

Zwack Unicum Plc. RESOLUTIONS
of the Board of Directors - of June 25, 2020,
acting in the competence of the General Meeting

– on the basis of Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency and Section 114 of Act LVIII of 2020 on Transitional Arrangements following the termination of the state of danger and on Healthcare Preparedness –

Resolution of the Board of Directors acting in the competence of the AGM No. 1/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency (hereinafter "Government Decree no. 102/2020 (IV.10.)" - acting in the competence of the General Meeting, has approved the agenda of the meeting convened to this day with the same content as in the general meeting's invitation published on May 20, 2020 regarding the Company's annual general meeting convoked for June 25, 2020.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 2/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting, approved that a sound recording and an audio-video recording recorded by the software enabling the videoconference shall be made of the proceedings of the meeting in order to assist in the preparation of the minutes of the meeting. The sound recording shall be used for the purpose of preparing non-verbatim minutes.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 3/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting has appointed dr. András Szecskay, attorney at law, legal advisor of the Company to conduct the meeting held today, dr. Barbara Stampfer Nagy to be the keeper of the minutes, Mr. Frank Odzuck and Mr. Nándor Szakolczai as members of the Board of Directors, to confirm the minutes of the meeting.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

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; Report of the Auditor; Report of the Supervisory Board, including the report of the Audit Board; Approval of the Corporate Governance Report

Resolution of the Board of Directors acting in the competence of the AGM No. 4/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting, approved the report of the Board of Directors regarding the business activities and financial results of the Company in the business year starting on April 1, 2019 and terminating on March 31, 2020.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 5/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting, approved the report of KPMG Hungária Kft., as statutory auditor of the Company regarding the operation of the Company in the business year starting on April 1, 2019 and terminating on March 31, 2020 and the related Annual Report.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 6/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the report of the Supervisory Board, including the report of Audit Committee for the business year starting on April 1, 2019 and terminating on March 31, 2020.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 7/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the Corporate Governance Report of the Board of Directors, approved by the Supervisory Board for the business year starting on April 1, 2019 and terminating on March 31, 2020.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

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 accounting standards (IFRS)**Resolution of the Board of Directors acting in the competence of the AGM No. 8/2020. 06. 25.**

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved 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) as follows:

ZWACK UNICUM PLC.**STATEMENT OF FINANCIAL POSITION** in million HUF**Assets:**

Non-current assets:	3 585
Property, plant and equipment	3 336
Intangible assets	102
Packaging materials	22
Investment in associate	16
Employee loans	1
Deferred tax asset	108
Current assets:	8 377
Inventories	2 661
Trade and other receivables	3 007
Cash and cash equivalents	2 709
Total assets:	11 962

Equity and liabilities:

Shareholder's equity:	6 176
Share capital	2 000
Share premium	165
Retained earnings	4 011

Non-current liabilities:	453
Other liabilities	453
Current liabilities:	5 333
Trade and other liabilities	4 071
Short term loans	1 250
Provisions	12
Total equity and liabilities:	11 962
STATEMENT OF COMPREHENSIVE INCOME <u>in million HUF</u>	
Revenue	13 960
Operating expenses	12 252
Material-type expenses	5 287
Employee benefits expense	2 908
Depreciation and amortization	477
Other operating expenses	3 580
Other operating income	461
Profit from operations	2 169
Net financial income	15
Profit before tax	2 184
Income tax expense	488
Profit for the year	1 696

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

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

Resolution of the Board of Directors acting in the competence of the AGM No. 9/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the proposal of the Board of Directors on the basis of which the Company has declared the payment of dividend in the amount of HUF 610 500 000 (six hundred and ten million and five hundred thousand Hungarian Forints). The Board of Directors will take the necessary steps for the payment of the dividends on a pro rata basis in accordance with the shareholding set forth in the Company's Share Register on January 20, 2021. The distribution of the dividends shall commence on January 27, 2021 except if a certain number of shareholders initiated the subsequent supervision of the decisions on the annual report and the use of profits as set forth in Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution on the remuneration of the members of the Board of Directors and the Supervisory Board

