



Strategic Combination with Żabka for European Convenience Retail Leadership

31-JULY-2026



żabka group



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These statements are subject to a number of risks and uncertainties that could cause actual results and outcomes to differ materially, including: the risk that the Offer is not commenced; the timing and outcome of the review of the Offer document by the PFSA; the length of, and any extension to, the acceptance period; the limited circumstances in which the Offer may be withdrawn once announced and the limited conditions that may be attached to it; the receipt of required regulatory approvals and the risk that they are received or granted only subject to conditions; the availability of Couche-Tard's committed financing in accordance with its terms; the risk that credit ratings may be reduced or withdrawn; currency exchange risk and foreign currency exposure related to the purchase price of the Transaction; the level of acceptances received under the Offer, including the risk that Couche-Tard does not acquire all of the equity interests in Żabka or reach the threshold required to implement a compulsory buy-out of minority shareholders, and is unable to fully integrate Żabka as a result; the performance of any irrevocable undertakings or support undertakings; the possibility that a competing offer is announced, that the consideration under the Offer is changed or that acceptances are withdrawn; the timing and outcome of any application to delist Żabka's shares from the Warsaw Stock Exchange, and the risk that Żabka remains a listed company with a public minority and continuing compliance obligations; the risk of claims, proceedings or challenges by minority shareholders of Żabka in Poland or Luxembourg in respect of the consideration offered or any delisting; Couche-Tard being adversely impacted during the pendency of the Transaction; the potential failure to realize the anticipated benefits from the Transaction and Couche-Tard's ability to integrate Żabka's business; Couche-Tard's reliance upon information provided by Żabka in connection with the Transaction and publicly available information; and potential undisclosed costs or liabilities associated with the Transaction. Major factors that may lead to a material difference between the foregoing and actual results also include such other risks as described in detail from time to time in the reports filed by Couche-Tard with securities regulatory authorities in Canada available on SEDAR+ under Couche-Tard's profile at www.sedarplus.ca, including under "Business Risks" in Couche-Tard's management's discussion and analysis for the 52-week period ended April 26, 2026. The risks described therein are not the only ones Couche-Tard faces. Additional risks not presently known to Couche-Tard or that it currently deems immaterial may also significantly impair its business, financial position or results of operations.

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The description of, and information about, Żabka and its business contained in this presentation, as well as pro forma information as regards Żabka, are based upon information made publicly available by Żabka in documents filed with the Warsaw Stock Exchange, analyst reports published in respect of Żabka, and upon non-public information made available by Żabka to Couche-Tard. Such information has not been verified independently by Couche-Tard. Accordingly, an unavoidable level of risk remains regarding the accuracy and completeness of the information regarding Żabka and contained in this presentation, including with respect to facts or circumstances that would affect the completeness or accuracy of such information and which are unknown to Couche-Tard.

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Currency and Foreign Exchange Rates

All dollar figures in this presentation are in U.S. dollars, except when stated otherwise. Where financial information of Żabka or another dollar figure has been converted from Polish Zloty (PLN) to U.S. dollars for purposes of comparison, PLN has been converted at an exchange rate of 0.265 U.S. dollars per 1.00 PLN.

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Today's Presenters

żabka group



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*Group CEO,
Chairman of the Board*



