



## **DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING**

### **EXTRAORDINARY GENERAL MEETING OF THE ZWACK UNICUM PLC. (CAPS COAF: XMET HU20201202000301)**

**DATE OF THE AGM: 28 January, 2021, 10 a.m.**  
**VENUE OF THE AGM: The Seat of the Company,  
H-1095 Budapest, Soroksári út 26.**

Statement - based upon point b) of Subsection 3:272 (3) of the Civil Code

**Dear Shareholder,**

**Zwack Unicum Plc.'s Board of Directors convened the company's Extraordinary General Meeting to take place at 10.00 a.m., on January 28, 2021 with the below quoted items on the agenda. Please find the individual submissions and the proposed text of the Extraordinary General Meeting resolutions attached.**

**The Company hereby informs its honourable shareholders that in light of the general ban on meetings and gatherings imposed by the governmental decree no. 484/2020 (XI.10) as of November 11, 2020, THE EGM WILL NOT BE HELD AND AS PER THE AUTHORIZATION GRANTED BY DECREE NO. 502/2020. (XI.16.) OF THE GOVERNMENT OF HUNGARY, THE BOARD OF DIRECTORS WILL DECIDE ABOUT ANY AND ALL ISSUES LISTED ON THE AGENDA.**

- (1) Modification and amendment of the Statutes of the Company;
- (2) Approval of the consolidated text of the Company's Statutes, including amendments to date;
- (3) Miscellaneous.

**The Supervisory Board of Zwack Unicum Plc. suggests the Shareholders all the proposals for approval.**

**Item No. 1**  
**Modification and amendment of the Statutes of the Company**

The modifications and amendments to the statutes (the "**Statutes**") of Zwack Unicum Likőripari és Kereskedelmi Nyilvánosan Mőködő Részvénytársaság (the "**Company**"), to be accepted by the meeting of the Board of Directors acting in the competence of the EGM of January 28, 2021 are the following:

(with the deletions marked in **stricken through**, and the insertions marked in underlined)

(1) Section 11.30 of the Statutes is modified as follows:

“11.30 Resolutions shall be passed by the Shareholders Meeting by a majority of three quarters of the votes cast in respect of the matters set forth in sub-section of Section 11.2 (a)-~~(d)~~, (i), (j), and (l) of these Statutes and in the Civil Code, and in other cases, including resolutions related to the withdrawal of the members of the Board of Directors, resolutions shall be passed by a simple majority of the votes cast.”

***Reason of the amendment:** As the result of the modification of the text the general assembly will be able to decide personal matters (election, withdrawal and remuneration of the members of the board of directors, supervisory board and auditor) with simple majority of the votes present, which correctly reflects the original - and in this respect unchanged - shareholders' agreement of the two main shareholders of the Company together holding more than 76% of the votes, also in line with the text of the applicable law. This modification is necessary to correct the wrong reference which - during implementation of previously applicable laws - was mistakenly included in the Statutes.*

**Resolution proposal:**

**The Board of Directors** - based on Section 9 of the Government Decree - acting in the competence of the General Meeting **approved** the amendments of the Statutes of the Company as set forth in the published general meeting proposals.

**Item No. 2**  
**Approval of the consolidated text of the Company's Statutes,  
including amendments to date**

**Resolution proposal:**

**The Board of Directors** - based on Section 9 of the Government Decree - 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 1/A and 1/B.