Resolution of the Board of Directors acting in the competence of the AGM No. 10/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the honoraria for the members of the Company's Board of Directors and the Supervisory Board in regard to the business year starting on April 1, 2019 and terminating on March 31, 2020 as follows:

Chairman of the Board of Directors:	4.4 M HUF
Deputy Chairman of the Board of Directors	3.8 M HUF
Members of the Board of Directors:	3.2 M HUF
Chairwoman of the Supervisory Board:	4.4 M HUF
Deputy Chairwoman of the Supervisory Board	3.8 M HUF
Members of the Supervisory Board:	3.2 M HUF

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Election of members of the Board of Directors, of the Supervisory Board and of the Audit Board

Resolution of the Board of Directors acting in the competence of the AGM No. 11/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting acknowledged the resignation of Mr. **Kresimir Crnjevic** (mother's full maiden name: Jasna Pavlinic; address: Riesznerova 2, Zagreb, Croatia) from his membership in the Board of Directors as of June 26, 2020. The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting discharged Mr. Kresimir Crnjevic from his liabilities in connection with his activities as member of the Board of Directors.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 12/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting acknowledged the resignation of Mr. **Nándor Szokolczai** (mother's full maiden name: Margit Szabó; address: 1031 Budapest, Csikóvár u. 2/3) from his membership in the Board of Directors as of June 26, 2020. The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting discharged Mr. Nándor Szokolczai from his liabilities in connection with his activities as member of the Board of Directors.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 13/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting acknowledged the resignation of Ms. **Kalina Plamenova Tsanova** (mother's full maiden name Tzvetanka Petrova Panova; address: 164 Simeonovsko shose blvd, 1137 Pancharevo, Bulgaria) from her membership in the Supervisory Board as of June 24, 2020. The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting discharged Ms. Kalina Plamenova Tsanova from her liabilities in connection with his activities as member of the Supervisory Board.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 14/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting acknowledged the resignation of Mr. **Gábor Zeisler** (mother's full maiden name: Katalin Murin address: Bérkocsi utca 49; 1222 Budapest, Hungary) from his membership in the Supervisory Board as of June 26, 2020. The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting discharged Mr. Gábor Zeisler from his liabilities in connection with his activities as member of the Supervisory Board.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 15/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Board of Directors as of today and the re-election of Mr. **Sándor Zwack** (mother's full maiden name: Anne Storie-Marshall.) as a member of the Board of Directors for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 16/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from her position as member of the Board of Directors as of today and the re-election of Ms. **Isabella Veronika Zwack** (mother's full maiden name: Anne Storie-Marshall) as a member of the Board of Directors for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 17/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Board of Directors as of today and the re-election of Mr. **Mag. Wolfgang Spiller** (mother's full maiden name: Ilse Althaler) as a member of the Board of Directors for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	86%	6	0	1

Resolution of the Board of Directors acting in the competence of the AGM No. 18/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Board of Directors as of today and the re-election of Mr. **Frank Odzuck** (mother's full maiden name: Irene Watzke) as a member of the Board of Directors for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 19/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Board of Directors as of today and the re-election of Mr. **Tibor András Dörnyei** (mother's full maiden name: Erzsébet Menyhárt) as a member of the Board of Directors for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	86%	6	0	1