**Tomasz
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żabka group

*Group Chief Strategy &
Development Officer,
Incoming Group CEO*

Couche-Tard 



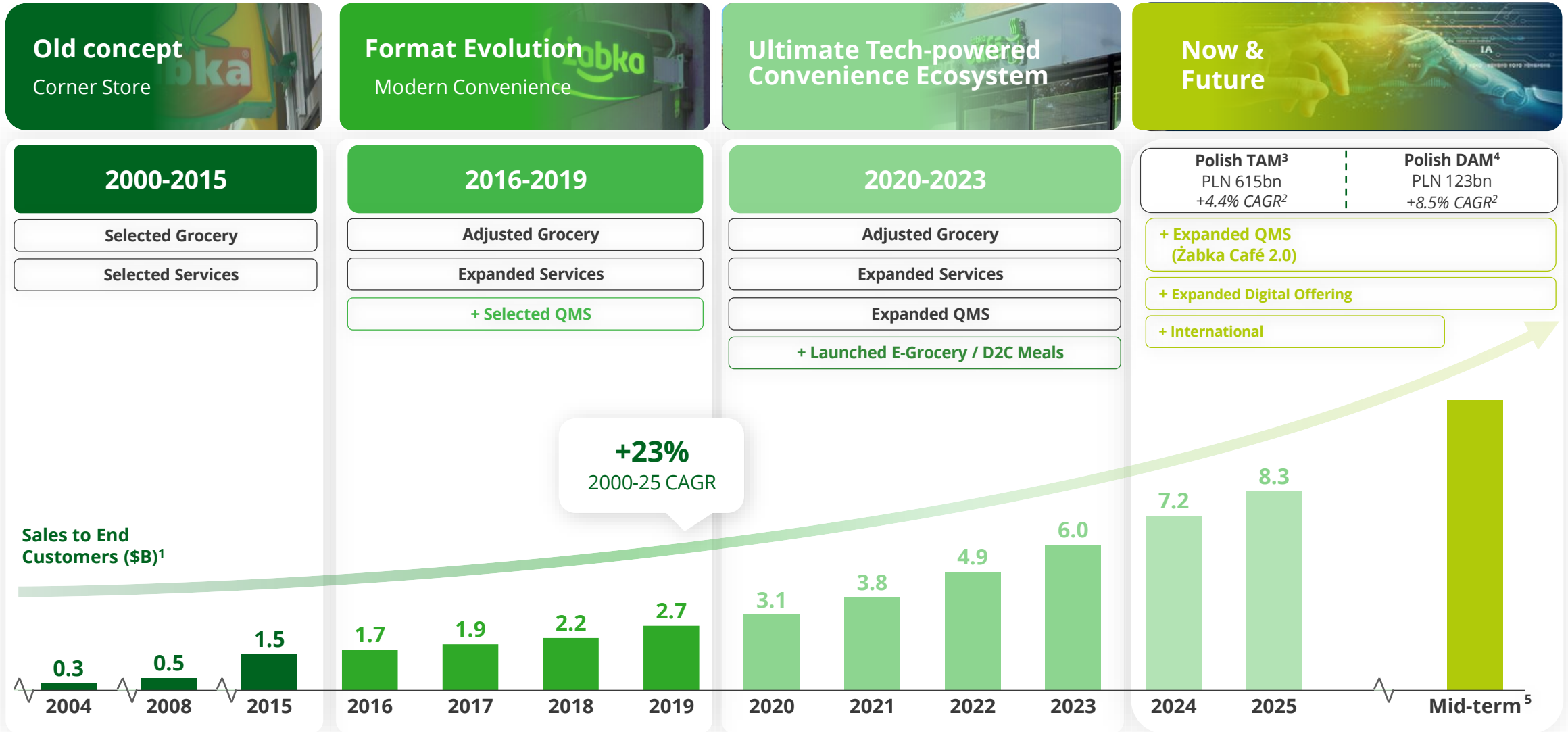
Alex Miller

Couche-Tard 

*President and
Chief Executive Officer*



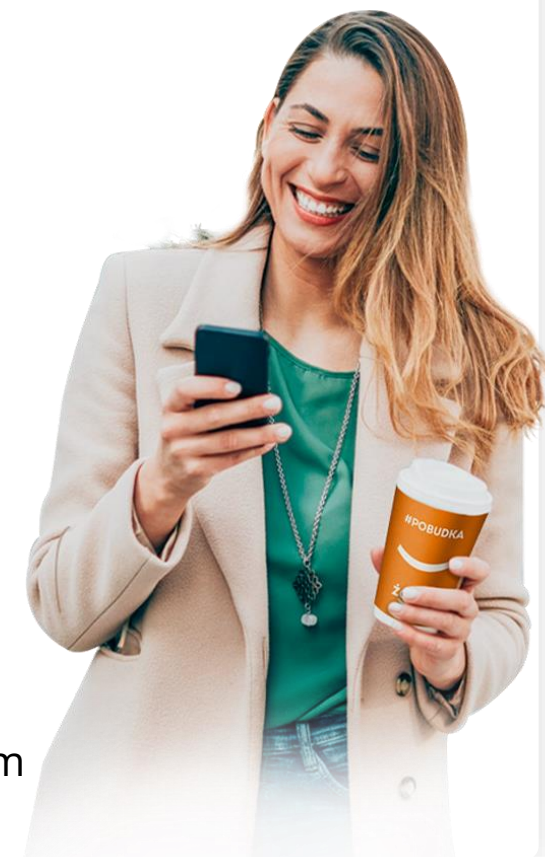
Reflections on Żabka's Remarkable Transformation



