

RULES OF OPERATION

of the

Supervisory Board

of

Zwack Unicum Likőripari és Kereskedelmi Nyilvánosan Működő Részvénytársaság

Based on Act IV of 2006. and on the Statutes, the operation of Zwack Unicum Likőripari és Kereskedelmi Nyilvánosan Működő Részvénytársaság Limited (hereinafter referred to as "**Zwack Unicum Nyrt.**") shall be supervised by a Supervisory Board.

The objective of the present rules of operation is to determine the basic regulations governing the setting up, operation and scope of authority of the Supervisory Board.

The Supervisory Board of the Company is a body of the Company under the exclusive authority of the Shareholders' Meeting. It is, under an obligation required to report on its activities to the Shareholders' Meeting.

The primary duty of the Supervisory Board is to supervise the economic performance of the Company taking into consideration the shareholders interests and applicable law. The supervisory authority covers both legal and business matters. The Supervisory Board shall not intervene in the day-to-day management of the Company; however, it shall have the right and obligation to report its observations to the Board of Directors of the Company and to the Shareholders' Meeting. If it seems necessary in light of the Company's interest, the Supervisory Board - as corporate body may convene a Shareholders' Meeting.

- (1) The operation of the Company shall be supervised by a Supervisory Board of at least 6 (six) and at maximum 12 (twelve) members. The management of the Company entered into an agreement with the workers' council pursuant to which the employees waived their right to participate in the operation of the Supervisory Board.
- (2) The first members of the Supervisory Board were appointed by the founding shareholders.
- (3) Should the number of Supervisory Board members fall below six for any reason whatsoever, the remaining members of the Supervisory Board shall call upon the Board of Directors that a Shareholders' Meeting shall be convened immediately, to elect new Supervisory Board members to fill such vacancies in the vacant places.
- (4) The shareholders who appointed the member(s) whose post has been left vacant shall be entitled to appoint a new member to fill the vacancies, subject to such new appointments

being subsequently ratified by the Shareholders' Meeting.

- (5) Both Hungarian and foreign citizens with adequate professional qualifications and experience may be elected as members of the Supervisory Board, if they meet the conditions fixed by Hungarian law and sign the written legal statement of acceptance the duty to become a member of the Supervisory Board.
- (6) Any person whose qualifications are considered inadequate by law may not become a member of the Supervisory Board. Moreover, any event occurring after person's election to the SB that excludes or is incompatible with membership shall prevent said member from to perform performing his duties as a member of the Supervisory Board.
- (7) Membership on the Supervisory Board shall cease:
 - a) upon the expiration of the member's term of office;
 - b) where the member is removed by the Shareholders' Meeting;
 - c) upon the member's resignation;
 - d) in case of the member's death;
 - e) if legally disqualifying conditions develop.
- (8) Members of the Supervisory Board shall inform the Board of Directors and the Supervisory Board of emergence of the any disqualifying conditions within the 3 days after such conditions occur.
- (9) The members of the Supervisory Board may not without the Company's consent, either directly or indirectly:
 - a) enter into deals in their own name which are similar to those in which the Company is involved, or
 - b) become a member with unlimited liability of another economic association engaged in business similar to that of the Company, or
 - c) be an executive officer or a member of the supervisory board of any Hungarian business organisation engaged in operations similar to those of the Company.
- (10) The Shareholders' Meeting is entitled to dismiss/remove a member from the Supervisory Board.
- (11) The members of the Supervisory Board are expected to act with the same sense of responsibility generally expected from person in a similar position/performing similar duties.
- (12) Should the members of the Supervisory Board violate their duties, they shall be liable for

the damages caused thereby as stipulated in the relevant provisions of the Company Act and the Civil Code of Hungary.

- (13) The members of the Supervisory Board shall have to fulfil their obligations personally and, as such, shall not be permitted to delegate such obligations. The members of the Supervisory Board are entitled to attend the Shareholders' Meetings.
- (14) The first Supervisory Board shall elect from among its members a Chair and Vice-Chair.
- (15) The Chair of the Supervisory Board shall apportion the supervisory tasks among the members and determine the strategic purposes of each supervisory task.
- (16) The Chair shall be in charge of coordinating the operations and shall represent the Board's viewpoints. The Chair shall oversee the technical preparation of the Supervisory Board meetings and to chair such meetings.

At the Shareholders' Meetings, the Supervisory Board shall be represented by the Chair.

