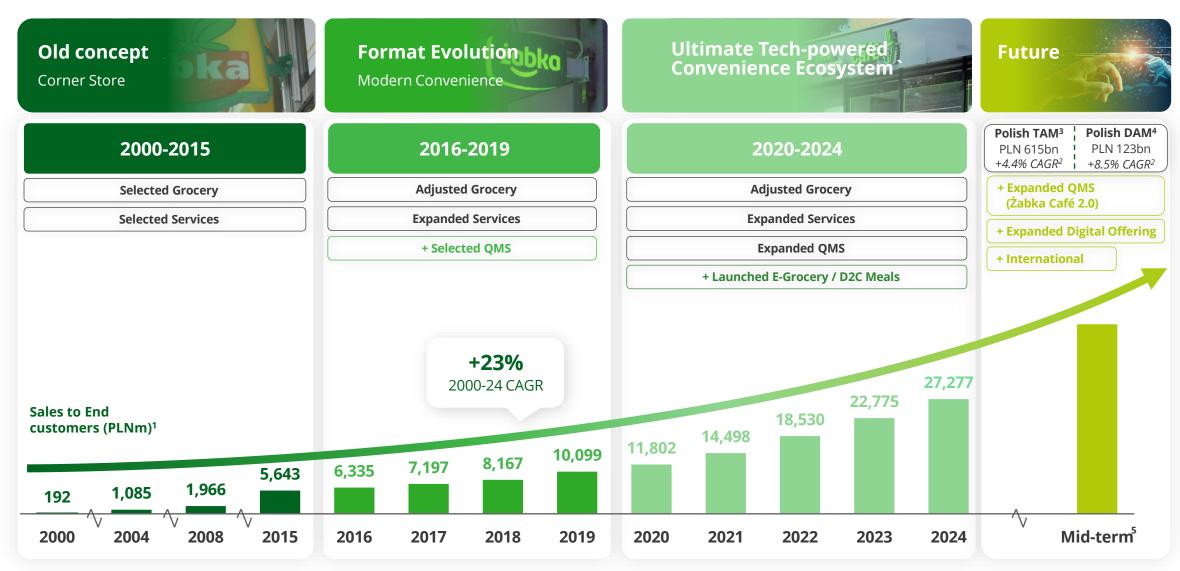
consider packaging when choosing products<sup>9</sup>

Source: Company information. <sup>1</sup> Internal company analysis. <sup>2</sup> 2024 average. <sup>3</sup> Represents Żabka sales to end customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-comm and does not represent Company's reported revenue. <sup>4</sup> Adjusted EBITDA margin calculated using Sales to end customers. <sup>5</sup> Based on OC&C analysis. <sup>6</sup> Based on OECD, average of France, UK, Germany for 2023. <sup>7</sup> Based on GfK. <sup>8</sup> Based on PMR. <sup>9</sup> Strongly agree and agree; OC&C Survey, OC&C analysis 2023-204 on Żabka Consumer Segments (CAS).



#### Constantly Innovating Convenience for 25+ years





Source: Company information, OC&C Market Report. Notes: <sup>1</sup> Represents Żabka sales to the end customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-comm and does not represent Company's reported revenue. <sup>2</sup> Refers to 2024-28E CAGR. <sup>3</sup> Total Addressable Market refers to all market spend in Physical Grocery, Health & Beauty, Convenience Services, Foodservice, eGrocery and Dietary/D2C catering. <sup>4</sup> Directly Addressable Market that are addressable by modern convenience with fully penetrated store networks. <sup>5</sup> In line with Żabka's mid-term targets to more than double Sales to End Customers vs 2023





2

**Key Investment Highlights** 

#### Key Investment Highlights

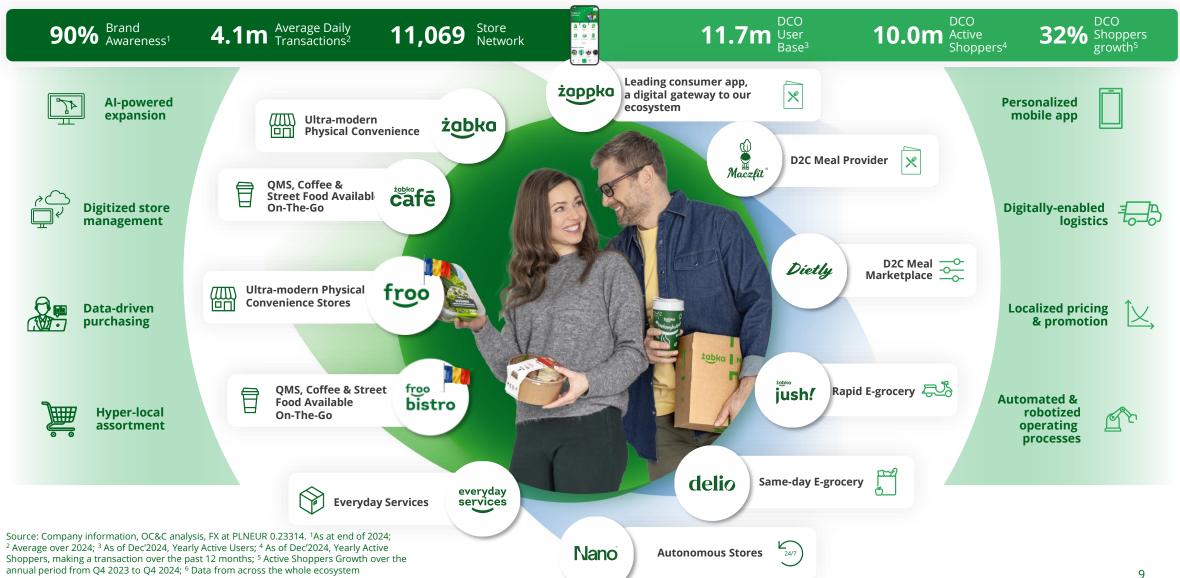


- 1 Ultimate Tech-powered Convenience Ecosystem disrupting a PLN615bn+ Polish TAM
- **2** Engaging time-constrained consumers through a differentiated proposition
- **3** Operating at the intersection of three consumer megatrends: Ultimate Convenience, Digital Engagement and Responsible Choices
- 4 Over 25 years of consistent profitable growth of >20% sustaining a leading profit margin, payback and cash conversion
- **5** Multiple, tangible drivers of future growth in core Polish market
- **6** Entry into highly attractive adjacent Romanian market with substantial untapped TAM
- 7 Visionary, dynamic and highly experienced management team with strong track record of delivery

#### Ultimate Tech-Powered Convenience Ecosystem Touching Consumers' Every Waking Hour

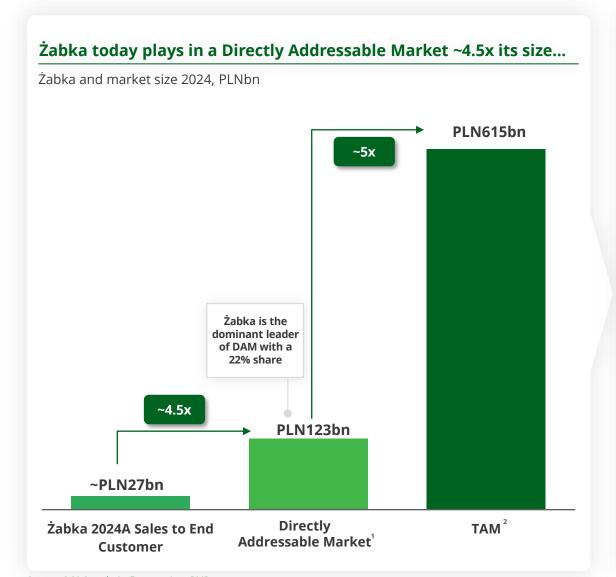


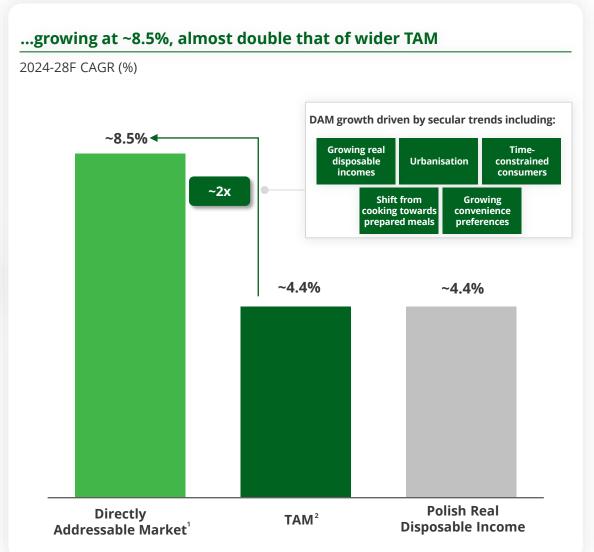
**Physical Channels Digital Channels** 



# Żabka's Polish TAM is Expected to Grow at a Healthy ~4.4% and its DAM at Almost Double the Rate





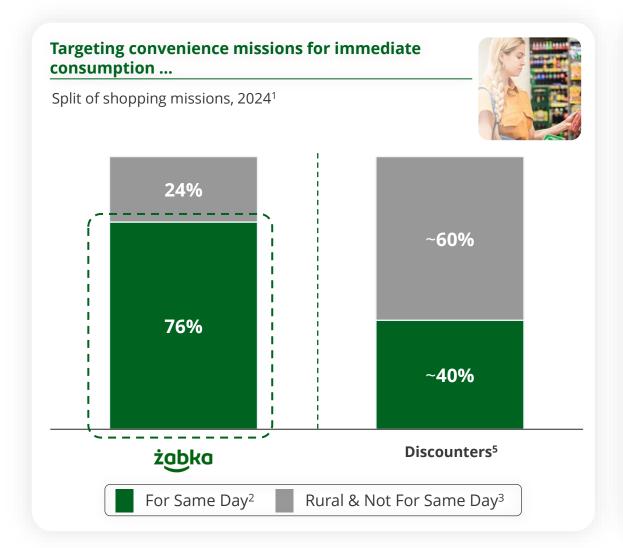


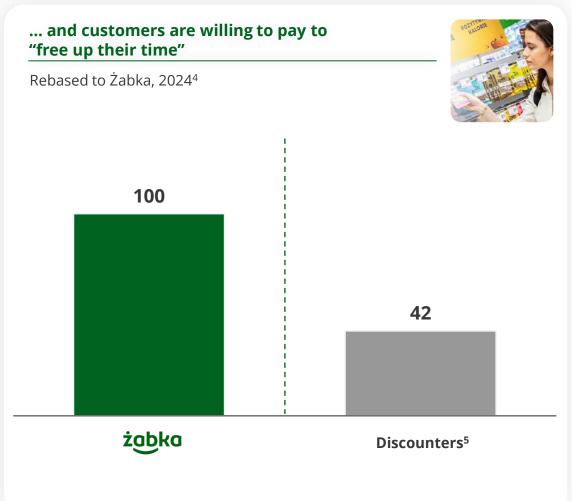
Source: OC&C analysis; Euromonitor; PMR

Note: All TAM numbers are incl. sales tax; <sup>1</sup> Directly Addressable Market: Physical: Missions that are potentially addressable by modern convenience with fully penetrated store networks, all e-grocery and D2C Dietary Catering; <sup>2</sup> Refers to all market spend in physical grocery, Health & Beauty, Convenience Services, Foodservice, eGrocery and Dietary/D2C catering