Source: Company information, OC&C Market Report. Notes: USD / PLN FX rate of 0.265. ¹ 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. ² Refers to 2024-28E CAGR. ³ Total Addressable Market refers to all market spend in Physical Grocery, Health & Beauty, Convenience Services, Foodservice, eGrocery and Dietary/D2C catering. ⁴ Directly Addressable Market that are addressable by modern convenience with fully penetrated store networks. ⁵ In line with Żabka's mid-term targets to more than double Sales to End Customers vs 2023

Żabka Today Serves Time-sensitive Consumers Across Physical and Digital Channels

- Leading convenience network of **over 13,000 stores** in Poland and Romania
- **Open every waking hour**
- **\$8.5B Sales to End Customers¹** and **Adjusted EBITDA of \$1.1B²** (LTM Mar-2026)
- **Opened 1,368 stores LTM³; 9-14 months payback⁴**
- **~18m consumers** live within 500 meters of stores⁵
- **~4.3m daily transactions⁶**
- **AI-powered technology backbone** at the core of Żabka's success
- **Żappka consumer app** – gateway to the Ultimate Tech-powered Convenience Ecosystem



Source: Company information.

Note: USD / PLN FX rate of 0.265. ¹ 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. ² Adjusted EBITDA calculated as EBITDA pre Rent. ³ LTM as of Q2 2026.

⁴ Based on 2023 cohort. ⁵ Internal company analysis. ⁶ As of Feb'2026.



ACT: Unique Partnership to Drive Žabka's Next Chapter

- ✓ **Landmark milestone** recognising the strength of the Žabka business, our brand and our people
- ✓ **Creates the leading pan-European convenience platform** with aligned strategic priorities
- ✓ **Accelerates delivery of Žabka's long-term ambitions** with enhanced scale, capabilities and growth opportunities
- ✓ **Highly complementary culture** with commitment to innovation, convenience and customer-centricity
- ✓ **Commitment to continue to invest in our people**, and create even greater value for customers, franchisees, and communities



