



## ***Public Announcement***

**The Zwack Unicum Plc.**  
**(Zwack Unicum Likőripari és Kereskedelmi Nyrt.)**  
(H-1095 Budapest, Soroksári út 26.)

hereby notifies its shareholders that the Company shall hold its:

**Annual General Meeting (“AGM”) on Thursday, June 25, 2020 at 10:00 a.m.**

The venue of the AGM shall be: **The Seat of the Company**  
**H-1095 Budapest, Soroksári út 26.**

**The Company hereby informs its honourable shareholders that, according to the rules of decree no. 102/2020. (IV.10.) of the Government of Hungary (the "Decree no. 102/2020"), no general meetings can be held in a way which would require the physical presence of the shareholders during the state of emergency related to the coronavirus pandemic (declared by government decree no. 40/2020. (III. 11.)). Thus, in case the emergency rules do not change in the sense that the AGM can be hold before the date of the AGM, the Company will not hold its annual general meeting convoked for June 25, 2020.**

**In case the AGM cannot be hold on June 25, 2020, according to Decree no. 102/2020, the Board of Directors has the right to decide about any and all issues listed on the agenda. The board of directors has the right to decide by passing resolutions which conform with the proposals to be published by then, but also has the right to deviate from these proposals. The rules related to the initiation of a subsequent approval by the general meeting of the resolutions passed by the Board of Directors are described separately, at the end of this announcement.**

**In case the AGM cannot be hold on the published date, on the basis of the authorization given by Decree no. 102/2020, the Board of Directors of the Company is planning to pass resolutions which conform with the proposals to be published by then. The Board of Directors of the Company will publish its resolutions - as passed within the scope of competence of the general meeting - in the ordinary way.**

**The Company is committed to protecting the health and safety of its shareholders, employees and all person interested in the general meeting, therefore it is continuously monitoring the developments in connection with coronavirus, including the measures introduced by the Government and the Authorities, which affect or might affect the annual general meeting announced to the day of June 25, 2020. In case of any change in the conditions of the hereby published annual general meeting the Company will promptly inform the honourable shareholders in public disclosures.**

***THE COMPANY HEREBY DRAWS THE ATTENTION OF ITS HONOURABLE SHAREHOLDERS THAT THE COMPANY WILL PUBLISH ON JUNE 22, 2020 (MONDAY) ITS NOTIFICATION WHETHER ON JUNE 25, 2020 (I.E. THE DATE OF THE AGM) WHETHER THE AGM WILL BE HOLD OR THE BOARD OF DIRECTORS WILL PASS THE RESPECTIVE RESOLUTIONS ON BEHALF OF THE AGM. THE NOTIFICATION WILL BE PUBLISHED ON THE WEBSITE OF THE COMPANY, THE WEBSITE OF THE BUDAPEST STOCK EXCHANGE (WWW.BET.HU) AND ON THE HOMEPAGE WWW.KOZZETETELEK.HU.***

Agenda of the AGM

- (1) Report of the Board of Directors on the business activities of the Company in the business year starting on April 1, 2019 and terminating on March 31, 2020 and presentation of the related draft Annual Report of the Company;
- (2) Report of the Auditor;
- (3) Report of the Supervisory Board, including the report of the Audit Board;
- (4) Approval of the Corporate Governance Report;
- (5) Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2019 and terminating on March 31, 2020, prepared in accordance with the international financial reporting standards (IFRS);
- (6) Resolution on dividend on the basis of the annual report concerning the business year starting on April 1, 2019 and terminating on March 31, 2020;
- (7) Resolution on the remuneration of the members of the Board of Directors and the Supervisory Board;
- (8) Election of members of the Board of Directors, the Supervisory Board and the Audit Board;
- (9) Election of the Company's auditor and approval of its remuneration;
- (10) Advisory vote on the Remuneration policy
- (11) Modification and amendment of the Statutes of the Company;
- (12) Approval of the consolidated text of the Company's Statutes, including amendments to date;
- (13) Miscellaneous.

Every registered common share having a nominal value of 1,000 HUF (one thousand Hungarian Forint) shall entitle its holder to one vote at the AGM. Shareholders may exercise their rights at the AGM either in person or through an authorized representative pursuant to a voting card or an equivalent official certification confirming the right to vote (hereinafter together: "Voting Card") to be issued by the Board of Directors. In accordance with Section 3:110 (1) of the Civil Code, the proxy empowering its holder to representation shall be incorporated into a public legal document

or a fully evidencing private deed (as described in Section 196 of the Civil Procedure Code), and shall be submitted prior to obtaining the certification entitling the certificate holder to the receipt of the Voting Card.