#### Targeting a Distinctive Mix of Shopping Missions





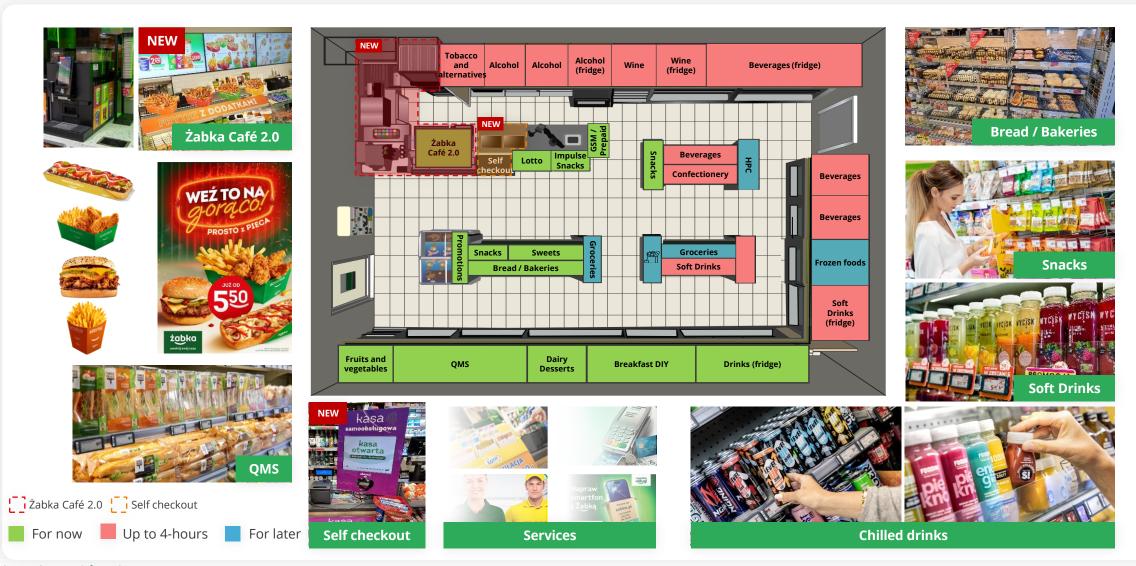


Source: Customer NPS survey, OC&C Market Report, consumer survey based on N=5,013 participants with 186 Żabka respondents. Notes: <sup>1</sup> Based on OC&C analysis. <sup>2</sup> Urban only (locations with population >20k). <sup>3</sup> Rural includes only villages with population <20k. <sup>4</sup> As of March-2024. <sup>5</sup> Includes Biedronka and Lidl.



#### Stores Tactically Designed for On-the-Go Consumption





Source: Company information.

## QMS is at the Core of Żabka's Differentiated Proposition



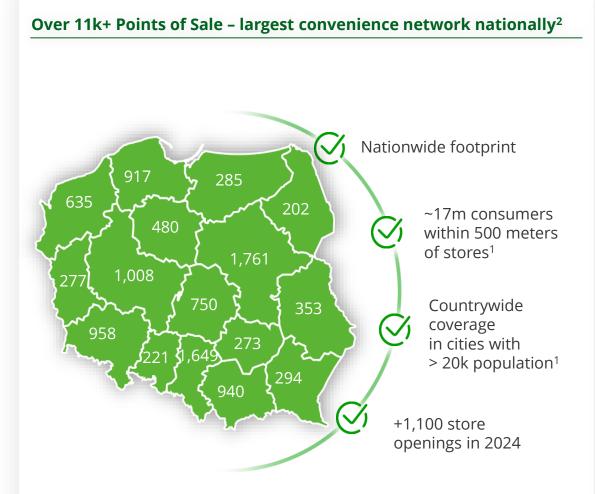


Source: Company information. (1) Respectively as of 2012, 2016 and 2024. (2) As of Dec24. (3) Unique products, excluding combo deals (e.g. Chrupbox variations). (4) In 2024. (5) CAGR 2021-2024



# Engaging Close to 40m Consumers Nationwide Across over 11k+ Points of Sale





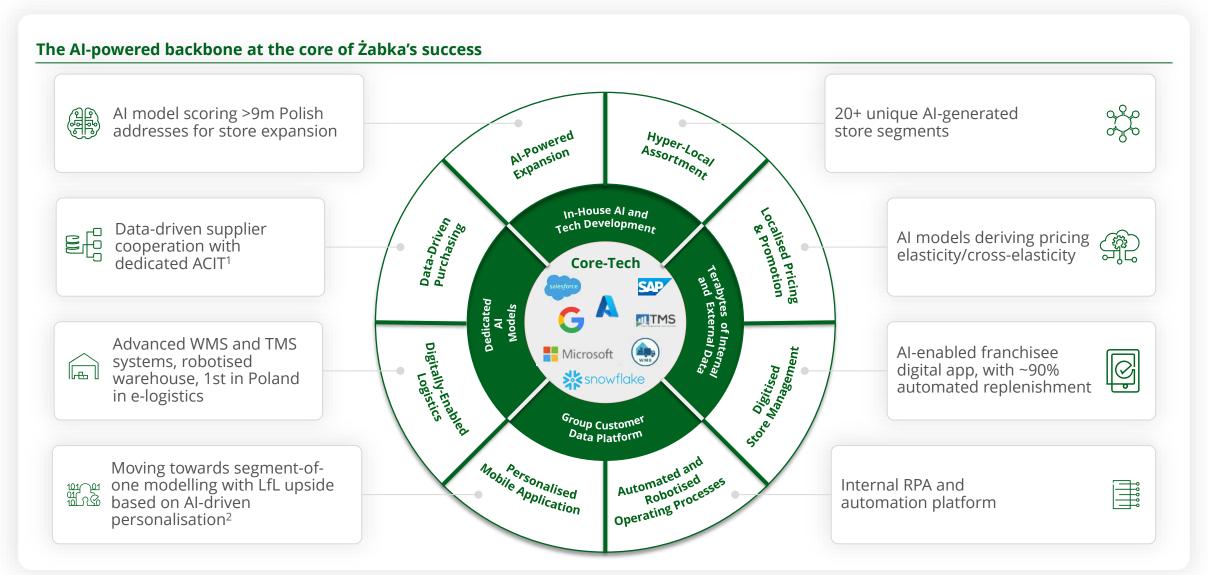


Source: Company information. Note: Number of stores and split across cities reflected as of Dec 2024. 1 Based on company analysis. 2 Based on number of stores.



## Leveraging AI, Data and Technology in all Core Operating Processes









#### Easily Scalable Fully Franchised Operating Model





#### **Select proof points**

~9.4k

# of Franchisees<sup>1</sup>

>2.4k

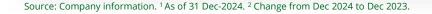
Franchisees recruited in 2024

+7 pts NPS increase

For FY 2024<sup>2</sup>

Attractive revenue profile & profitability

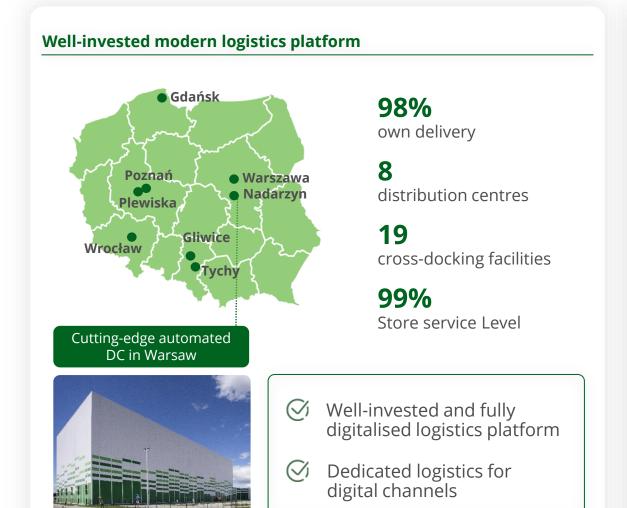
vs. benchmarks





# Nationwide Logistics Platform and Dedicated Centralised Procurement Function







Source: Company information. <sup>1</sup> Retailer of the Year – chosen by suppliers, award granted by European Conferences United; survey conducted by Nielsen IC. <sup>2</sup> Covers all audits for the company. <sup>3</sup> Retailer of the Year – chosen by suppliers, award granted by European Conferences United; survey conducted by Nielsen IC.



## ESG Embedded at the Core of Żabka's Strategy





# **ESG** agenda integrated throughout the organization

#### 10

ESG-themed framework policies executed at Group level incl. ESG Framework

#### **Ahead of target**

ESG Index result for 2024 delivered at 1,1 level

#### **CSRD** early adopter

The Group voluntarily utilized the CSRD and ESRS standards as the foundation for the 2024 sustainability reporting

We create value by making people's lives easier and by allowing them to free up their time, while promoting sustainable living for everyone, every day.