Couche-Tard & Žabka Combination

Agenda



1. Introduction to Couche-Tard



2. Transaction Overview And Rationale



3. Financial Framework



4. Execution And Integration



5. Q&A

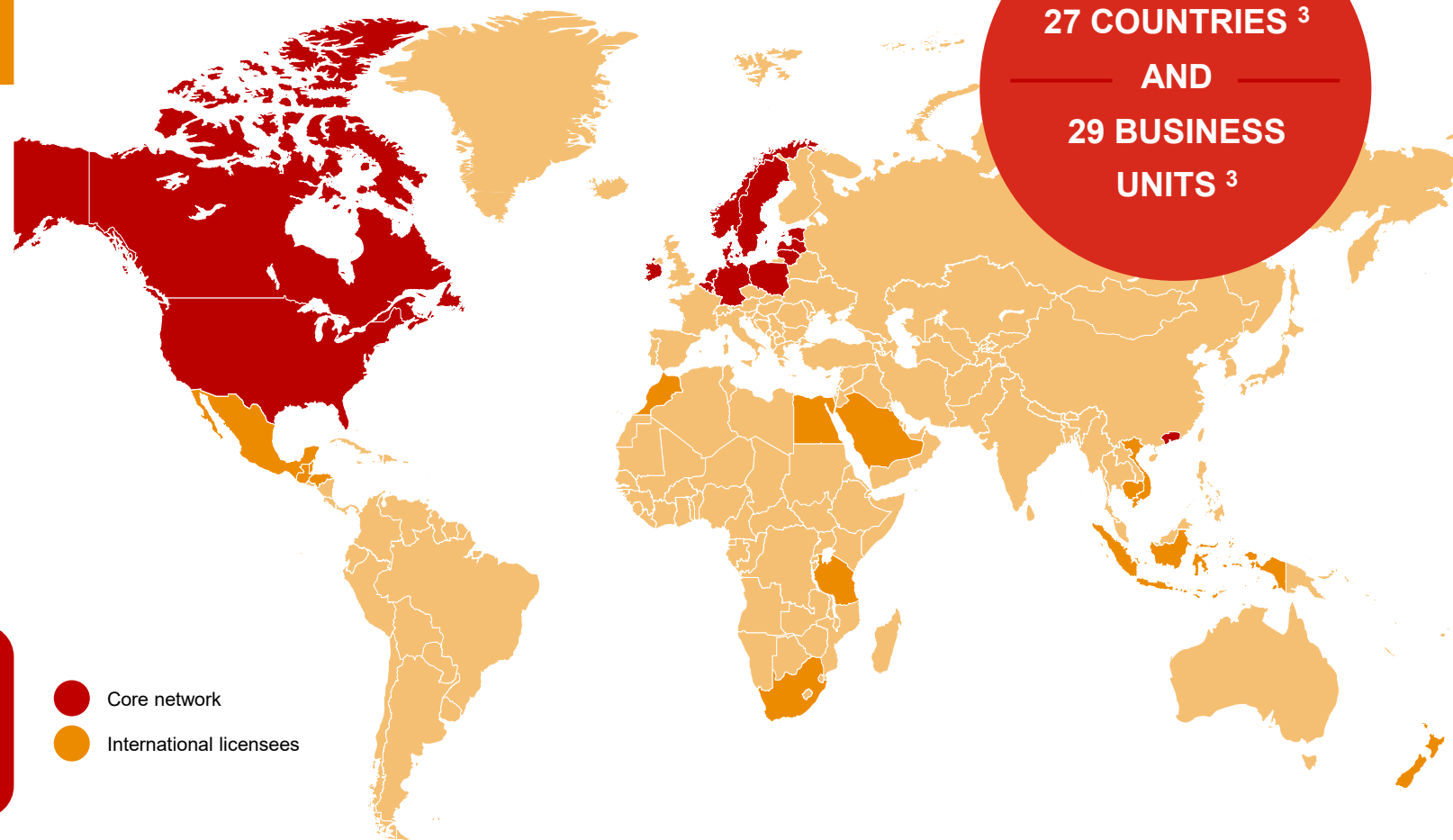
WHERE WE ARE TODAY

Spanning Continents and Bridging Markets

OUR SITES

TOTAL	17,267
UNITED-STATES	7,301
CANADA	2,055
EUROPE AND OTHER REGIONS¹	5,207
INTERNATIONAL²	2,704

Coast-to-coast presence in Canada and located
in 48 of 50 U.S. states and leading market share
across many markets in Europe



27 COUNTRIES³
AND
29 BUSINESS
UNITS³

Note: Store count as of April 26, 2026. Includes 1,263 automats.

¹ Europe and Other Regions store count includes 387 stores in Hong Kong.

² International store count is comprised of stores operating under license.