- (17) It shall be the responsibility of the general manager of the Company to create the necessary conditions for the operation of the Supervisory Board (keeper of the minutes, premises, working conditions, etc.).
- (18) In case the Chair is incapacitated, he/she shall be replaced by the Vice-Chair for the period of such incapacity, if both the Chair and Vice-Chair are incapacitated, they will be replaced by a member of the Supervisory Board chosen by decision of the Supervisory Board for the period of such incapacity.
- (19) The Supervisory Board as a body or through its members shall supervise the activity of the management of the Company and as well as the activity of the entire Company. It is entitled to ask for reports and/or information from the Company's officers and employees.
- (20) The officers and employees contacted shall be obliged to provide the requested reports and/or information.
- (21) By decision adopted by the Supervisory Board's meeting, the Supervisory Board is entitled to have an expert involved in the review of the documents concerned. The fee to be paid to such expert shall be borne by the Company.
- (22) The Shareholders' Meeting may only pass a resolution on the annual report prepared in accordance with the Act on Accounting and the International Financial Reporting Standards if it has the written report of the Supervisory Board.
- (23) Should the Supervisory Board members fail to come to unanimous agreement when voting on the above matters, the minority views shall also be presented to the

Shareholders' Meeting.

- (24) The Supervisory Board shall perform its tasks without disrupting the day-to-day ordinary operations of the Company.
- (25) The members of the Supervisory Board shall remain liable for their activities performed during their mandate as member of the Supervisory Board for five years following the termination of their mandate at the Supervisory Board.
- (26) The Supervisory Board shall be entitled to inspect the books and documents of the Company at any time (in compliance with the rules pertaining to confidential information) and may ask for a copy of such documents.
- (27) The information obtained by the members of the Supervisory Board shall be kept a business secret, and the members shall be personally responsible for preventing incompetent persons from obtaining the documents and information available to the Supervisory Board members.
- (28) The Supervisory Board shall perform its supervisory tasks based on the strategic programme set for it by the Shareholders' Meeting (if any) and its own semi-annual work plan. Its (right to supervisory powers) shall be full and unlimited and shall cover the operation of the entire Company as well as individual organisational units.
- (29) The Supervisory Board shall exercise its rights at board meetings or through its members. It can distribute the business areas to be supervised as:
 - a) the implementation of the general business policy meeting;
 - b) financial-accountancy supervision;
 - c) supervision of the legality of operations, representation of the Company in lawsuits;
 - d) general supervision of management.
- (30) The division of the supervisory duties among the Supervisory Board members shall not replace the general fiduciary duty owed by the Supervisory Board members, nor the right of the members to extend their supervisory activities to areas other than those allocated to them as per Section 29 above.
- (31) The Supervisory Board shall meet whenever necessary and at least three times a year.

It is the task of the Chair - or in the case of his incapacity, that of the deputy Vice-Chair - to convene the meeting of the Supervisory Board.
- (32) The convocation of the Supervisory Board's meeting can be initiated by any member of the Supervisory Board in writing as set out in the Statutes , provided that the objective of

and reason for calling such meeting are given.

(32.2)

(33.1) The Board of Directors or the auditor of the Company may also initiate the calling of a Supervisory Board meeting by submitting a written request to such effect to the Chair of the Supervisory Board.

(33.2) Should any of the persons specified in Section 32.1 request the Chair of the Supervisory Board to convene a Supervisory Board meeting, the Chair shall without deliberation convene such a meeting within 15 days.

Should the Chair of the Supervisory Board fail to convene such a meeting within 15 days, the meeting shall be convened by the Vice-Chair of the Supervisory Board.

(34) The Supervisory Board shall be convened in such a way that the person(s) entitled to convene such a meeting shall send invitations by registered mail to the members of the Supervisory Board and to the permanent participants to such meetings, specifying the date, time, location and agenda, at least 15 days prior to the set date. The convocation of the Supervisory Board meeting shall be considered proper also when the date is specified at the previous meeting.

The invitations should have the possible written proposals also enclosed.

(35) In urgent cases the meeting of the Supervisory Board can be convened within a shorter period of time but minimum 3 days prior to the date of the meeting, the reason for such urgent meeting/for such urgency must be indicated in the notice.

(36) The auditor of the Company shall be invited to all meetings of the Supervisory Board with the right of consultation and presenting proposals. The Supervisory Board - depending on the agenda - may, from time to time invite other persons to the Supervisory Board meetings as well.

(37) The Supervisory Board may also have closed (in camera) sessions, or discuss selected items on the agenda at closed sessions. Only Supervisory Board members and persons invited by the latter may attend closed session.

(38) The Supervisory Board shall have a quorum if the meeting has been properly convoked and two third (2/3) of all the members of the Supervisory Board and a minimum of three (3) Supervisory Board members are present. Should a quorum in the first properly called Supervisory Board Meeting not have been constituted, then the members present shall resolve to reconvene that meeting with an identical agenda not earlier than on the same day in the following week and not later than within fourteen (14) days and at the same place of the originally convoked meeting. Each Supervisory Board member shall be

notified at least five (5) days in advance in writing in respect to the time and place of the reconvened meeting. Such second meeting shall have a quorum if four (4) members of the Supervisory Board are present.