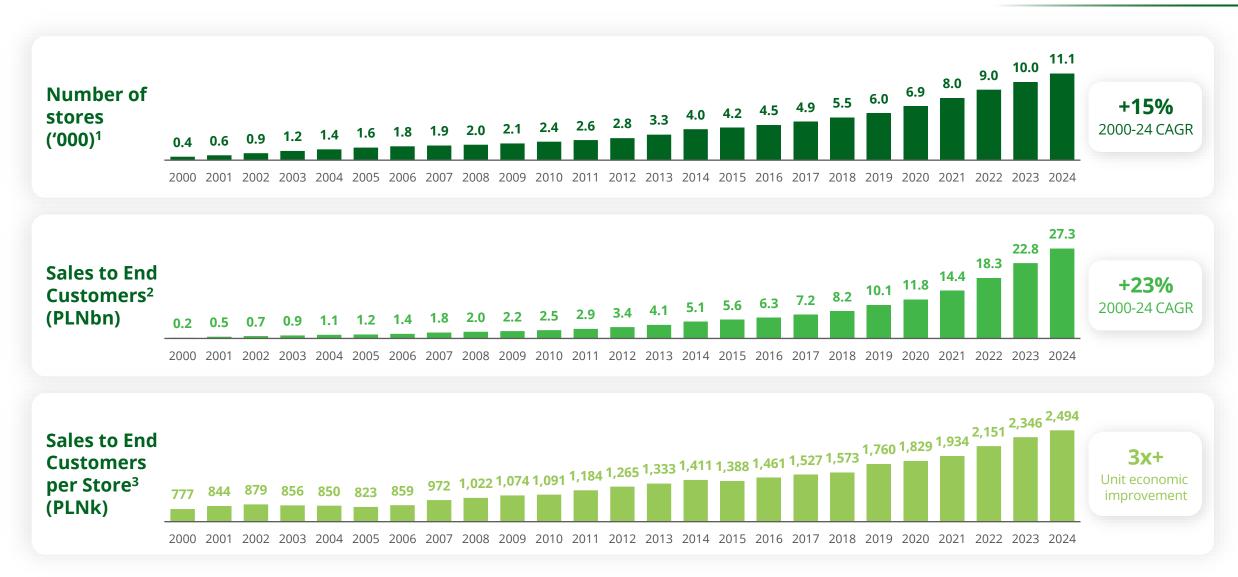


3

# CONSISTENT, PROFITABLE GROWTH AND HIGHLY ATTRACTIVE FINANCIAL PROFILE

## Uninterrupted +25-years Track Record of Top-line Growth





Source: Company information.

Note: Top-line refers to Sales to End Customers and not revenue. <sup>1</sup> Number of stores as of year-end. <sup>2</sup> Represents Total Group's Sales to End Customers and does not represent company reported revenue. <sup>3</sup> Calculated using average number of stores for the period for Polish store network, for simplification the metric reflects total StEC



#### Overview of Historical Income Statement



Selected KPIs (PLNm)	2021	2022	2023	2024	% Sales to End Customers			
					2021	2022	2023	2024
Sales to End Customers¹	14,498	18,530	22,775	27,277				
% Growth	22.8%	27.8%	22.9%	19.8%				
P&L (PLNm)								
Revenue	12,493	16,003	19,806	23,797	86.2%	86.4%	87.0%	87.2%
% Growth	22.6%	28.1%	23.8%	20.2%				
Cost of Sales	(10,120)	(13,014)	(16,273)	(19,406)	-69.8%	-70.2%	-71.5%	-71.1%
Gross Profit	2,374	2,989	3,533	4,391	16.4%	16.1%	15.5%	16.1%
Marketing Costs	(134)	(212)	(225)	(267)	(0.9%)	(1.1%)	(1.0%)	(1.0%)
SG&A	(222)	(317)	(329)	(461)	(1.5%)	(1.7%)	(1.4%)	(1.7%)
Technology, Innovation and Development	(124)	(178)	(230)	(286)	(0.9%)	(1.0%)	(1.0%)	(1.0%)
Other Costs	(12)	52	(9)	(14)	(0.1%)	0.3%	0.0%	(0.1%)
Reported EBITDA	1,882	2,335	2,740	3,363	13.0%	12.6%	12.0%	12.3%
Adjustments	105	84	94	142	0.7%	0.5%	0.4%	0.5%
Adjusted EBITDA <sup>2</sup>	1,986	2,419	2,834	3,505	13.7%	13.1%	12.4%	12.8%
D&A	(915)	(1,115)	(1,359)	(1,704)	(6.3%)	(6.0%)	(6.0%)	(6.2%)
EBIT	966	1,220	1,380	1,659	6.7%	6.6%	6.1%	6.1%
Adjusted Net profit <sup>3</sup>	580	452	430	714	4.0%	2.4%	1.9%	2.6%
Reported Net profit	495	384	356	593	3.4%	2.1%	1.6%	2.2%

#### Sales to End Customers<sup>1</sup>

- >1,100 new stores per annum, combined with double-digit LfL growth
- Al-enabled store roll-out strategy, ensuring high quality locations
- LfL driven by winning customer proposition, expansion of product offering and store format initiatives driving traffic and customer satisfaction, supported by use of AI (e.g. pricing, assortment); and dynamic performance monitoring

#### **Robust Gross Margin**

 Driven by (i) trade terms improvement with suppliers, (ii) pricing and promotion and (iii) development of customer proposition (e.g. expansion of QMS offering; achieved despite high inflation, increasing energy costs, development of DCO and investment in franchisees

#### **Resilient Profitability**

 Robust Adjusted EBITDA<sup>2</sup> margins despite investment in Digital Customer Offering in 2022 and high inflation / energy cost in 2023

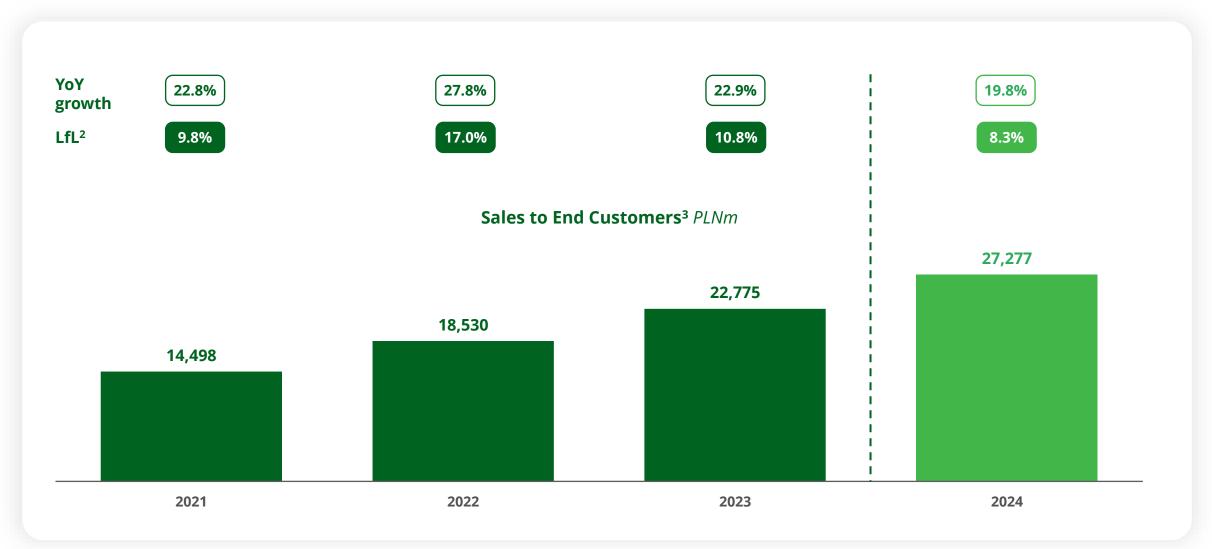
<sup>&</sup>lt;sup>1</sup> Represents Zabka Sales to End Customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-Comm and does not represent company reported revenue. <sup>2</sup> Adjusted EBITDA calculated as EBITDA pre Rent and margins calculated based on Sales to End Customers. 3 The adjusted Net profit includes Net profit plus EBITDA adjustments (e.g in 2024 mainly IPO costs) net of tax effect. For 2021-2022 we have not tracked nor published this metric so it has been calculated as reported profit increase by netted amount adjustments for the respective year



Source: Company Information

## In the Last 4 Years, LfL Contributed ~50% of Total Top-line Growth<sup>1</sup>





Source: Company Information.

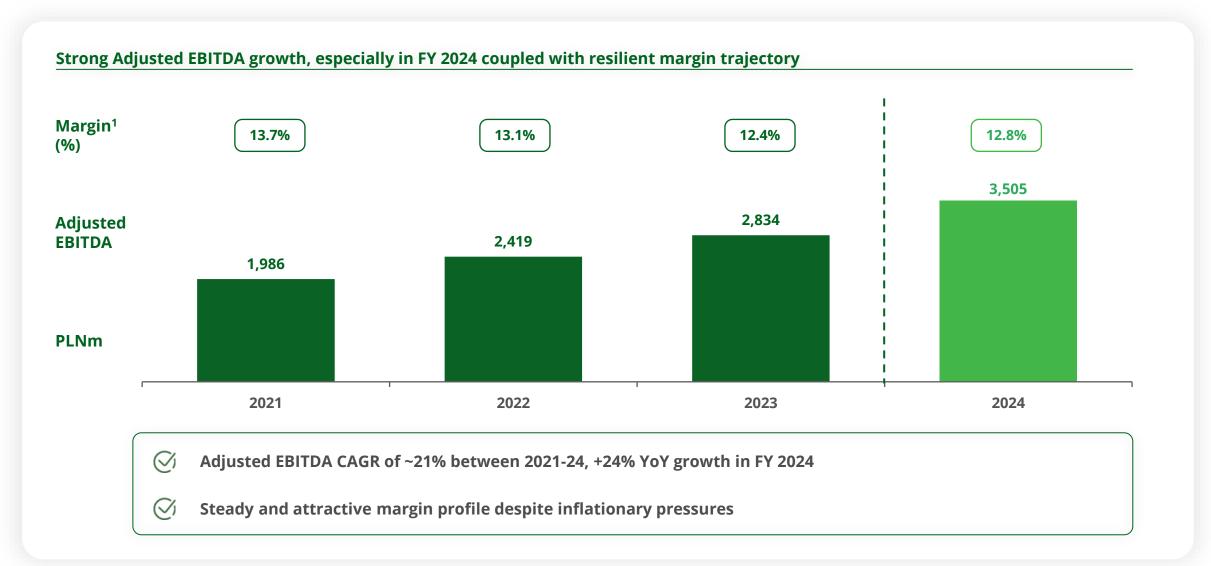
<sup>&</sup>lt;sup>3</sup> Represents Żabka sales to the end customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-comm and does not represent Company's reported revenue.