Participating and voting at the AGM shall be reserved to the shareholders duly entered into the Company's Share Register the latest 2 (two) working days before the AGM. Shareholders' rights at the General Meeting may be exercised by the person whose name is contained in the Share Register at the closing of the Share Register – at 6 PM (Budapest time) on the second business day before the first day of the Shareholders' Meeting. (Section 3:273 (2) of the Civil Code). Certification of ownership is not required for the exercise of shareholders' rights; the entitlement is verified by way of the identification procedure prescribed in the act on securities and in rules of procedures of the central depository (KELER Zrt.) (Section 3:254(6) of the Civil Code). The Company orders owner identification during which the securities account holders send the data of shareholders to KELER Zrt. that, on the basis of the received information, registers shareholders in the Share Registry until its closing which will be on June 18, 2020. The registration of the shareholder into the Share Register is the obligation of investment service firms. The registration of the ownership can be initiated through the respective investment service firm within the deadline set forth therefore. Closing the register of shareholders shall not impede the right of a person whose name is contained in the register of shareholders in transferring his shares after the closure of the register of shareholders. The transfer of shares before the opening day of the general meeting shall not preclude the right of a person whose name is contained in the register of shareholders from attending the general meeting and from exercising his shareholder's rights. (Section 3:273 (3) of the Civil Code).

The **registration** shall occur on the day of the AGM **between 9:00 a.m. and 9:45 a.m.** The Company hereby kindly requests its shareholders to bring all the documents which are required to verify their identity and right to representation as well as the proxy in the case of an authorized representative.

Shareholders may exercise their shareholders' rights through representatives. One representative may represent several shareholders; however, one shareholder may have only one representative. If the shareholder is represented by more representatives and they vote differently or make different statements, all votes casted or statement made by them shall be null and void.

The regulations above do not affect the regulations of the "shareholder's nominees" in the meaning of the Capital Market Act.

The Board of Directors is obliged to place on the agenda any proposal for supplementing the agenda (complying with the rules on the details of the agenda) and any draft resolution related to an agenda item that is on agenda or to be added to the agenda, which are requested by the Shareholders representing at least one per cent (1%) of the votes, by the Supervisory Board and by the Auditor within 8 days after the publication of this invitation. The Board of Directors shall publish a notice on the supplemented agenda, the draft resolutions proposed by the shareholders following the communication of such proposal to the Board. The issue indicated in the notice shall be considered to be on agenda. The shareholder is entitled to participate on the AGM, request information; make comments and proposals and vote pursuant to the above conditions. The Board of Directors may make the provision of information and access to the documents conditional upon the making of a written confidentiality declaration. The Board of Directors may deny the provision of information and access to documents if that would violate the Company's business secrets, if the party

requesting information abuses such right or if he does not make such confidentiality declaration upon request.

The substantial content of the draft annual report prepared pursuant to the Accounting Act, of the report of the Board of Directors and of the report of the Supervisory Board; the total number of shares and voting rights at the date of convening the Shareholders' Meeting, (including separate totals for each class of shares and full totals), the proposals relating to the items on the agenda, the Supervisory Boards' reports relating thereto, the draft resolutions and the forms to be used for voting via proxyholders shall be available for review at latest from June 2, 2020 at the places indicated below. The names of the members of the Board of Directors and the Supervisory Board and all monetary and non-monetary benefits granted to these members in this role, detailed by members and the legal title for the benefit are also available from the date of the publication of this notice on the websites of both the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Company ([www.zwack.hu](http://www.zwack.hu)), as well as at the Company's Shareholders' Relations Department on business days, between 8.00 a.m. and 4.00 p.m.

In lack of a quorum, the reconvened AGM, with the same agenda, shall be held at the registered seat of the Company (1095 Budapest, Soroksári út 26.), on July 7, 2020 at 10:00 a.m. The reconvened AGM shall have a quorum irrespective of the actual number of shareholders present.

Information on data processing related to the shareholders is available at the website of the Company (<https://zwackunicum.hu/en/befektetoknek/vallalatiranyitasi-elvek/>) and will also be available to the shareholders at the venue of the AGM.

