

Zwack Unicum Plc. RESOLUTIONS

of the Annual General Meeting held on June 29, 2022

Resolution of the AGM No. 1/2022. 06. 29.

The AGM approved the election of Mr. Sándor Zwack as conducting chairman, Mr. Balázs Szűcs and Mr. Tibor Petrás as vote counters, the election of dr. Barbara Stampfer as keeper of the Minutes of the June 29, 2022 Annual General Meeting, and the election of Mr. Hans Dieter Melwisch representative of the shareholder PZHAG, and Ms. Krisztina Nagy, representative of the shareholder Diageo Holdings Netherlands B.V., as confirmers of the Minutes.

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 302	100.00%	1 548 298	4	0

Report of the Board of Directors on the business activities of the Company in the business year starting on April 1, 2021 and terminating on March 31, 2022 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 AGM No. 2/2022. 06. 29.

The AGM **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, 2021 and terminating on March 31, 2022.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 365	100.00%	1 551 345	14	6

Resolution of the AGM No. 3/2022. 06. 29.

The AGM has **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, 2021 and terminating on March 31, 2022 and the related Annual Report.

Number of votes	Ratio of votes	Yes	No	Abstention
1 550 447	99.79%	1 547 119	566	2 762

Resolution of the AGM No. 4/2022. 06. 29.

The AGM **approved** the report of the Supervisory Board, including the report of Audit Committee for the business year starting on April 1, 2021 and terminating on March 31, 2022.

Number of votes	Ratio of votes	Yes	No	Abstention
1 549 238	99.76%	1 545 505	845	2 888

Resolution of the AGM No. 5/2022. 06. 29.

The AGM **approved** the Corporate Governance Report of the Board of Directors, approved by the Supervisory Board for the business year starting on April 1, 2021 and terminating on March 31, 2022.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 308	99.99%	1 551 092	86	130

Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2021 and terminating on March 31, 2022, prepared in accordance with the international accounting standards (IFRS)

Resolution of the AGM No. 6/2022. 06. 29.

The AGM **approved** the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2021 and terminating on March 31, 2022, prepared in accordance with the international accounting standards (IFRS) as follows:

ZWACK UNICUM PLC.

STATEMENT OF FINANCIAL POSITION

in million HUF

<u>Assets:</u>	
Non-current assets:	3 491
Property, plant and equipment	3 309
Intangible assets	78
Employee loans	1
Deferred tax asset	103
Current assets:	11 601
Inventories	3 140
Trade and other receivables	3 382
Cash and cash equivalents	5 079
<u>Total assets:</u>	15 092
<u>Equity and liabilities:</u>	
Shareholder's equity:	8 812
Share capital	2 000
Share premium	165
Retained earnings	6 647
Non-current liabilities:	558
Other liabilities	558
Current liabilities:	5 722
Trade and other liabilities	5 722
<u>Total equity and liabilities:</u>	15 092

STATEMENT OF COMPREHENSIVE INCOME

in million HUF

Revenue	17 691
Operating expenses	14 711
Material-type expenses	6 561
Employee benefits expense	3 150
Depreciation and amortization	596
Other operating expenses	4 404
Other operating income	673
Profit from operations	3 653
Net financial income/costs	109
Profit before tax	3 762
Income tax expense	562
Profit for the year	3 200

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 824	99.91%	1 547 396	401	1 027

Resolution on dividend on the basis of the annual report concerning the business year starting on April 1, 2021 and terminating on March 31, 2022

Resolution of the AGM No. 7/2022. 06. 29.

The AGM **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 1 500 HUF per share, in total HUF 3 052 500 000 (three billion fifty two million and five hundred thousand Hungarian Forints). The AGM has ordered the Board of Directors to 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 July 20, 2022. The distribution of the dividends shall commence on July 27, 2022.

Number of votes	Ratio of votes	Yes	No	Abstention
1 547 066	100.00%	1 547 050	15	1

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

Resolution of the AGM No. 8/2022. 06. 29.