<sup>&</sup>lt;sup>1</sup> Contribution of LfL related growth to total growth for 2019-2024 FY. <sup>2</sup> Lfl defined as comparison of daily receipt sales figures in Zabka stores operating on the same day of both the current and the previous period.

## Outstanding Financial Profitability





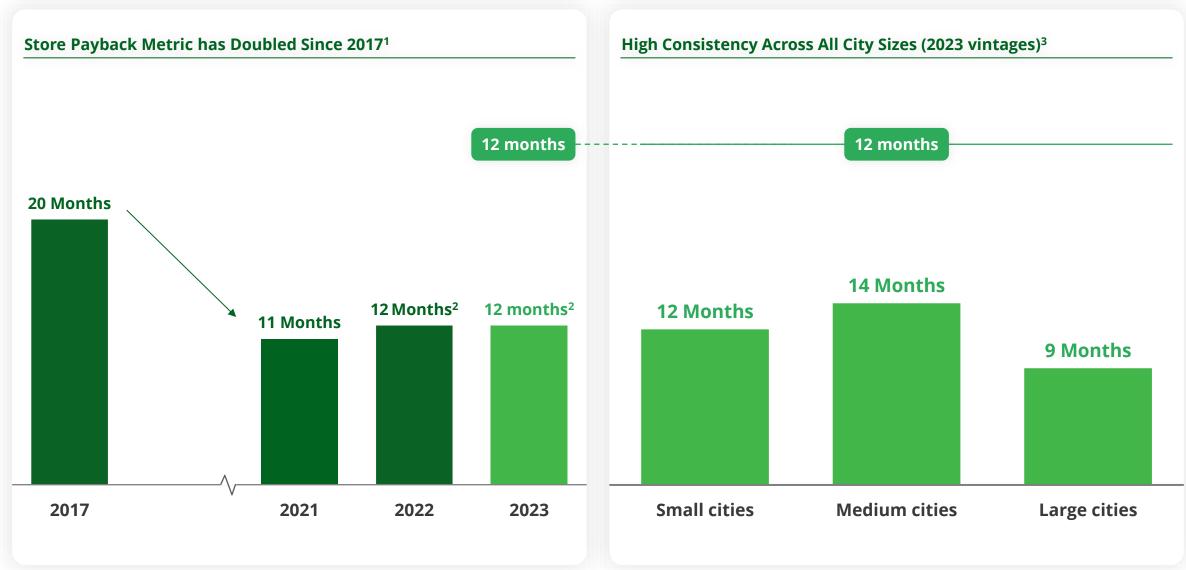
Source: Company Information.



<sup>&</sup>lt;sup>1</sup> Margin calculated based on Sales to End Customers

## Relentless Focus on Driving Payback





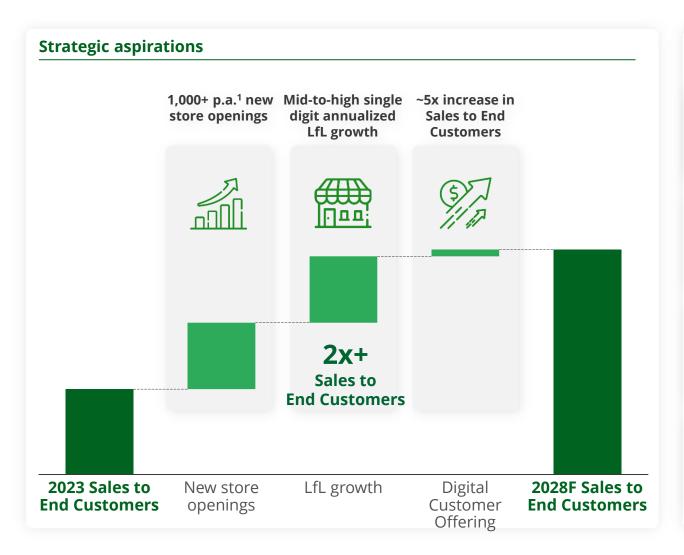
Source: Company Information.

<sup>&</sup>lt;sup>1</sup> Payback calculated based on cumulative store contribution post rent and franchise cost and includes estimated net working capital impact. <sup>2</sup> 2022-2023 payback period excludes Capex for MerryChef rollout excluding a small number of stores that have not matured yet <sup>3</sup> Small cities (<50k population), medium cities (50-300k population), large cities (Poznan, Cracow, Lodz, Silesia, Tricity, Warsaw, Wroclaw).



# We Remain on Track to Deliver on Our Long-term Strategy of Doubling Sales to End Customers between 2023 – 2028



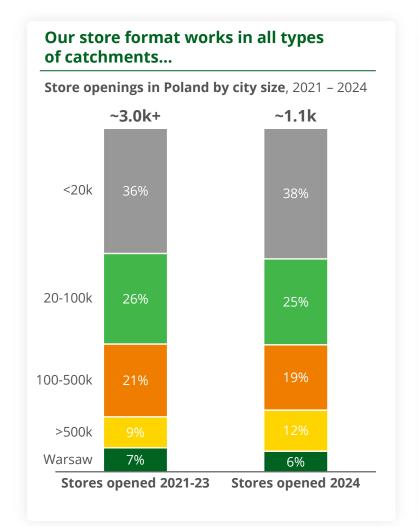




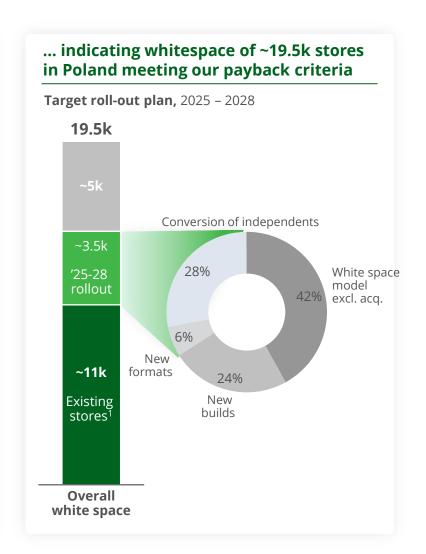


# Ample White Space Potential Underpins Further Store Roll-out Expansion Plans in Poland







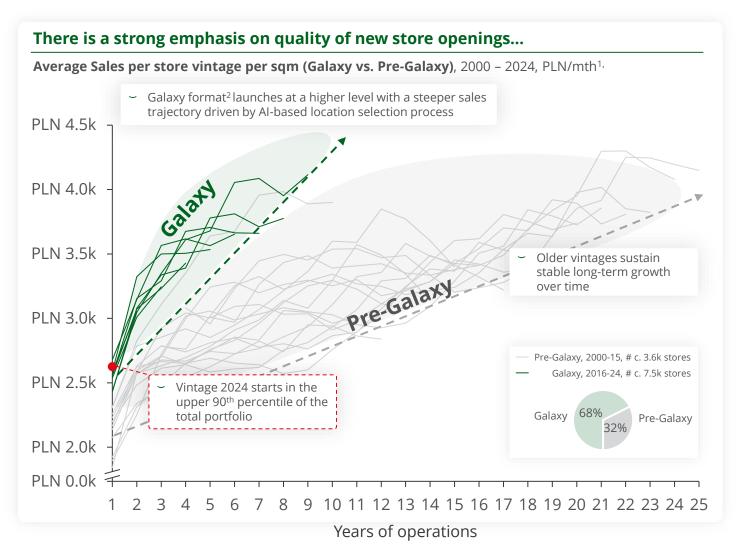


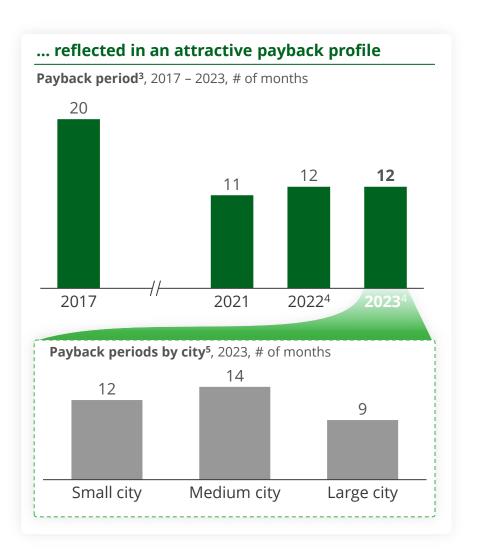
Source: Company Information. The numbers refer to net openings. 1 Including Nano stores and Romania stores



#### Żabka Stores Exhibit Sustained Positive Sales Growth Over Time







## LfL Growth Underpinned by Initiatives Driving Traffic and Basket Size



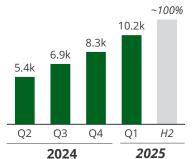
#### Żabka Cafe 2.0 & Street Food

10,214

MerryChef ovens operating in the stores as of Mar-25

- We are continuously expanding quick service restaurant assortment with #PROSTOZPIECA initiative
- Investing in Merrychef convection-microwave ovens and expanding private label product portfolio are the cornerstones of the strategy
- Initiative boosts volumes in adjacent categories like beverages, enhancing margins

# of stores with Merrychef, Dec-24





# Expanded range of everyday services

#### +20 services

Available in the stores

- Current services:

   parcel/postal,
   lottery tickets, cash
   withdrawal/deposit,
   bill payments,
   phone packs
- Testing in-store printing and rolling out mobility services



# Continued innovation of products

#### 614 new

Products exclusive to Żabka, introduced in 2024

- Introduced 148
   new SKUs under
   own brands and
   466 innovative
   branded products
   in 2024
- Product
   innovation drives
   differentiation
   and traffic by
   offering novelty in
   the assortment



# Traffic and basket initiatives

#### 465m

Transactions in 2024, incl. promo mechanism

- Focus on trade campaigns in impulse categories
- Multibuy promotions, returnable bottles, reusable coffee cups, and appdriven promotions



#### New upgraded Żappka launch

#### 10.9m users

Żappka active users as of Dec-24

- New Żappka app supports crossmarketing with targeted deals, promo messages, and loyalty programs
- Strategically boosts customer awareness and engagement







# Digital Strategy Initiatives Providing Customer Engagement Points and Enhancing Group Offering



#### **żoppko** SuperApp

- SuperApp released in Oct'24 with great feedback
- Increased upselling due to platform integration
- Personalised
  engagement through
  unified customer database
- Oriving financial value creation
- Upside from integrated digital services
- Margin upside from external partners



EBITDA break even achieved in 2024 ©
Target to grow Sales to End Customers of DCO by 5x in the Medium Term





#### By Building on our Successful Format Evolution in Poland, We Aim to Replicate Similar Success in Romania



In 2024, we have extended our physical footprint into Romania, the 2<sup>nd</sup> largest CEE consumer market by launching a new brand of stores "Froo"...