³ As at the end of Q4-26

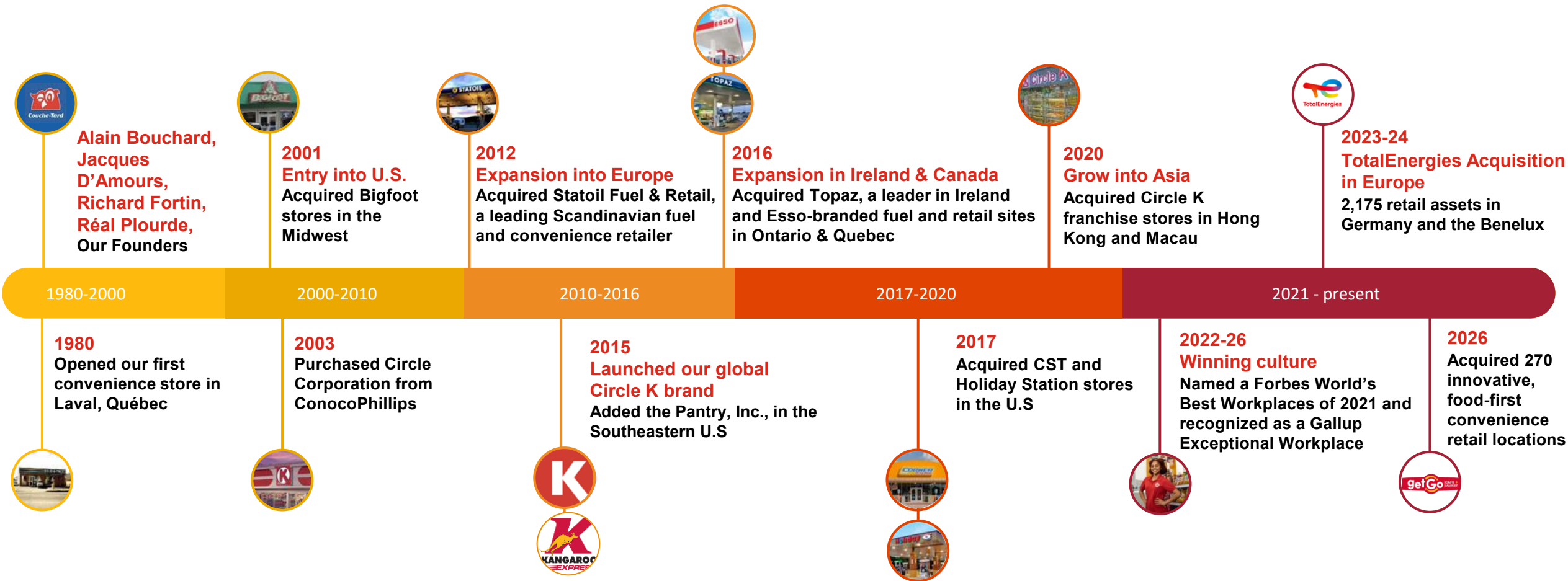


CIRCLE K



WHAT WE'VE BUILT

A Storied History of Entrepreneurship & Dynamic Growth



Combination Of Couche-Tard And Żabka To Create A Next-Generation Convenience Retail Platform With Enhanced Scale, Capabilities, And Growth Opportunities

Brings Together Two Highly Complementary Convenience Leaders With Shared Customer Focus, Strong Operating Cultures, And Differentiated Platforms To Accelerate Growth And Innovation Across Europe



Leading convenience retail platforms with strong strategic fit



Combining global scale with market-leading digital capabilities



Accelerating growth via shared innovation and best practices



Enhancing operational excellence across the combined business



Delivering long-term value creation for shareholders



ALIGNED STRATEGIC PRIORITIES



Convenience Leadership



Digital Innovation



Operational Discipline



Growth Mindset



Value Creation Focus



Key Headline Transaction Terms

Transaction Structure

- All-cash acquisition of **up to 100%** of Żabka Group

Transaction Price

- **PLN 32.00 per share** implying total equity consideration of **~\$8.6B** at 100% (total implied enterprise value of **~\$11.0B**)¹
- Offered price per share is **ex-dividend of PLN 0.53**, which is to be paid on 31-July-2026

Process

- Voluntary Tender Offer ("VTO") process to commence in August 2026 with **hard irrevocable agreements** to tender from CVC Capital Partners, Partners Group, and key Żabka Group executive managers
- Establishes control upon completion of VTO, with **~57% of Żabka shares** tendered from the three groups

Timing

- **Targeting close by Q4 2026**, subject to customary closing conditions and regulatory approvals