Resolution of the Board of Directors acting in the competence of the AGM No. 20/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the election of Mr. **Zoran Maksic** (mother's full maiden name: Mirjana Ekert; date of birth: 4 November, 1996) as a member of the Board of Directors for a definite period of time starting on June 27, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 21/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the election of Mr. **Božidar Božić** (mother's full maiden name: Janja Vuković; date of birth: 30 October, 1967) as a member of the Board of Directors for a definite period of time starting on June 27, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 22/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from her position as member of the Supervisory Board as of today and the re-election of **Dr. Hubertine Underberg-Ruder** (mother's full maiden name: Christiane Schattauer-Klönne) as a member of the Supervisory Board for a definite period of time starting today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 23/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the re-election of **Mag. Karin Trimmel** (mother's full maiden name: Elfriede Schindler) as a member of the Supervisory Board for a definite period of time starting on June 29, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 24/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Supervisory Board as of today and the re-election of **Dr. András Szeceksay** (mother's full maiden name: Klára Bóta) as a member of the Supervisory Board for a definite period of time starting on today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 25/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Supervisory Board as of today and the re-election of **Dr. István Salgó** (mother's full maiden name: Mária Szita) as a member of the Supervisory Board for a definite period of time starting on today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 26/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the election of Mr. **Nándor Szakolczai** (mother's full maiden name: Margit Szabó) as a member of the Supervisory Board for a definite period of time starting on June 27, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 27/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the election of **Dr. György Geiszl** (mother's full name: Katalin Tóth) as a member of the Supervisory Board for a definite period of time starting on today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 28/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the re-election of **Mag. Karin Trimmel** (mother's full maiden name: Elfriede Schindler) as a member of the Audit Board for a definite period of time starting on June 29, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 29/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the withdrawal from his position as member of the Audit Board as of today and the re-election of **Dr. István Salgó** (mother's full maiden name: Mária Szita) as a member of the Audit Board for a definite period of time starting on today and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 30/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the election of Mr. **Nándor Szakolczai** (mother's full name: Margit Szabó) as a member of the Audit Board for a definite period of time starting on June 27, 2020 and expiring on July 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Election of the Company's auditor and approval of its remuneration**Resolution of the Board of Directors acting in the competence of the AGM No. 31/2020. 06. 25.**

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the re-election of **KPMG Hungary Kft.** (registered seat: H-1134 Budapest, Váci út 31., registration no.:000202; individual auditor in charge: Mr. Rezső Rózsa, registration no.: 005879, the substitute auditor appointed in the event of any extended absence of the auditor in charge is: Ms. Csilla Leposa, registration no.: 005299), as statutory auditor of the Company for a definite period expiring on August 31, 2022. The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting authorized the Board of Directors to conclude the agreement with the statutory auditor.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Resolution of the Board of Directors acting in the competence of the AGM No. 32/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the honoraria - amounting to HUF 22 000 000 / year + VAT for KPMG Hungary Kft. (registered seat: H-1134 Budapest, Váci út 31., registration no.:000202) for its performance as auditor of the Company. The honoraria includes the fee for the auditing of the annual report concerning the 2020/21 and 2021/22 business years in accordance with the applicable regulations.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Advisory vote on the Remuneration policy

Resolution of the Board of Directors acting in the competence of the AGM No. 33/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting – in its advisory competence - approved the Remuneration Policy, elaborated and proposed by the Board of Directors of the Company with respect to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Modification and amendment of the Statutes of the Company

Resolution of the Board of Directors acting in the competence of the AGM No. 34/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the amendments of the Statutes of the Company and its annex as set attached to this Minutes as Appendix 1.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

Approval of the consolidated text of the Company's Statutes, including amendments to date

Resolution of the Board of Directors acting in the competence of the AGM No. 35/2020. 06. 25.

The Board of Directors - based on Subsection (1) of Section 5 and Section 9 of Government Decree no. 102/2020 (IV.10.) - acting in the competence of the General Meeting approved the consolidated version of the Statutes including the modifications and amendments set forth by the above Resolutions (containing all the amendments to date) attached to this Minutes as Appendices 2/A and 2/B.

Number of votes	Ratio of votes	Yes	No	Abstention
7	100%	7	0	0

June 25, 2020 Budapest

*Board of Directors of the
Zwack Unicum Plc.*