Żabka takes majority stake in leading FMCG distribution company (DRIM) with strong presence in Bucharest and southern Romania.



May24 By using logistic capabilities of DRIM, we have launched a new retail convenience format - "Froo" - which is currently in the scale up period



**Dec24** As of end of 2024, we have opened 60 stores, mostly in Bucharest, and are currently in the format testing phase. Initial consumer response has been promising.





#### ... as there is a very strong investment conviction supporting the strategy

- Resemblance of PL and RO markets: 19m population (#7 in the EU), strong real GDP '24-29e (#5 fastest growth in the EU1)
- Similar PL and RO consumer profiles: growing disposable income, urbanization, longer working hours with consumers willing to free up their time<sup>2</sup>
- RO lags PL ~5 years in terms of grocery spend dynamics, resulting in ca. 40% upside in grocery market spend per capita<sup>3</sup>
- RO sizeable addressable market (PLN 179bn) has high growth forecasts (7% CAGR'23-28) aided by traditional trade rapidly losing share<sup>3</sup> (similar to PL)

Source: Company information.

- (1) Oxford Economics
- (2) World Bank, Eurostat



## Focused Organizational Setup Primed for Success





Tomasz Suchański

Chief Executive Officer of Żabka Group

26 years experience



Tomasz Blicharski

EVP, Chief Strategy and Development Officer

20 years experience



Marta Wrochna -Łastowska

Chief Financial Officer of Żabka Group

18 years experience



Anna Grabowska

EVP, Managing Director of Żabka International

27 years experience



Adam Manikowski, PhD

EVP, Managing Director of Żabka Polska

21 years experience



Jolanta Bańczerowska

Chief People Officer of Żabka Group

24 years experience



Wojciech Krok

Managing Director of Żabka Future

18 years experience

#### **Selected Prior Experience**













McKinsey & Company







Q1 2025 Results

# Q1 2025 Performance: Growth Across All Segments, With Strong Roll-out Momentum And Continued Deleveraging





#### Delivery In Line With Guidance In A Stable Environment





Current state of the consumer remains supportive with some mixed signals as to the future direction on the back of geopolitical uncertainty





Q1 25 +436 new stores openings

On track to deliver 1,100+ new store openings FY25 guidance

Q1 25 LfL +6.0%

Continued above industry-average grow

**Expanding our footprint in Romania:** 

87 stores in Romania as of Q1 25, further efining of the customer proposition

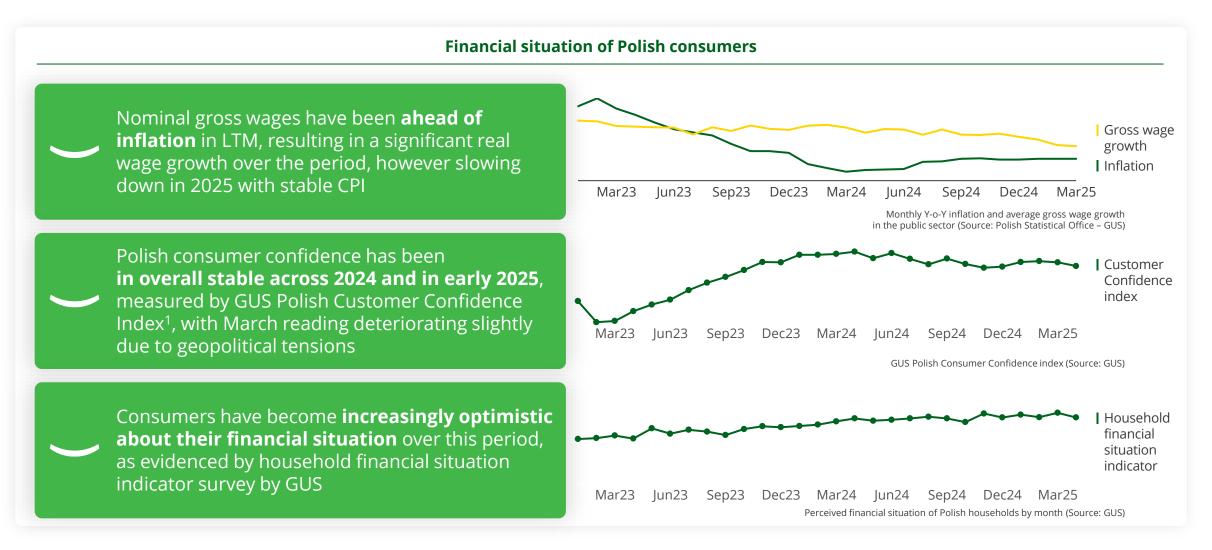
DCO:

Q1 25 Sales to End Customers growth of +23% YoY



#### Stable Consumer Landscape Amid Geopolitical Uncertainties



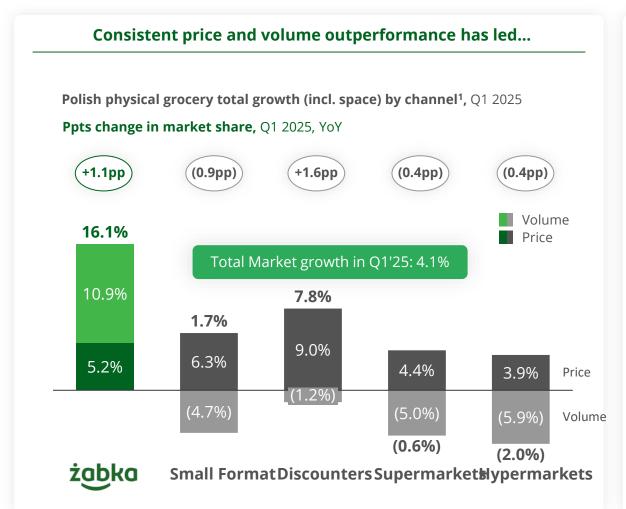


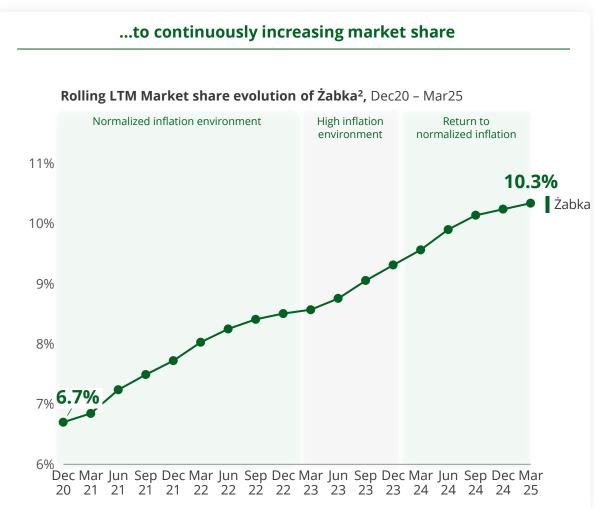




# Żabka's Market Share Growth Driven By Network Expansion And LfL Ahead of The Market



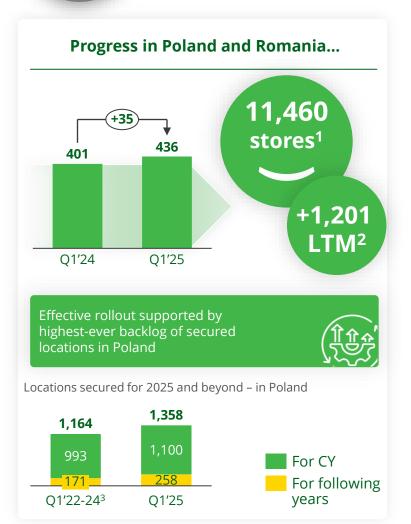


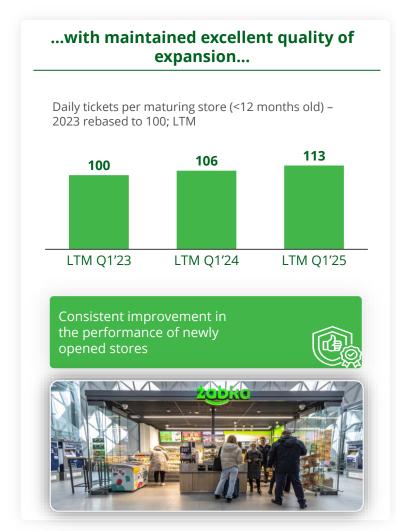


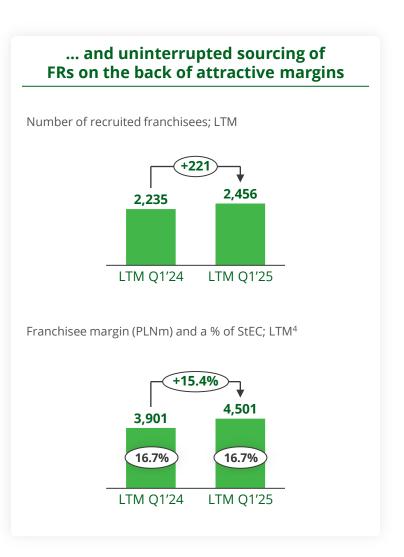


# Store Openings: Strong Pipeline, High Performance, And Seamless Franchisee Acquisition







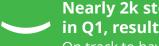




# Lfl Growth Fuelled By Product Innovation And Digital Initiatives Within Żappka App



#### **Continued Street Food offer rollout**



Nearly 2k stores were fitted with the street food oven in Q1, resulting in ¬90% of network covered On track to have **entire network covered** around June

QMS remains our fastest growing category



2 new products tested in Q1: pinsa (type of Italian style crust snack) and pistachio donuts

**Robust NPD pipeline** of new street food products to be introduced in the upcoming months (in terms of both flavours and product types), including a collaboration with one of top Polish celebrities and products developed with international brands

#### App upgrade yields record results and scales promo mechanisms efficiently



NPS up by 6 points YoY

**50%** more time spent in the app



with **28%** more interactions

21% MAS and 12% MAU growth YoY



**+4 pp app share** in store



6.5% of total promotion budget allocated to activated coupons



7.6m active users within the period





3.6m exploring the coupon zones

2.3m activated at least one coupon



# Key Financial Highlights: Solid Performance And Continued Growth, In Line With Our Expectations And On Track To Deliver Guidance



Q1'25 Trading

PLN **6.6bn** StEC / +15% YoY

Sales to End Customers at PLN 6.6bn with +15% growth YoY driven by network expansion (+1,090 net openings LTM), LfL growth (+6.0%), DCO growth and growing Romanian business

Q1'25 Like-for-Like

6.0%

**LfL in line with the mid-single digit guidance for Q1,** supported by unique and differentiated product offering, with QMS (incl. street food) and beverages being the top-performing categories

Q1'25 Store openings

436 / + 35 YoY

**407** stores opened in Poland and **29** in Romania, compared to 401 in Q1'24, frontloading the expansion ahead of the upcoming quarters, supported by a strong pipeline of locations.