Note: All figures shown on a post IFRS-16 basis. ¹ Based on latest reported shares outstanding of 1.0B and net financial debt including leases of PLN 8.8B (\$2.4B) as of 31-March-2026

The Transaction Represents A Strategic Combination With Europe's Leading Listed Convenience Platform



Strategic Fit



Established Player In A Large, Growing Central And Eastern European Market With Attractive Tailwinds



Highly Complementary Businesses, Capabilities And Geographies



Driving **Traffic, Frequency** And **Offering Mix** Through A Leading **Mission-led Model** (4.3 million average daily transactions)¹



Unique “**Convenience Ecosystem**” With A Scaled **Physical And Digital Platform** (11.7 million users across digital channels)²



Strong Economics



Strong Historical Financial Profile With Path To Continue Compounding



Long-Term Growth Model With 25+ Years Of Strong Growth (+23% CAGR³ from 2000 to 2025)



Capital-Efficient Franchise Model With **Attractive Unit Economics** (9-14m⁴ payback for 2023 cohort)



Incremental Growth Optionality Through **Whitespace Expansion**



Disciplined Execution



Industry-Leading Convenience Capabilities **Enhancing ACT's Core + More Strategy**



High-Quality Entrepreneurial Management Team With Deep Bench Of Talent In Support



Execution Model Leveraging **Scaled Digital Leadership** In **Data And AI Across The Value Chain**



Proven Operating Model With Strong **Track-Record Of Consistent Execution**

Source: Zabka Group information

Note: ¹ As of December 2025; ² As of March 2026, Digital Customer Offering user base, yearly active users; ³ Refers to CAGR of sales to end customers; ⁴ Refers to 9-14 months time period for store payback

Žabka Adds Significant Scale And Diversification To ACT



	Couche-Tard LTM April 2026A ¹	žabka LTM March 2026A	Couche-Tard Illustrative Pro Forma ⁹	Key Takeaways
Store Mix²	17.3k³	13.1k⁴	30.3k¹⁰	Significantly Expanded Convenience Store Footprint
Revenue and Gross Profit Geographic Mix⁵	25% 10% 65%	100%	33% 9% 58%	Step-Change In European Presence and Scale
Revenue and Gross Profit Segment Mix⁵	2% 49% 49%	3% 97%	2% 46% 52%	Increased Diversification Outside of Fuel
Revenue⁶	\$76.5B	\$7.4B	\$83.9B	Higher-Margin, Higher-Growth, And Focused On ACT's "Core + More"
YoY Revenue Growth⁶	+5.0%	+14.7%	+5.8%	
Adj. EBITDA^{7,9}	\$6.7B	\$1.1B	\$7.8B	
Adj. EBITDA Margin^{7,9}	8.8%	14.8%⁸	9.3%	

Note: All figures shown on a post IFRS-16 basis; ¹ LTM as of April 2026A for ACT refers to the 52-week period ending 26-April-2026; ² "International" segment refers to third-party licensed stores across the globe with franchise fees from "International" licensed stores presented as part of the United States; "Europe & Other Regions" segment refers to company-operated stores outside of US and Canada with "Other" including regions such as Hong Kong; ³ Store count for ACT as of 26-April-2026; ⁴ Store count for Žabka Group as of 30-June-2026, includes Nano stores and stores in Romania; ⁵ Figures presented on a LTM basis as defined in footnote 1 for ACT and LTM as of 31-March-2026 for Žabka Group. Revenue pie charts for Žabka Group calculated based on Sales to End Customers (StEC) with both StEC and Gross Profit included in ACT's Europe and Other Regions segment and ACT's Merchandise and Service segment; ⁶ LTM revenue growth between LTM as of April-2025/26 for ACT (as defined in footnote 1) and LTM as of March-2025/26 for Žabka Group; ⁷ Adjusted post IFRS-16 EBITDA excluding synergies for both ACT and Žabka Group; ⁸ Aligned to ACT definition of Adj. EBITDA margin and calculated as a percentage of revenue; ⁹ Please refer to the "Non-IFRS Accounting Standards Measures" section of this presentation for additional information on performance measures not defined by IFRS Accounting Standards; ¹⁰ Total does not tie due to rounding