- (39) The Supervisory Board shall have a quorum as well when the meeting has not been properly called but all members and regular participants are present and each of the members has agreed to discuss the items on the agenda.
- (40) The Supervisory Board shall take its decisions by a simple majority of votes cast by the Board members present.
- (41) [Deleted on May 23, 2013]
- (42) The following items shall be (on the agenda of) each of the Supervisory Board's ordinary meetings.
 - a) report of the Chair of the Supervisory Board regarding the Board's activities since the last meeting;
 - b) reports of the members in charge different areas supervised;
 - c) the experiences acquired during such supervision.
- (43) The Supervisory Board may make decision in writing in lieu of holding a meeting. In cases, the Chair of the Supervisory Board shall simultaneously present to all members the issue to be decided upon, in writing, eight days prior to the date by which the decision must be made. The members shall be obliged to return their answers without delay.

Written comments shall be returned by mail or fax. Such comments should unambiguously reflect the member's standpoint/ position and include the date of signature.

The written votes shall have to be attested to by two witnesses.

Should the Company fail to receive the necessary number of votes, or should the number of votes obtained not be sufficient to decide on the issue, or should any member require that a board meeting be held to decide on the issue, the Chair of the Supervisory Board shall immediately call for an extraordinary Supervisory Board meeting.

- (44) The Supervisory Board may pass resolutions, pursuant to Article 34 Paragraph 4 of the Companies Act, without any or all Supervisory Board members being physically present at the Supervisory Board Meeting, by way of using electronic communications devices. For the sake of clarification, the Supervisory Board may pass resolutions / can have meetings where certain members are physically present whilst other Supervisory Board

members participate in the meeting by using electronic communications devices. The use of such device shall enable the Supervisory Board member to take part in the conversation and debate at the Supervisory Board Meeting without any restrictions and troubles. The use of such device is equivalent to the personal participation to the Meeting.

The exercise of Supervisory Board member's rights by way of electronic communication devices may only take place through such devices that allow that the identity of the Supervisory Board members can be undoubtedly established. The voice of the Supervisory Board member using the device shall be transmitted to the other Supervisory Board members taking part in the Supervisory Board Meeting and the voices of the other Supervisory Board members must be simultaneously transmitted to the Supervisory Board member using the electronic communications device.

At a Supervisory Board Meeting held through the use of an electronic communications device, no such requirements can be determined that would discriminate any of the Supervisory Board members in a detrimental way.

Supervisory Board members and all other persons invited to the Meeting may freely decide as to how they wish to attend the Supervisory Board Meeting. Supervisory Board members and all other persons invited taking part in the Meeting are required to inform the Supervisory Board of their way of participation on the Supervisory Board Meeting at least five (5) days prior to the date of the Supervisory Board Meeting. In the case of the Meeting convened according to the Section (35), the Supervisory Board members and all other persons invited taking part in the Meeting are required to inform the Supervisory Board of way of participation on the Supervisory Board Meeting at least two (2) days prior to the date of the Supervisory Board Meeting.

All costs incurred as a result of the Supervisory Board Meeting or of the use of electronic communications device shall be borne by the Company. Such costs may not be transferred to the Supervisory Board members.

Each resolution passed during the exercise of Supervisory Board members' rights as described above shall be incorporated in minutes taken simultaneously with the voting at the Supervisory Board Meeting. The minutes shall be signed by the Chair and authenticated by at least two of the Supervisory Board members.

- (45) The costs associated with the normal operations of the Supervisory Board conducted pursuant to the latter's work plan shall be borne by the Company.
- (46) [Deleted on May 23, 2013]
- (47) The members of the Supervisory Board shall be entitled to remuneration as set by the Shareholders' Meeting.

Zwack Unicum Nyrt. – Rules of Operation of the Supervisory Board

The Supervisory Board of Zwack Unicum Nyrt. shall operate as specified above in order to continuously ensure the legal and economic conditions applicable to the operations.

Budapest, May 23 2013

Dr. Hubertine Underberg-Ruder
Chair of the
Supervisory Board

Confirmed by:

Shareholders' Approval Clause

The Shareholders' Meeting of Zwack Unicum Nyrt., held on June 27, 2013 has approved to the above Rules of Operation of the Supervisory Board of Zwack Unicum Nyrt.

Budapest, June 27, 2013

*Sándor Zwack
Chair of the
Shareholders' Meeting*