Q1'25 Adjusted EBITDA

PLN 596m / +15% YoY

Adjusted EBITDA at PLN 596m with 9% margin consistent YoY and solid growth of 15.0% driven by strong performance of the Polish business, positive EBITDA for DCO and continued investment in Romanian development

**Q1'25 Adjusted Net result** 

PLN (77)m / margin +51 bps

Adjusted net loss for Q1 25 at PLN (77)m following our typical seasonality, improvement by PLN 20m vs Q1 2024.

Adjusted net profit was at PLN 734m with 2.6% margin in Q1'25 LTM vs PLNN 506m with 2.1% margin in Q1'24 LTM

31 Mar 2025 ND/ EBITDA Leverage<sup>1</sup>

1.6x / (0.5x YoY)

**Continued deleveraging to 1.6x** from 2.1x last year as a result of robust cash generation in LTM and adj. EBITDA growth

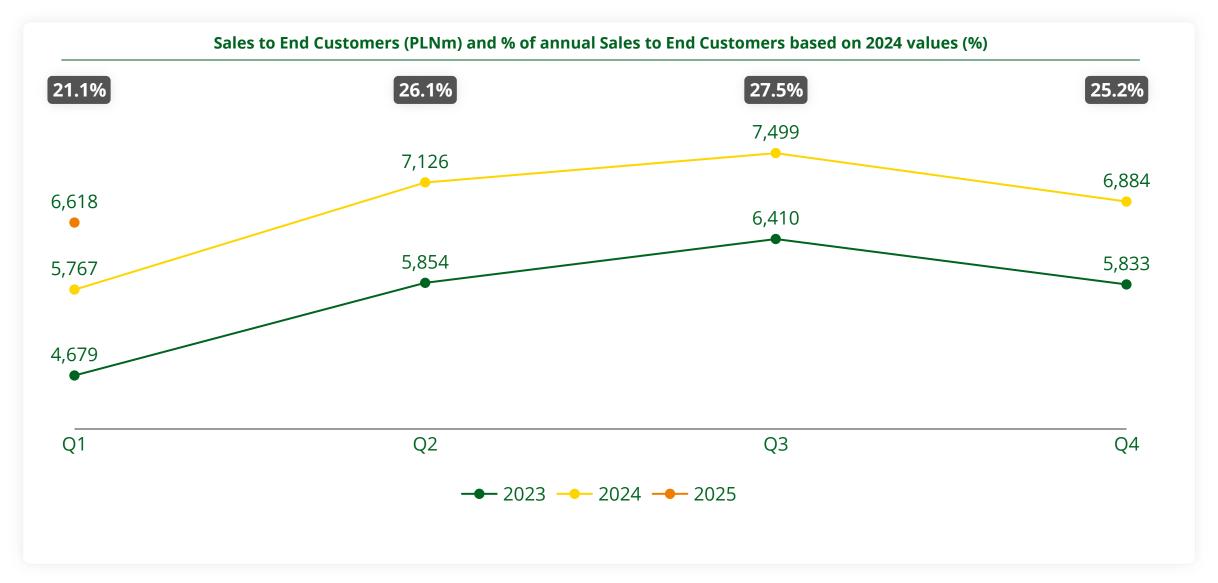




# Sales In The First Quarter Are Less Impactful For The Full Year Performance Compared To Other Quarters

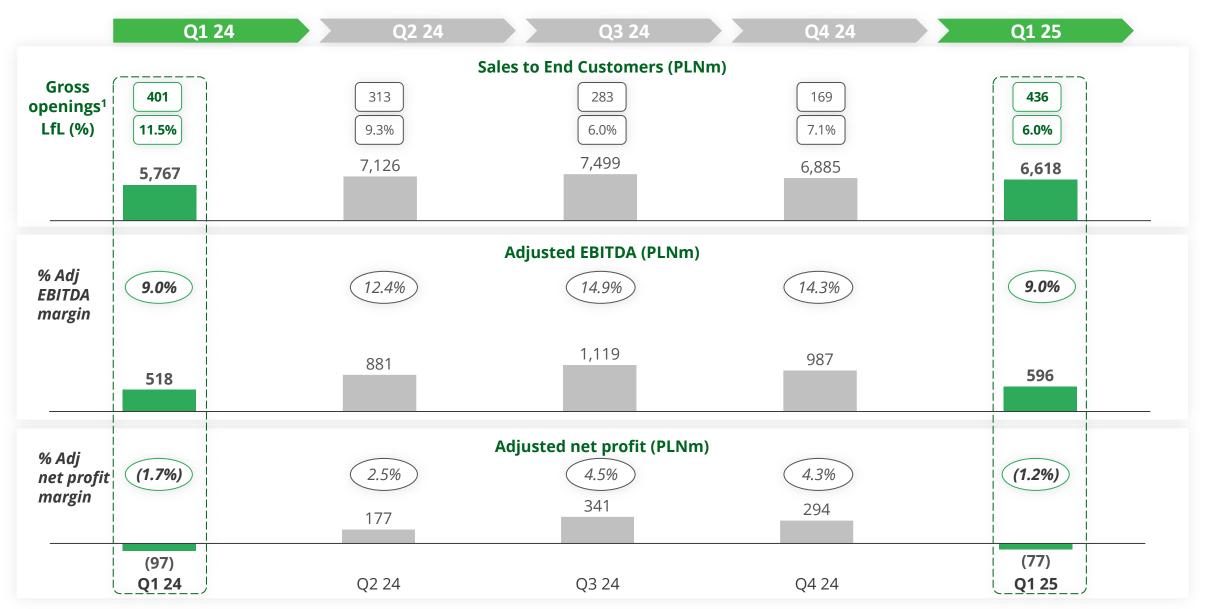


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## First Quarter Performance Reflects The Typical Seasonality Of Žabka Business Profile And Is In Line With Our Expectations And Guidance





## Strong Top-Line Growth And Maintained Profitability



#### **Key financial metrics** Q1 As a % of StEC Q1 24 Δ ΥοΥ Q1 24 Q1 25 Δ ΥοΥ Selected KPIs Number of Stores +10.5% 11,460 10.370 (EoP)<sup>1</sup> LfL<sup>2</sup> 6.0% 11.5% Franchisee margin<sup>3</sup> (%) 18.3% 18.4% (0.1 pp)Selected financial metrics Sales to End 6,618 5,767 14.8% Customers<sup>4</sup> Cost of Sales<sup>5</sup> (4,852)(4,296)12.9% Gross Profit<sup>5</sup> 13.3% 12.3% 12.5% (0.2 pp)814 719 Adjusted EBITDA 6 9.0% 596 518 15.0% 9.0% qq 0.0 D&A<sup>5</sup> (0.1 pp) (439)(386)13.8% (6.6%)(6.7%)2.3% Adjusted EBIT 157 134 16.6% 2.4% 0.0 pp Net financial activities<sup>5</sup> (233)(2.9%)(4.0%)0.6 pp (227)(3.4%)**Adjusted Net Profit** (77)(97) (20.3%)(1.2%)(1.7%)0.5 pp 8.2% 8.9% Reported EBITDA 545 6.2% 513 (0.7 pp)(1.9%)(1.7%)Reported Net Profit (125)(99)27.3% (0.2 pp)

Healthy mix of organic growth with strong LFL and accelerated expansion with 436 new stores, 407 in Poland and 29 in Romania.

**Franchisee margin as a % as StEC stable YoY**, in a period with seasonally slowest sales and therefore highest percentage of these costs to StEC.

Zabka Group Adj. EBITDA margin in line with PY driven by (i) strong performance of the Polish stores with 38 bps improvement in EBITDA margin due to better direct margin and efficiency improvements, (ii) positive **EBITDA for DCO**. These factors allowed for an investment in development of our Romanian business without negative impact on the Group margin.

**Depreciation and Amortisation** slightly lower % of sales vs last year, marked by a seasonally higher contribution to StEC.

The reduction in margin on our main debt facilities contributed to a **lower net finance cost**. This benefit was partially offset by higher interest expenses related to store leases and other financial liabilities.

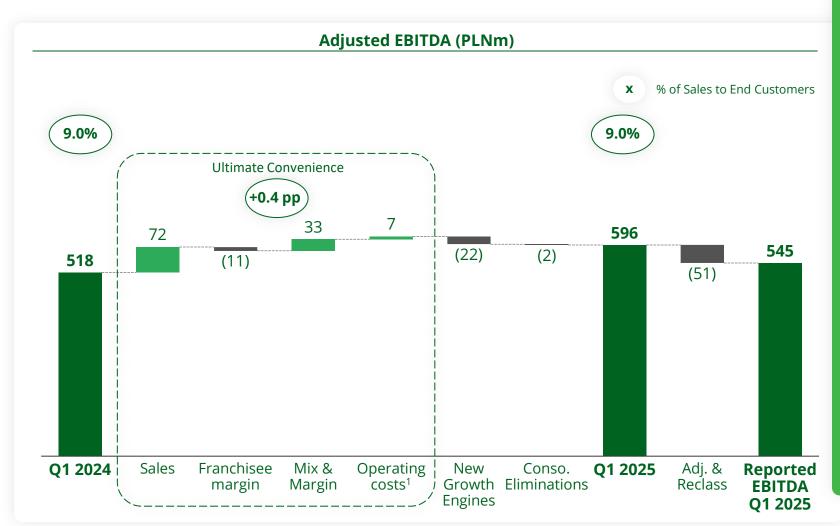
Reported EBITDA and Reported Net Profit was adversely impacted by the recognition of non-cash recognition of IPO award and LTIP costs.