ACT Is Focused On Maintaining Operational Continuity

Governance And Integration Principles



Management

Žabka's leadership team is excited to tender into the transaction whilst also reinvesting in ACT and remaining responsible for executing Žabka's strategy and growth plans



Business Continuity

Žabka will continue to operate independently with no disruption to day-to-day operations



Governance

A clear governance structure will support efficient decision-making while preserving local accountability



People & Customers

Maintaining a strong employee, franchisee, and customer experience will remain a key priority throughout integration



Value Creation

Dedicated integration teams will capture best practices and long-term value creation opportunities across the group



zabka group

Q&A



żabka group

Appendix

Non-IFRS Accounting Standards

To provide more information for evaluating Couche-Tard's and Žabka's performance and provide a description of management's expectations in respect thereof, the financial information included in this presentation contains certain data that are not performance measures under IFRS Accounting Standards, which are also calculated on an adjusted basis to exclude specific items. Those performance measures are called "Non-IFRS Accounting Standards measures". We believe that providing those Non-IFRS Accounting Standards measures is useful to management, investors, and analysts, as they provide additional information to measure the performance and financial position of Couche-Tard.

The following Non-IFRS Accounting Standards financial measures are used in this presentation:

- Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA; and
- Pro forma adjusted EBITDA.

The following Non-IFRS Accounting Standards ratios are used in this presentation:

- Adjusted EBITDA margin;
- Pro forma adjusted EBITDA margin; and
- Leverage ratio.

Non-IFRS Accounting Standards financial measures and ratios are mainly derived from the consolidated financial statements but do not have standardized meanings prescribed by IFRS Accounting Standards. These Non-IFRS Accounting Standards measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with IFRS Accounting Standards. In addition, our definitions and those of Žabka of Non-IFRS Accounting Standards measures may differ from those of other public companies. Any such modification or reformulation may be significant. These measures may also be adjusted for the pro forma impact of acquisitions and impacts of new accounting standards if they are considered to be material.

This presentation also makes reference to certain pro forma Non-IFRS Accounting Standards and other financial measures and ratios giving effect to the Transaction, including pro forma adjusted EBITDA and pro forma adjusted EBITDA margin. These measures are not recognized measures under IFRS Accounting Standards, do not have a standardized meaning prescribed by IFRS Accounting Standards and are therefore unlikely to be comparable to similar measures presented by other companies. Couche-Tard believes that such Non-IFRS Accounting Standards and other financial measures provide readers with a better understanding of how management assesses the potential contribution of Žabka to its results of operations.

Pro forma adjusted EBITDA adjusts Couche-Tard's reported adjusted EBITDA to include the results from Žabka as if the Transaction would have occurred at the beginning of the applicable period, based on Couche-Tard's and Žabka's reported adjusted EBITDA, and Žabka's reported prior twelve-month adjusted EBITDA as at the end of their respective most recently completed financial periods. Pro forma adjusted EBITDA margin is calculated by dividing pro forma adjusted EBITDA by the sum of Couche-Tard's and Žabka's prior twelve-month revenues as at the end of their most recently completed financial periods.

Please refer to the table below for additional information on the adjustments to pro forma adjusted EBITDA from adjusted EBITDA and for a reconciliation of these measures to the most directly comparable IFRS measure. With respect to measures used by Žabka which are not recognized under IFRS Accounting Standards, please also refer to the section "Information Regarding Žabka".

Couche-Tard Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA.

EBITDA represents Net earnings plus Income taxes, Net financial expenses, and Depreciation, amortization and impairment. Adjusted EBITDA represents the EBITDA adjusted for acquisition costs, the impact from changes in accounting policies and adoption of accounting standards, as well as other specific items for which the impact on consolidated results is not deemed indicative of future trends. These performance measures are considered useful to facilitate the evaluation of our ongoing operations and our ability to generate cash flows to fund our cash requirements, including our capital expenditures program, share repurchases, and payment of dividends.

Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by total revenues and expressing the result as a percentage.

