



In accordance with Article 226 and 227 of Law 6/2023 of 17 March 2023 on Securities Markets and Investment Services, HBX Group International plc (the "**Company**" or the "**Group**") hereby communicates the following:

## OTHER RELEVANT INFORMATION

### RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Today, the Ordinary General Meeting of Shareholders of the Company was held in London, at which all the resolutions proposed by the Board of Directors were approved, in accordance with the Agenda, and which are detailed below in the following Appendix.

London, February 12, 2026

HBX Group International plc

## Appendix

### RESOLUTIONS OF THE ORDINARY GENERAL MEETING HELD ON 12 FEBRUARY 2026

#### Ordinary resolutions

1.  
To receive the Company's annual accounts, the strategic report, the directors' report and the auditors' report for the year ended 30 September 2025.
2.  
To receive and approve the directors' remuneration report (other than the part containing the directors' remuneration policy referred to in Resolution 3 below) contained within the annual report and accounts for the financial year ended 30 September 2025.
3.  
To receive and approve the directors' remuneration policy set out on pages 123 to 130 of the directors' remuneration report contained within the annual report and accounts for the financial year ended 30 September 2025, such directors' remuneration policy to take effect from the date of its adoption.
4.  
To confirm the appointment of James Bilefield as a director of the Company, who was appointed as a director by resolution of the Board on 25 November 2025 in accordance with article 148 of the Articles.
5.  
To appoint Carlos Muñoz as a director of the Company in accordance with article 147 of the Articles, with effect from the end of the meeting.
6.  
To re-appoint PricewaterhouseCoopers LLP as the company's auditors until the conclusion of the next general meeting of the company at which accounts are laid.
7.  
To authorise the Board to agree the auditors' remuneration.
8.  
To authorise the directors to allot shares up to a specified amount  
(a) THAT: the directors be generally and unconditionally authorised pursuant to section 551 of the Act to:  
(i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of €824,131.94 (representing approximately 82,413,194 ordinary shares); and

(B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of €1,648,263.87 (representing approximately 164,826,387 ordinary shares) (including within such limit the nominal amount of any shares allotted or in respect of which rights are granted under paragraph (A) above) in connection with an offer:

(I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holders; and

(II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities; and so the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date this Resolution is passed); and

(ii) subject to the limits set out in paragraph (i) above, make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

(b) THAT, subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and

(c) THAT paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

9.

THAT the Company and any company which is a subsidiary of the Company at the time this Resolution is passed or becomes a subsidiary of the Company at any time during the period for which this Resolution has effect be generally authorised to:

(a) make donations to political parties and independent election candidates not exceeding £50,000 in total;

(b) make donations to political organisations other than political parties not exceeding £50,000 in total; and

(c) incur political expenditure not exceeding £50,000 in total,

provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £50,000. This authority shall expire at the close of the annual general meeting of the Company held in 2027 or 18 months from the date of this resolution

(whichever is earlier). Words and expressions used in this resolution that are defined for the purpose of Part 14 of the Act shall have the same meaning for the purpose of this resolution.

### Special resolutions

10.

THAT, subject to the passing of Resolution 8 in the notice of the meeting and in place of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority given by Resolution 8 in the notice of the meeting, as if section 561(1) of the Act did not apply to the allotment.

This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date this Resolution is passed), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;

(b) shall be limited to:

(i) the allotment of equity securities in connection with an offer of equity securities:

(A) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(B) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter arising in connection with such offer; and

(ii) in the case of the authority given under Resolution 8(a)(i)(A) above, the allotment of equity securities (otherwise than pursuant to paragraph (b)(i) above) up to an aggregate nominal amount of €494,479.16 (representing approximately 49,447,916 ordinary shares); and

c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority given by Resolution 8 in the notice of the meeting” were omitted.

11.

THAT, the contract entered into between the Company and Merrill Lynch International (a copy of which has been produced to the meeting and made available at the Company’s registered office for not less than 15 days ending with the date of the meeting) (the Buyback Contract) providing for offmarket purchases (as defined in section 693(2) of the Act) from Merrill Lynch International (or their nominee(s)) of equity interests in the Company’s ordinary shares at such times and at such prices and in such numbers and otherwise on the other terms and conditions set out in the Buyback Contract, be and is hereby approved and authorised for the purposes of section 694 of the Act and



the Company be and is hereby authorised to make, such off-market purchases from Merrill Lynch International (or their nominee(s)), on a consensual basis, provided that:

(a) the maximum aggregate number of ordinary shares authorised to be purchased is 24,723,958 shares;

(b) the minimum price (exclusive of expenses) per ordinary share that may be paid is €0.01 and the maximum price (exclusive of expenses) per ordinary share that may be paid is the higher of:

(i) an amount equal to 5% above the average market value of an ordinary share for the five (5) business days immediately preceding the day on which the Company agrees to buy the relevant ordinary share, based on the share price on the Spanish Stock Exchanges;

(ii) and the higher of the price of the last independent trade and the highest current independent bid on the trading venues on which the ordinary shares are traded;

(c) and the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the close of business on 30 September 2027.

12.

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

The full text of the resolutions adopted is and has been available since the notice of the General Shareholders Meeting on the Company's website, [www.hbxgroup.com](http://www.hbxgroup.com) Section "Annual General Meeting "

The data on attendance at the General Shareholders' Meeting and voting on the resolutions will be available soon on the Company's Website [www.hbxgroup.com](http://www.hbxgroup.com) . Section "Annual General Meeting ".

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#### IMPORTANT INFORMATION

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The Company's securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Exchange Act"), and may not be offered or sold in the United States without prior registration or an applicable exemption from registration requirements.

The information and opinions contained in this announcement are not based on consideration of particular investment objectives, financial situation or specific needs. Readers are advised to seek independent and professional advice and to conduct their own independent research and analysis on the information contained in this announcement and on the Group's business, operations, financial condition, prospects, status and affairs.