Source: Company Information

<sup>1</sup> Includes Nano stores and stores in Romania. 2 LfL defined as comparison of daily receipt sales figures in Zabka stores operating on the same day of both the current and the previous period. 3 in relations to Zabka Polska StEC 4 Represents Zabka Sales to End Customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-Comm and does not represent company reported revenue. 5. Statutory data 6 Adjusted EBITDA calculated as EBITDA pre-Rent and 43 margins calculated based on Sales to End Customers.

# Robust Adjusted EBITDA Performance Driven By Sales Growth And Increased Profitability In Poland

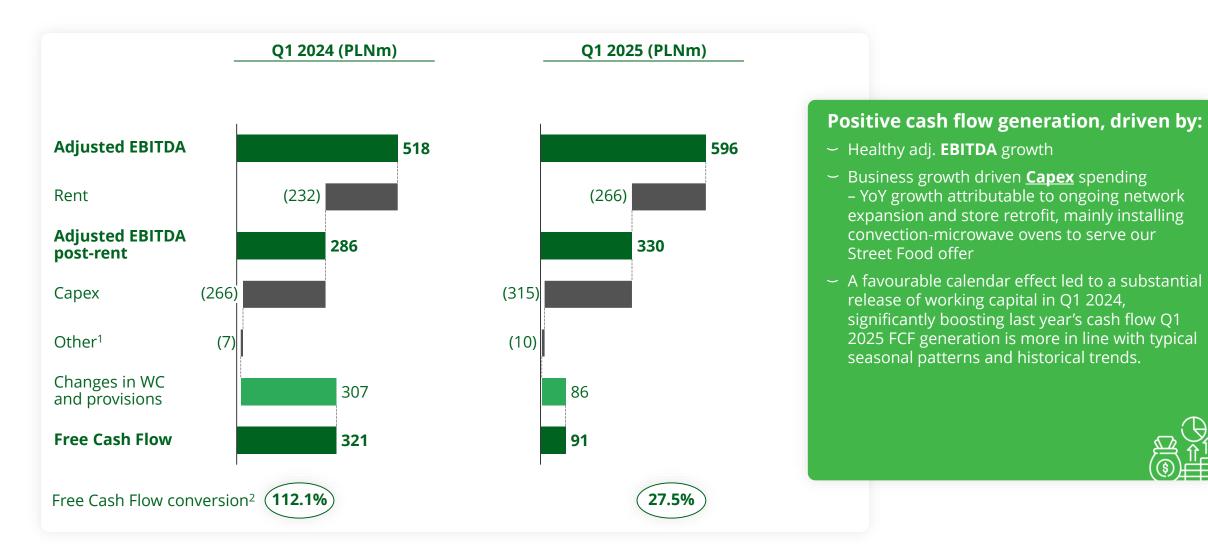




- Strong Adj. EBITDA growth of +15% YoY thanks to continued momentum in sales growth
- Margin improvement driven by better terms of trade with suppliers, supported by increased volumes and expansion of the product offering
- Operating cost efficiency gains, driven by process improvements, leveraging data and digital tools (e.g. field force) and lower energy costs per store
- The (PLN 22m) NGE Adjusted EBITDA is primarily attributable to the ramp-up of operations in Romania since March last year, with DCO delivering a positive EBITDA.
- EBITDA adjustments primarily include:
  Non-cash costs related to the IPO Award
  (PLN 16m), to be granted to Żabka
  franchisees, employees, and B2B contractors,
  LTIP costs (PLN 30m), for further details on
  expected future costs, please refer to the
  Appendix.

## Generating Positive Cash Flow Amid Continued Investments In Growth...



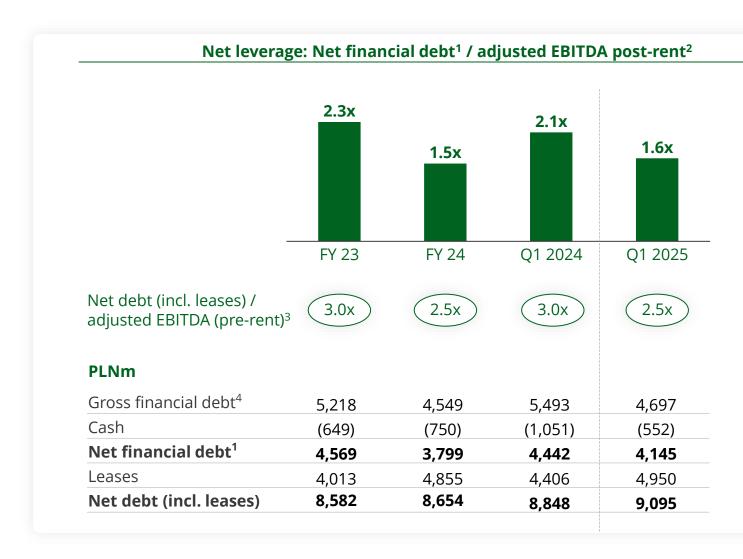






## ... Consistently Supporting Further Deleveraging Year On Year





Reduction in leverage profile by 0.5x
 between March 2024 and March 2025
 from robust cash generation in LTM and adj.
 EBITDA growth

Leverage at the end of Q1 of 1.6x excl. leases — and 2.5x including capitalized leases



# Successful Execution Of PLN 1bn Bond Programme With Attractive Terms



#### Offer parameters

Issuer

Zabka Group S.A. (Luxembourg), a public limited liability company listed on the Warsaw Stock Exchange

**Bonds Type** 

Senior, secured (Corporate Guarantee), Sustainability-linked bonds aligned with ICMA Sustainability-Linked Bond Principles

**Issue Size** 

Initially PLN 500m upsized to PLN 1bn on the back of very strong demand

**Tenor, Maturity** 

5 years (May 2030)

Coupon Type, Frequency

Floating rate bonds, Semi-annual coupon, WIBOR 6M + 150 bps Margin

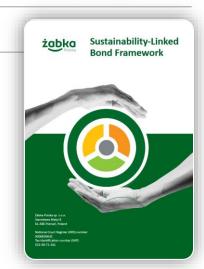
**Use of proceeds** 

General corporate purposes

KPIs and Sustainability Performance Targets (SPT) Successful structurization of Sustainability-linked Bonds Framework, approved by Moody's

KPI 1: Increase of the value of sales of own brand food products promoting a sustainable lifestyle (SPT: PLN 3,150m by 2028)

KPI 2: Reduction of the share of virgin plastic in the weight of own brand packaging (SPT: 38% by 2028)



- Żabka Group has successfully completed its first bond issue amounting to PLN 1bn placing us as one of the largest corporate issuers in Poland and helping us to optimise the structure of our financing in terms of key terms, tenor and instrument type.
- Strong demand from institutional investors, allowing us to (i) upsize the deal to PLN 1bn from PLN 500m while achieving a
   (ii) competitive margin of 150 bps over 6M WIBOR very attractively priced compared to other recent large-scale issuances on domestic market and a
   (iii) tight spread of +69 bps over Polish Floating Rate Treasuries
- The expected interest and tax cash benefits ca. PLN 15m+ (per annum). Q2 25 financial costs will be impacted by non-cash IFRS recognition of debt repayment.



Note: 1 Leverage Ratio means, at the relevant time, the ratio of Consolidated Net Debt as at the last day of a Relevant Period to Bond Adjusted EBITDA for the Relevant Period as per definitions in Bonds Terms and Conditions 2 Interest Cover Ratio for any Relevant Period means the ratio of the Bond Adjusted EBITDA to Consolidated Net Cash Interest Expenses as per definitions in Bonds Terms and Conditions.

## Concluding Remarks And Near-Term Guidance





- In line with our expectations, in Q1 25 Żabka continued strong financial and operating performance delivering robust LfL growth of 6.0% in a typically slower quarter due to seasonality
- In Q1'2025 our ultimate convenience business segment enjoyed better margins by 38bps on adj. EBITDA basis vs last year; Zabka Group adj. EBITDA margin remained stable at 9%, in line with our guidance, on the back of continued investments in Romania and improving profitability of DCO

#### **Growth Pillars**



- In Q1 25 we continued store network rollout, adding +9% more stores in Poland and Romania. Within our Street
   Food offer we installed 2k ovens in the quarter, covering 90% of the network
- In Q1 25 we focused on further growth of Digital Customer Offering driving more user engagement in our recently upgraded app through targeted promotions and new features

## Near-term Guidance



- We remain confident in achieving our 2025 and near-term guidance of:
  - Like-for-like growth in the mid to high single-digit range in 2025
  - Store openings @1,100+ in Poland and Romania in 2025
  - Stable adj. EBITDA margins towards the top end of our 12-13% range in the near and mid-term
  - o Continued **improvement in Adj. Net Income Margin to 3%** in the near-term



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Appendix: Q1 2025 Results

## IPO Award And LTIP: IFRS Costs Recognition And P&L Impact



#### **IPO** award

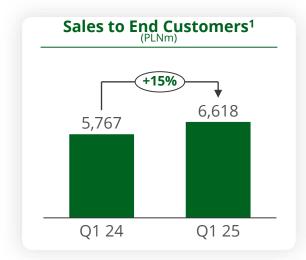
- The IPO Award is a one-off grant in the form of Zabka Group shares, awarded to franchisees (ca. 65% of all shares to be granted as IPO award), Group employees (ca. 25%) and B2B contractors (ca. 10%). Participants are entitled to receive shares on the first anniversary of the IPO, subject to confirming their willingness to participate and opening a brokerage account. As a result, we expect **dilution of up to 0.4%** in **Q4 2025**.
- In accordance with IFRS, the **costs of the program are recognized over a 12-month period**, starting from the IPO date and ending on **October 22, 2025**. Therefore, **most of the related expenses will be reflected in the P&L up to Q3 2025**.
- The total expected cost of the IPO Award program are PLN 12m in Q4 2024, c. PLN 18m on average within Q1-Q3 2025 period and PLN 4m in Q4 2025. Final costs may be lower as they will depend on the actual participation rate in the program.

