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## INSIDE INFORMATION NOTICE OF HBX GROUP INTERNATIONAL PLC

### Pre-Stabilisation Period Announcement

Pursuant to Article 226 of Law 6/2023, of 17 March, on Securities Markets and Investment Services and to Article 6.1 of Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016 (the “**Delegated Regulation (EU) 2016/1052**”), BofA Securities Europe SA hereby gives notice, in its capacity as stabilisation manager in connection with the initial offering (the “**Offering**”) of ordinary shares of HBX Group International plc (the “**Company**”), that it may carry out stabilisation transactions in relation to such shares on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the “**Spanish Stock Exchanges**”), in accordance with the following terms and in compliance with the relevant provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Delegated Regulation (EU) 2016/1052:

<b>The securities:</b>	
Issuer:	HBX Group International plc
Description:	Offering of ordinary shares of the Company (the “ <b>Shares</b> ”)
ISIN:	GB00BNXJB679
Offering size:	65,043,478 Shares (excluding the Over-Allotment Option)
Offer price:	€11.50 per Share (the “ <b>Offer Price</b> ”)
<b>Stabilisation:</b>	
Stabilisation manager:	BofA Securities Europe SA, 51 rue la Boétie, 75008 Paris, France
Stabilisation period expected to start on:	13 February 2025
Stabilisation period expected to end:	No later than 14 March 2025
Existence, maximum size and conditions of use of securities loan and over-allotment option:	<p>Prometheus Aggregator S.à r.l. (“<b>Prometheus Aggregator</b>”), which is indirectly controlled by funds managed by Cinven, Canada Pension Plan Investment Board (“<b>CPPIB</b>”) and Kiwi Feeder S.à r.l. (“<b>Kiwi Feeder</b>”), which is indirectly controlled by EQT VII (Kiwi Feeder, together with Prometheus Aggregator and CPPIB, the “<b>Principal Shareholders</b>”), principal shareholders of the Company, have loaned securities to BofA Securities Europe SA up to a maximum of 9,756,521 Shares to cover over-allotments of Shares in the Offering.</p> <p>The Principal Shareholders have granted BofA Securities Europe SA an option to acquire a maximum of 9,756,521 Shares at the Offer Price to repay utilisations under the loan of securities (the “<b>Over-allotment Option</b>”). The Over-allotment Option is exercisable, in whole or in part, by BofA Securities Europe SA as stabilisation manager, on behalf of the managers of the Offering, for a period of 30 calendar days after the date on which the Shares commence trading on the Spanish Stock Exchanges (which is expected to occur on 13 February 2025).</p>
Stabilisation trading venue(s):	Spanish Stock Exchanges

In connection with the Offering, BofA Securities Europe SA, as stabilisation manager, may effect transactions with a view to supporting the market price of the securities during the stabilisation period at a price that shall not exceed the Offer Price. There is no assurance that stabilising transactions will be undertaken and any stabilisation action, if begun, may cease at any time without prior notice. Any stabilisation action shall be conducted in accordance with all applicable laws and rules.

10 February 2025

## IMPORTANT INFORMATION

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose or a solicitation of any offer to underwrite, subscribe for or otherwise acquire or dispose any securities issued by the Company in the United States, Canada, Australia, Japan or in any jurisdiction where such offer or sale would be unlawful. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered or sold, directly or indirectly, in the United States absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There is no intention to register any securities referred to herein in the United States or to make an offering of the securities in the United States.

This announcement is only being distributed to and is only directed at persons in member states of the European Union Economic Area (“**EEA**”) who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (including any delegated regulations) (the “**Prospectus Regulation**”) (“**Qualified Investors**”). In addition, in the United Kingdom (“**UK**”), this announcement is only being distributed to and is only directed at “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation as it is part of the UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) who are also persons: (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (ii) who fall within Article 49(2)(a) to (d) of the Order; or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**relevant persons**”). This announcement must not be acted on or relied on: (i) in the UK, by persons who are not relevant persons; and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (i) in the UK, relevant persons, and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.

BofA Securities Europe SA is acting for the Company and the Principal Shareholders only in connection with the Offering and will not be responsible to anyone other than the Company and the Principal Shareholders for providing the protections offered to its clients, nor for providing advice in relation to the Offering or any matters referred to in this communication.

**Information to distributors:** solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”) and in Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK Product Governance Requirements**”, together with the MiFID II Product Governance Requirements, the “**Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares which are the subject of the Offering have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; (ii) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (iii) eligible for distribution through all distribution channels as are permitted by the Product Governance Requirements (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.