The main data of the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2019 and terminating on March 31, 2020 prepared in accordance with the international accounting standards (IFRS) are as follows:

<b>ZWACK UNICUM PLC.</b>	
<b>STATEMENT OF FINANCIAL POSITION</b>	
	<u>in million HUF</u>
<b><u>Assets:</u></b>	
<b>Non-current assets:</b>	<b>3 585</b>
Property, plant and equipment	3 336
Intangible assets	102
Packaging materials	22
Investment in associate	16
Employee loans	1
Deferred tax asset	108
<b>Current assets:</b>	<b>8 377</b>
Inventories	2 661
Trade and other receivables	3 007
Cash and cash equivalents	2 709
<b><u>Total assets:</u></b>	<b>11 962</b>
<b><u>Equity and liabilities:</u></b>	
<b>Shareholder's equity:</b>	<b>6 176</b>
Share capital	2 000
Share premium	165
Retained earnings	4 011

<b>Non-current liabilities:</b>	<b>453</b>
Other liabilities	453
<b>Current liabilities:</b>	<b>5 333</b>
Trade and other liabilities	4 071
Short term loans	1 250
Provisions	12
<b><u>Total equity and liabilities:</u></b>	<b>11 962</b>

#### STATEMENT OF COMPREHENSIVE INCOME

	<u>in million HUF</u>
<b>Revenue</b>	<b>13 960</b>
<b>Operating expenses</b>	<b>12 252</b>
Material-type expenses	5 287
Employee benefits expense	2 908
Depreciation and amortization	477
Other operating expenses	3 580
<b>Other operating income</b>	<b>461</b>
<b>Profit from operations</b>	<b>2 169</b>
Net financial income	15
<b>Profit before tax</b>	<b>2 184</b>
Income tax expense	488
<b>Profit for the year</b>	<b>1 696</b>

The audited balance sheet of the Company and the final amount of the dividends to be declared and distributed shall be approved by the AGM.

#### **The rules related to the subsequent approval by the general meeting of the general meeting resolutions passed by the Board of Directors are the following:**

In case the AGM cannot be held on June 25, 2020, according to Decree no. 102/2020, the Board of Directors has the right to decide about any and all issues listed on the agenda. The board of directors has the right to decide by passing resolutions which conform with the proposals to be published by then, but also has the right to deviate from these proposals.

According to Decree no. 102/2020, the shareholders can request the convocation of the general meeting for the subsequent approval of the general meeting resolutions passed by the Board of Directors during the state of emergency within a 30-day deadline starting from the cessation of the state of emergency, *with the exception of resolutions concerning the approval of the annual report and the allocation of the after-tax profits (dividends).*

*For the subsequent approval of the resolution concerning the approval of the 2019 annual report and the allocation of the after-tax profits (dividends), the shareholders can initiate the convocation of the general meeting within 30 days from the date of publishing the resolutions concerning the approval of the annual report and the allocation of the after-tax profits. Failure to meet this deadline (including the case where the shareholder's request is not delivered to the Company by the last day of the deadline) means that the above shareholder's right will be lost.*

In both of the above cases, those shareholders are entitled to request convocation of general meeting who:

- hold at least 1 per cent of the voting rights; and

- are indicated in the Share Register based on the ownership identification process requested and performed in connection with the general meeting indicated in the originally published invitation.

The Company informs the honourable shareholders that, in the event that the shareholders request convocation of the general meeting for the subsequent approval of the resolution concerning the annual report and the allocation of after-tax profit as described above, the dividends can only be paid after the annual report and the dividends are subsequently approved by the Company's general meeting.

The convocation of the annual general meeting cannot be requested and the meeting cannot be held as described above, if the state of emergency ceases after January 2, 2020 (but before the 2021 annual general meeting). In this case, the approval of the general meeting resolutions adopted by the Board of Directors during the state of emergency can be put to the agenda of the next general meeting. The approval of the general meeting resolutions adopted by the Board of Directors concerning the 2019/2020 annual report and the allocation of after-tax profits during the state of emergency has to be put to the agenda of the next general meeting (and the 2019/2020 dividends can be paid according to the resolutions of that next general meeting).

The Company takes every measure to provide immediately all necessary information to its shareholders, and furthermore the Company is committed to protecting the health and safety of the shareholders and its employees among the given circumstances.

May 20, 2020

**BOARD OF DIRECTORS OF ZWACK UNICUM PLC.**  
(H-1095 Budapest, Soroksári u. 26.)