The AGM **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, 2021 and terminating on March 31, 2022 as follows:

Chairman of the Board of Directors: 4.7 M HUF
Deputy Chairman of the Board of Directors 4.1 M HUF
Members of the Board of Directors: 3.5 M HUF

Chairwoman of the Supervisory Board: 4.7 M HUF
Deputy Chairman of the Supervisory Board 4.1 M HUF
Members of the Supervisory Board: 3.5 M HUF

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 575	99.72%	1 544 171	1 376	3 028

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

Resolution of the AGM No. 9/2022. 06. 29.

The AGM acknowledged the resignation of Mr. **Zoran Maksic** (mother's full maiden name: Mirjana Ekert; address: Zagreb, Skokov prilaz 9.) from his membership in the Board of Directors as of June 28, 2022. The AGM discharged Mr. Zoran Maksic from his liabilities in connection with his activities as member of the Board of Directors.

Number of votes	Ratio of votes	Yes	No	Abstention
1 546 680	99.86%	1 544 546	46	2 088

Resolution of the AGM No. 10/2022. 06. 29.

The AGM approved the election of Mr. **Zoltán Hangodi** (mother's full maiden name: Julianna Kurunczi; date of birth: 24 January 1978) as a member of the Board of Directors for a definite period of time starting on today and expiring on July 31, 2025.

Number of votes	Ratio of votes	Yes	No	Abstention
1 546 464	99.90%	1 544 863	207	1 394

Election of the Company's auditor and approval of its remuneration

Resolution of the AGM No. 11/2022. 06. 29.

The AGM **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 Rózsai, 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, 2024. **The AGM** authorized the Board of Directors to conclude the agreement with the statutory auditor.

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 359	99.78%	1 544 938	1 050	2 371

Resolution of the AGM No. 12/2022. 06. 29.

The AGM approved the honoraria - amounting to HUF **34 000 000 / 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 2022/23 and 2023/24 business years and the verification of the remuneration report in accordance with the applicable regulations.

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 271	99.78%	1 544 913	1 277	2 081

Advisory vote on the Remuneration report concerning the business year starting on April 1, 2021 and terminating on March 31, 2022

Resolution of the AGM No. 13/2022. 06. 29.

The AGM approved the Remuneration Report concerning the business year starting on April 1, 2021 and terminating on March 31, 2022, 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 and the effective remuneration policy of the Company.

Number of votes	Ratio of votes	Yes	No	Abstention
1 545 776	99.98%	1 545 445	247	84

Authorization to the Board of Directors for the purchase of own shares of the Company

Resolution of the AGM No. 14/2022. 06. 29.

The AGM authorizes the Board of Directors to purchase treasury shares. According to the authorization, the Board of Directors may resolve that the Company should acquire registered ordinary shares issued by the Company with a par value of HUF 1000 each, free of charge or against consideration. The lowest amount of consideration payable for one treasury share is HUF 1 and the highest amount payable shall be 150% of the volume-weighted average stock exchange price of the 180 days' period before the date of the transaction. The authorization shall be valid for a definite term from the date of the resolution of the General Meeting until 29 December 2023. The maximum amount of treasury shares obtained by the Company based on the authorization may be 25% of the registered capital at the most.

Number of votes	Ratio of votes	Yes	No	Abstention
1 544 487	99.79%	1 541 170	1 189	2 128

Modification and amendment of the Statutes of the Company

Resolution of the AGM No. 15/2022. 06. 29.

The AGM **approved** the amendments of the Statutes of the Company and its annex as set forth in the published general meeting proposals.

Number of votes	Ratio of votes	Yes	No	Abstention
1 545 229	99.89%	1 543 458	95	1 676

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

Resolution of the AGM No. 16/2022. 06. 29.

The AGM **approved** the consolidated version of the Statutes including the modifications and amendments set forth by the above Resolutions of the AGM (containing all the amendments to date) attached to this Minutes as Appendices 1/A and 1/B.

Number of votes	Ratio of votes	Yes	No	Abstention
1 544 070	99.99%	1 543 850	95	125

June 29, 2022 Budapest

*Board of Directors of the
Zwack Unicum Plc.*