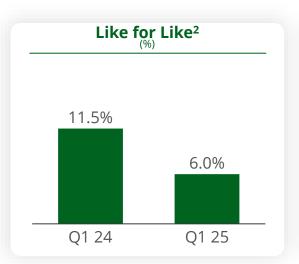
# Long Term Incentive Plan (LTIP)

- As discussed in the IPO, in 2024 the Group adopted the Long-Term Incentive Plan (LTIP) for 2025-2027. Awards under the LTIP are granted in the form of PSUs or RSUs, which entitle participants to receive shares free of charge upon completion of a vesting period. The awards will be delivered each year following the approval of audited financial results.
- Delivery of the shares in the program is backloaded with appx. 2/3 of the award value delivered in early 2028, subject to cumulated 3-year performance of Zabka Group.
- LTIP is subject to two vesting conditions:
  - Service condition the participant needs to complete a specified period of service, during which services are provided to Zabka and
  - Performance condition (only for PSUs) based on EBITDA Growth, Sales to End Customers Growth, ESG index. Targets have been aligned with the Group's Value Creation Plan.
- 3-year LTIP costs are recognised in our P&L as three separate awards, in accordance with IFRS 2, which applies a graded vesting model. This results in a front-loaded expense recognition, with the majority of the cost recognized in the early years of the plan. Consequently, c. 45% of the total program value is expected to be booked in 2024 and 2025.
- As communicated during the IPO, assuming delivery of IPO guidance, the program is expected to result in approximately 2% dilution and the expected quarterly LTIP costs are c. PLN 30m in FY25A, and between PLN 18-25m in 2026-2027 period. Although most of the shares are to be delivered to LTIP participants in 2028, no costs of this program are to be recognised in 2028.

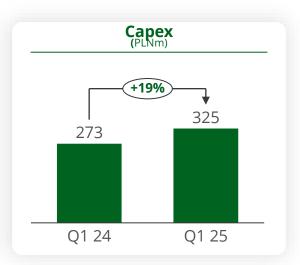
# Strong Q1 2025 Performance Across All Key Metrics

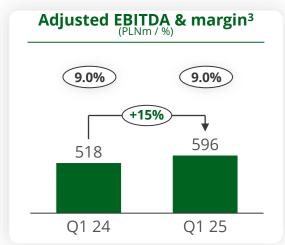


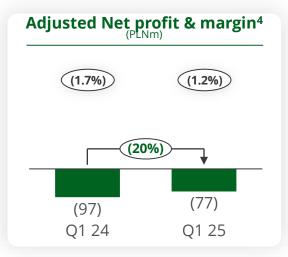


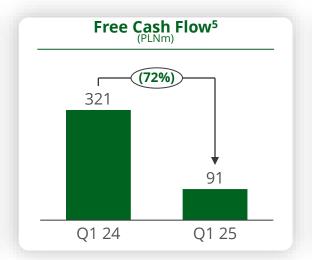


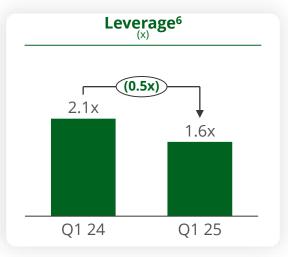












Source: Company Information

1 Represents Żabka Sales to End Customers and sales of Maczfit, Dietly, Drim Daniel, Froo and Q-Comm and does not represent company reported revenue. 2 LfL defined as comparison of daily receipt sales figures in Żabka stores operating on the same day of both the current and the previous period. 3 Adjusted EBITDA margins calculated based on Sales to End Customers. 4 The adjusted Net profit includes Net profit plus EBITDA adjustments (mainly IPO costs in 2024) net of tax effect. 5 Defined as Adjusted EBITDA (Post-rent) minus Capex plus Changes in working capital and provisions. 6 Leverage calculated as Net debt (excluding leases) / LTM Adj. EBITDA Post-Rent. Data as of 31st December 2024



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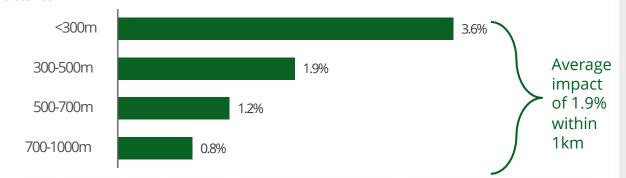
Appendix: Supporting slides

# Cannibalisation Level has Historically Been Low and its Drag on Overall LFL will Decline as Network Scales

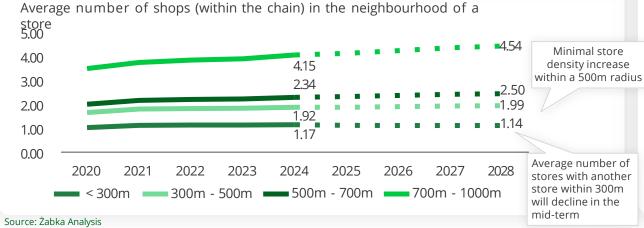




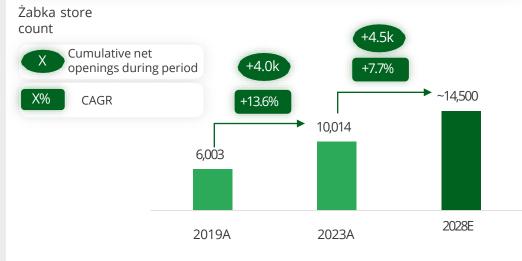
% Cannibalisation (lost StEC) of existing stores from new openings within selected distance<sup>1</sup>



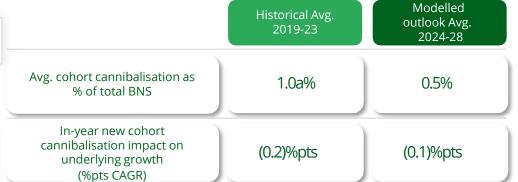
# ...with average store density expected to increase marginally in the future with continued store rollout



#### But LFL drag will be lower than historical as absolute store network is larger and expands at slower relative pace



Żabka Modelled View of Cannibalisation Drag on Underlying Growth



Source: Zabka Analy Note: 1LTM Q1'24



#### Overview Of Żabka's Franchise Business Model





#### Lease ownership

- Store selection and assessment
- Approval by Investment Committee
- Store layout outline

Costs of the recruitment and initial onboarding

- Business model presentation to the candidate
- Candidate assessment and decision
- Operational training with an exam

Store design & equipment costs (initial Capex & store stock up costs upfront)

- Store preparation and adaptation
- IT infrastructure
- Alarm installation

Maintenance, rent, electricity, logistics, marketing

- Store renovations and maintenance
- · Assortment and pricing<sup>1</sup>
- Central sourcing and logistics
- Know how, training and support

• Żabka sells products to the Franchisee

- Żabka grants the Franchisees bonuses and rebates, e.g. related to store standards
- Żabka conducts monthly settlement process, based on margins, rebates and quality KPIs





Location search



Franchisee recruitment and onboarding



Store openings



Operations



Settlements



Franchisees



- Agreement on store location
- Store staff recruitment and onboarding



- Personnel and business management (incl. tax obligations)
- · Stock loss responsibility
- Option to order and sell regional products

Initial investment of c. PLN 5,000 or the individual cash register and initial formalities Store staff remuneration, fixed costs (water, garbage, service and admin charges etc.), costs related to running a business (e.g. accounting and insurance), stock losses

- Franchisee pays Żabka for the products only upon selling them to the end customer
- Margins realised by the Franchisee are a result of the product mix and rebates related to quality and turnover level
- Franchisee take home is a result of the margins realised less the costs, mostly related to staff remuneration and costs of running a business

Source: Company information. <sup>1</sup> Refers to setting of maximum prices

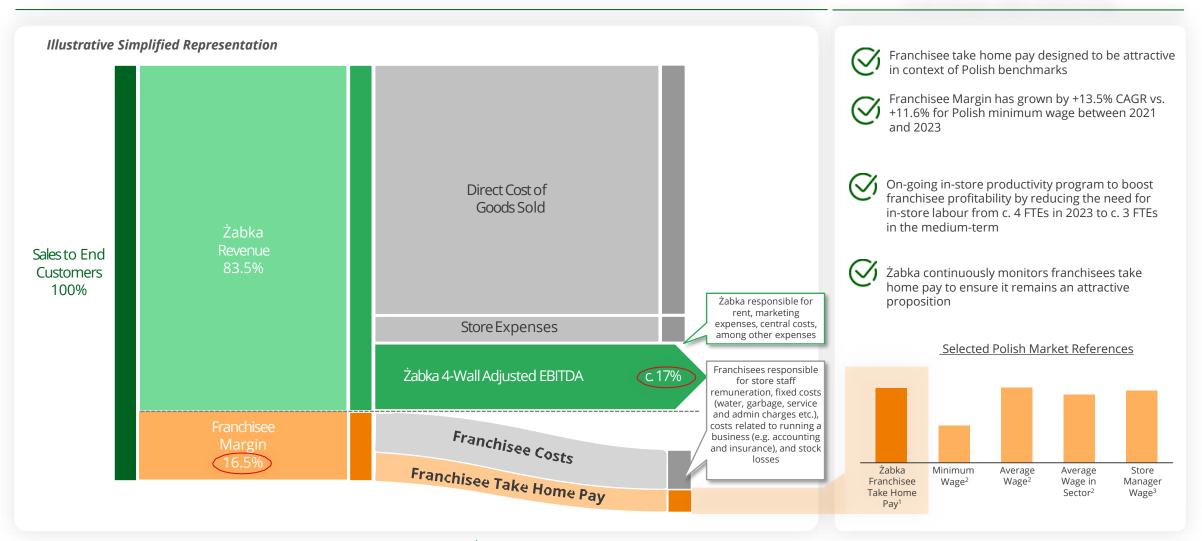


## Illustrative Franchisee Compensation

## **ż**obko group

#### Illustrative Store Economics Split Between Żabka and the Franchisee

#### **Franchisee Take Home Pay**



Source: Company information. Note: <sup>1</sup> As of 2023. <sup>2</sup> Based on data from Poland Statistical Office. <sup>3</sup> Żabka estimate based on job postings for competiors.