The table below reconciles Net earnings, as per IFRS Accounting Standards, to EBITDA and adjusted EBITDA:

	52-week periods ended	
	April 26, 2026	April 27, 2025
<i>(in millions of US dollars)</i>		
Revenues	76,506.6	72,856.8
<i>Žabka Revenue for LTM as at March 31, 2026</i>	7,433.5	-
Net earnings	3,149.8	2,592.4
Add:		
Income taxes	935.2	729.7
Net financial expenses	580.2	512.5
Depreciation, amortization and impairment	2,358.4	2,105.4
EBITDA	7,023.6	5,940.0
Adjusted for:		
Net recovery on the resolution and remeasurement of certain long-standing legal matters	(260.9)	-
Acquisition costs	17.5	19.4
Gain on regulatory divestiture related to GetGo acquisition	(66.4)	-
Adjusted EBITDA	6,713.8	5,959.4
Adjusted EBITDA Margin	8.8%	8.2%
Adjusted for:		
Žabka Adjusted EBITDA ¹	1,098.2	-
Žabka Adjusted EBITDA Margin	14.8%	-
Pro Forma Adjusted EBITDA	7,812	-
Pro Forma Adjusted EBITDA Margin	9.3%	-

Note: ¹ Adjusted EBITDA for LTM as at 31-March-2026

Non-IFRS Accounting Standards (Cont'd)

Interest-bearing debt, net interest-bearing debt and leverage ratio. Interest-bearing debt is the sum of the following balance sheet accounts: Short-term debt and current portion of long-term debt, Long-term debt, Current portion of lease liabilities and Lease liabilities, and is considered useful to facilitate the understanding of our financial position in relation with financing obligations. Net interest-bearing debt corresponds to the previous measures minus Cash and cash equivalents and is considered useful to assess our financial health, risk profile, and ability to meet our financing obligations. Leverage ratio represents a measure of financial condition considered useful to assess our financial leverage and our ability to cover our net financing obligations in relation to our adjusted EBITDA.

The table below reconciles net interest-bearing debt and adjusted EBITDA, for which the calculation methodology is described in another table of this section, with the leverage ratio:

(in millions of US dollars)	52-week periods ended	
	April 26, 2026	April 27, 2025
Short-term debt and current portion of long-term debt	879.1	690.2
Current portion of lease liabilities	559.0	523.9
Long-term debt	10,420.1	8,776.8
Lease liabilities	4,587.8	3,965.4
Interest-bearing debt	16,446.0	13,956.3
Less: Cash and cash equivalents	(3,111.3)	(2,263.0)
Net interest-bearing debt	13,334.7	11,693.3
Adjusted EBITDA	6,713.8	5,959.4
Leverage ratio	1.99 : 1	1.96 : 1

Žabka Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA.

Žabka defines EBITDA as its net profits for the reporting period before the effect of income taxes, financing activities and depreciation and amortization expense. Žabka defines Adjusted EBITDA as EBITDA adjusted for certain non-recurring costs, including changes in ownership structure, raising new financing, group reorganization, asset disposals, M&A transaction costs, and incentive programs.

The table below reconciles Žabka's net profits, as per IFRS Accounting Standards, to Žabka's EBITDA and adjusted EBITDA:

	12-month period ended	
	March 31, 2026	
	in millions of PLN	in millions of US dollars
Revenues	28,051.3	7,433.6
Net profits	1,109.4	294.0
Add:		
Income taxes	52.7	14.0
Net financial expenses	863.6	228.9
Depreciation, amortization and impairment	1,953.6	517.7
EBITDA	3,979.4	1,054.5
Adjusted for:		
Transaction-related incentive programs including MIP and bonuses	127.1	33.7
Costs related to changes in the ownership structure and obtaining sources of financing & Crown	45.1	11.9
Reclassification of minimum tax in Romania (from G&A costs to income tax)	6.6	1.7
Result on disposal of property, plant and equipment and right of use	(14.0)	(3.7)
Adjusted EBITDA	4,144.2	1,098.2
Adjusted EBITDA Margin	14.8%	14.8%