

## Zwack Unicum Plc. RESOLUTIONS

### of the Annual General Meeting held on June 26, 2024

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#### **Resolution of the AGM No. 1/2024. 06. 26.**

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 26, 2024 Annual General Meeting, and the election of dr. Attila István Jásdi representative of the shareholder PZHAG, and Mr. Tamás Dániel Tövis, representative of the shareholder Diageo Holdings Netherlands B.V., as confirmers of the Minutes.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 946	99.98%	1 551 665	119	162

*Report of the Board of Directors on the business activities of the Company in the business year starting on April 1, 2023 and terminating on March 31, 2024 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. 2/2024. 06. 26.**

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, 2023 and terminating on March 31, 2024.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 606	99.96%	1 550 956	602	48

#### **Resolution of the AGM No. 3/2024. 06. 26.**

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, 2023 and terminating on March 31, 2024 and the related Annual Report.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 729	99.94%	1 550 786	595	348

#### **Resolution of the AGM No. 4/2024. 06. 26.**

The AGM **approved** the report of the Supervisory Board, including the report of Audit Committee for the business year starting on April 1, 2023 and terminating on March 31, 2024.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 316	99.96%	1 550 758	45	513

#### **Resolution of the AGM No. 5/2024. 06. 26.**

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, 2023 and terminating on March 31, 2024.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 395	99.90%	1 549 841	693	861

*Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2023 and terminating on March 31, 2024, prepared in accordance with the international accounting standards (IFRS)*

**Resolution of the AGM No. 6/2024. 06. 26.**

The AGM **approved** the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2023 and terminating on March 31, 2024, prepared in accordance with the international accounting standards (IFRS) as follows:

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

**Assets:**

<b>Non-current assets:</b>	<b>3 920</b>
Property, plant and equipment	3 755
Intangible assets	77
Deferred tax asset	88
<b>Current assets:</b>	<b>11 043</b>
Inventories	3 686
Trade receivables	3 433
Other financial receivables	173
Non-financial receivables	129
Cash and cash equivalents	3 622
<b><u>Total assets:</u></b>	<b>14 963</b>

**Equity and liabilities:**

<b>Shareholder's equity:</b>	<b>8 766</b>
Share capital	2 000
Share premium	165
Retained earnings	6 601
<b>Non-current liabilities:</b>	<b>683</b>
Leases	37
Long-term employee benefits	573
Deferred income	73
<b>Current liabilities:</b>	<b>5 514</b>
Trade and other payables	2 416
Leases	8
Amount payable (due) to customers	654
Current income tax	57
Employee benefits	1 087
Other taxes and non-financial liabilities	1 285
Provisions	7
<b><u>Total equity and liabilities:</u></b>	<b>14 963</b>

**STATEMENT OF COMPREHENSIVE INCOME**      in million HUF

<b>Revenue</b>	<b>22 496</b>
<b>Operating expenses</b>	<b>19 131</b>
Material-type expenses	8 949
Employee benefits expense	4 146
Depreciation and amortization	629
Other operating expenses	5 407
<b>Other operating income</b>	<b>101</b>
<b>Profit from operations</b>	<b>3 466</b>
Net financial income/cost	170
<b>Profit before tax</b>	<b>3 636</b>
Income tax expense	730
<b>Profit for the year</b>	<b>2 906</b>

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 880	99.96%	1 551 302	1	577

***Resolution on dividend on the basis of the annual report concerning the business year starting on April 1, 2023 and terminating on March 31, 2024***

**Resolution of the AGM No. 7/2024. 06. 26.**

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 1 400 HUF per share, in total HUF 2 849 000 000 (two billion eight hundred forty-nine million 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 24, 2024. The distribution of the dividends shall commence on July 31, 2024.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 711	99.97%	1 551 307	304	100

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

**Resolution of the AGM No. 8/2024. 06. 26.**

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, 2023 and terminating on March 31, 2024 as follows:

Chairman of the Board of Directors: 5.2 M HUF  
Deputy Chairman of the Board of Directors 4.6 M HUF  
Members of the Board of Directors: 4.0 M HUF

Chairwoman of the Supervisory Board: 5.2 M HUF  
Deputy Chairman of the Supervisory Board 4.6 M HUF  
Members of the Supervisory Board: 4.0 M HUF

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 677	99.85%	1 549 406	690	1 581

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

**Resolution of the AGM No. 9/2024. 06. 26.**

The AGM approved the re-election of **Mr. Thomas Mempel** (mother's full maiden name: Antje Jährmann; date of birth: August 11, 1967) as a member of the Supervisory Board for a definite period of time starting on August 1, 2024 and expiring on July 31, 2027.

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 203	99.93%	1 550 122	519	562

**Resolution of the AGM No. 10/2024. 06. 26.**

The AGM approved the re-election of **Mr. Thomas Mempel** (mother's full maiden name: Antje Jährmann; date of birth August 11, 1967) as a member of the Audit Board for a definite period of time starting on August 1, 2024 and expiring on July 31, 2027

Number of votes	Ratio of votes	Yes	No	Abstention
1 551 062	99.88%	1 549 148	563	1 351

**Advisory vote on the Remuneration report concerning the business year starting on April 1, 2023 and terminating on March 31, 2024**

**Resolution of the AGM No. 11/2024. 06. 26.**

The AGM approved the Remuneration Report concerning the business year starting on April 1, 2023 and terminating on March 31, 2024, 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
1 549 404	99.89%	1 547 648	587	1 169

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

**Resolution of the AGM No. 12/2024. 06. 26.**

The AGM approved the re-election of **KPMG Hungária Kft.** (registered seat: H-1134 Budapest, Váci út 31., registration no.:000202; individual auditor in charge: Ms. Zsuzsanna Nagy, registration no.: 005421, 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, 2026. The AGM authorized the Board of Directors to conclude the agreement with the statutory auditor.

Number of votes	Ratio of votes	Yes	No	Abstention
1 549 276	99.96%	1 548 730	189	357

**Resolution of the AGM No. 13/2024. 06. 26**

The AGM approved the honoraria for KPMG Hungária Kft. (registered seat: H-1134 Budapest, Váci út 31., registration no.:000202) for its performance as auditor of the Company. The honoraria amounts to **HUF 39 100 000 + VAT** includes the fee for the auditing of the annual report concerning the 2024/25 business year and the verification of the remuneration report in accordance with the applicable regulations and

the honoraria of the pre-assurance of the 2024/25 business year's ESG report which is a separate amount of **HUF 2 750 000 + VAT** and

the honoraria - amounting to **HUF 47 400 000 + VAT** which includes the fee for the auditing of the annual report and entity's sustainability report concerning the 2025/26 business year and the verification of the remuneration report in accordance with the applicable regulations and

the honoraria of the assurance of the 2025/26 business year's ESG report which is a separate amount of **HUF 1 500 000 + VAT**.

Number of votes	Ratio of votes	Yes	No	Abstention
1 548 888	99.52%	1 541 415	5 239	2 234

**Resolution of the AGM No. 14/2024. 06. 26**

The AGM in its advisory competence - approved the new 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
1 548 664	99.92%	1 547 412	619	633

***Modification and amendment of the Statutes of the Company***

**Resolution of the AGM No. 15/2024. 06. 26.**

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
1 548 276	99.98%	1 548 000	46	230

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

**Resolution of the AGM No. 16/2024. 06. 26.**

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
1 548 557	99.98%	1 548 233	195	129

June 26, 2024 Budapest

*Board of Directors of the  
Zwack Unicum Plc.*