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Pursuant to article 227 of Law 6/2023, of March 17, on Securities Markets and Investment Services (*Ley de los Mercados de Valores y de los Servicios de Inversión*), HBX Group International plc ("**HBX Group**" or the "**Company**"), hereby announces the following:

OTHER RELEVANT INFORMATION

Further to the other relevant information notice (*comunicación de otra información relevante*) published on 7 February 2025 y and the inside information notice (*comunicación de información privilegiada*) (with registry numbers 32477 and 2596, respectively), it is hereby announced that today the 247,239,581 shares, each with a par value of €0.01, representing the entire share capital of the Company, with ISIN GB00BNXJB679 and for a total nominal amount of €2,472,395.81 have been registered in the Book-Entry Register managed by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR).

Likewise, and following verification by the Spanish National Securities Market Commission (CNMV) of the fulfilment of the legal requirements for admission to trading of the Company's shares and their subsequent admission to trading, effective 13 February 2025, by the Governing Bodies of the Spanish Stock Exchanges (*Sociedades Rectoras de las Bolsas de Valores Españolas*), it is hereby announced that the Company's shares will commence trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges tomorrow, 13 February 2025, in accordance with the tentative calendar foreseen. The shares will be listed for trading on the equity segment of the Automated Quotation System (AQS).

London, 12 February 2025



IMPORTANT INFORMATION

The contents of this announcement have been prepared by and are the sole responsibility of HBX Group.

The information contained in this announcement does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement.

This announcement is neither a prospectus nor a prospectus-equivalent document nor an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Offering and the distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. The securities referred to herein have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. There is no intention to register any portion of the Offering in the United States or to conduct a public offering of securities in the United States.

The offer and sale of the Shares in the Offering are subject to specific legal or regulatory restrictions in certain jurisdictions. The Group has not authorized any offer to the public of securities in the United Kingdom or in any Member State of the European Economic Area and assumes no responsibility in the event of a violation by any person of such restrictions.

Within the European Economic Area, this communication is addressed only to and directed at persons 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, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "Prospectus Regulation").

In the United Kingdom, this communication is directed only at "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended)) (i) having professional experience in matters relating to investments so as to qualify as an "investment professional" under Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) falling within Article 49(2) (a) to (d) of the Order or (iii) to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

This announcement and its contents must not be acted on or relied upon (i) in the United Kingdom by persons who are not "relevant persons" or (ii) in any member state of the European Economic Area by persons who are not "qualified investors". The communication of this announcement in the United Kingdom to persons who are not "relevant persons" or in any member state of the European Economic Area to persons who are not "qualified investors" is unauthorized and may contravene applicable law.

This announcement is an advertisement for the purposes of article 22 of the Prospectus Regulation and does not constitute a prospectus for the purposes of the Prospectus Regulation. The Prospectus approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores or the CNMV*) is available to investors on the website of the CNMV (www.cnmv.es) and of the Group. Investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and uncertainties associated with the decision to invest in the Shares, and investors should not purchase (or subscribe for) any Shares referred to in this announcement except on the basis of information in the Prospectus approved by and registered with the CNMV. The approval of the Prospectus should not be understood as an endorsement of the Shares by the CNMV.

The information and opinions in this announcement are not based upon a consideration of any particular investment objectives, financial situation or needs. Readers may wish to seek independent and professional advice and conduct their own independent investigation and analysis of the information contained in this announcement and of the business,



operations, financial condition, prospects, status and affairs of the Group.

The Offering and/or the Admission may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Offering will proceed and that the Admission will occur and you should not base your financial decisions on the Group intentions in relation to the Offering and the Admission at this stage.

In connection with the potential Offering, the Managers and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares or related investments in connection with the potential Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being offered, acquired, placed or otherwise dealt in should be read as including any offer to, or acquisition, placing or dealing by the Managers and any of their respective affiliates acting in such capacity. In addition, the Managers and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. None of the Managers nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Nothing contained herein constitutes or should be construed as (i) investment, tax, financial, accounting or legal advice; (ii) a representation that any investment or strategy is suitable or appropriate to your individual circumstances; or (iii) a personal recommendation to you. None of the Managers nor any of their respective affiliates and/or any of their or their affiliates' directors, officers, employees, advisers and/or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to, the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) and/or any other information relating to the Group, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of the Managers will be acting exclusively for the Group and the Selling Shareholders and no one else in connection with the potential Offering. The Managers will not regard any other person as their client in relation to the potential Offering and will not be responsible to anyone other than the Group and the Selling Shareholders for providing the protections afforded to their respective clients nor for giving advice in relation to the potential Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Information to distributors: Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EC 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 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. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. 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 in the Offering. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares in the Offering (by either adopting the Target Market Assessment or redefining it under the MiFID II Product Governance Requirements) and determining appropriate distribution channels.