



## ***Public Announcement***

**The Zwack Unicum Plc.**  
**(Zwack Unicum Likőripari és Kereskedelmi Nyrt.)**  
(H-1095 Budapest, Soroksári út 26.)

hereby notifies its shareholders that the Company shall hold its:

**Annual General Meeting (“AGM”) on Wednesday, June 26, 2019 at 10:00 a.m.**

The venue of the AGM shall be:: **Novotel Budapest Centrum**  
**1088 Budapest, Rákóczi út 43-45.**

### Agenda of the AGM

- (1) Report of the Board of Directors on the business activities of the Company in the business year starting on April 1, 2018 and terminating on March 31, 2019 and presentation of the related draft Annual Report of the Company;
- (2) Report of the Auditor;
- (3) Report of the Supervisory Board, including the report of the Audit Board;
- (4) Approval of the Corporate Governance Report;
- (5) Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2018 and terminating on March 31, 2019, prepared in accordance with the international financial reporting standards (IFRS);
- (6) Resolution on dividend on the basis of the annual report concerning the business year starting on April 1, 2018 and terminating on March 31, 2019;
- (7) Resolution on the remuneration of the members of the Board of Directors and the Supervisory Board;
- (8) Election of members of the Board of Directors, the Supervisory Board and the Audit Board;
- (9) Modification and amendment of the Statutes of the Company;
- (10) Approval of the consolidated text of the Company’s Statutes, including amendments to date;
- (11) Miscellaneous.

Every registered common share having a nominal value of 1,000 HUF (one thousand Hungarian Forint) shall entitle its holder to one vote at the AGM. Shareholders may exercise their rights at the AGM either in person or through an authorized representative pursuant to a voting card or an equivalent official certification confirming the right to vote (hereinafter together: "Voting Card") to be issued by the Board of Directors. In accordance with Section 3:110 (1) of the Civil Code, the proxy empowering its holder to representation shall be incorporated into a public legal document or a fully evidencing private deed (as described in Section 196 of the Civil Procedure Code), and shall be submitted prior to obtaining the certification entitling the certificate holder to the receipt of the Voting Card.

Participating and voting at the AGM shall be reserved to the shareholders duly entered into the Company's Share Register the latest 2 (two) working days before the AGM. Shareholders' rights at the General Meeting may be exercised by the person whose name is contained in the Share Register at the closing of the Share Register – at 6 PM (Budapest time) on the second business day before the first day of the Shareholders' Meeting. (Section 3:273 (2) of the Civil Code). Certification of ownership is not required for the exercise of shareholders' rights; the entitlement is verified by way of the identification procedure prescribed in the act on securities and in rules of procedures of the central depository (KELER Zrt.) (Section 3:254(6) of the Civil Code). The Company orders owner identification during which the securities account holders send the data of shareholders to KELER Zrt. that, on the basis of the received information, registers shareholders in the Share Registry until its closing which will be on June 19, 2019. The registration of the shareholder into the Share Register is the obligation of investment service firms. The registration of the ownership can be initiated through the respective investment service firm within the deadline set forth therefore. Closing the register of shareholders shall not impede the right of a person whose name is contained in the register of shareholders in transferring his shares after the closure of the register of shareholders. The transfer of shares before the opening day of the general meeting shall not preclude the right of a person whose name is contained in the register of shareholders from attending the general meeting and from exercising his shareholder's rights. (Section 3:273 (3) of the Civil Code).

The **registration** shall occur on the day of the AGM **between 9:00 a.m. and 9:45 a.m.** The Company hereby kindly requests its shareholders to bring all the documents which are required to verify their identity and right to representation as well as the proxy in the case of an authorized representative.

Shareholders may exercise their shareholders' rights through representatives. One representative may represent several shareholders; however, one shareholder may have only one representative. If the shareholder is represented by more representatives and they vote differently or make different statements, all votes casted or statement made by them shall be null and void.

The regulations above do not affect the regulations of the "shareholder's nominees" in the meaning of the Capital Market Act.

The Board of Directors is obliged to place on the agenda any proposal for supplementing the agenda (complying with the rules on the details of the agenda) and any draft resolution related to an agenda item that is on agenda or to be added to the agenda, which are requested by the Shareholders representing at least one per cent (1%) of the votes, by the Supervisory Board and by the Auditor within 8 days after the publication of this invitation. The Board of Directors shall publish a notice on the supplemented agenda, the draft resolutions proposed by the shareholders following the communication of such proposal to the Board. The issue indicated in the notice shall be considered to be on agenda. The shareholder is entitled to participate on the AGM,

request information; make comments and proposals and vote pursuant to the above conditions. The Board of Directors may make the provision of information and access to the documents conditional upon the making of a written confidentiality declaration. The Board of Directors may deny the provision of information and access to documents if that would violate the Company's business secrets, if the party requesting information abuses such right or if he does not make such confidentiality declaration upon request.

The substantial content of the draft annual report prepared pursuant to the Accounting Act, of the report of the Board of Directors and of the report of the Supervisory Board; the total number of shares and voting rights at the date of convening the Shareholders' Meeting, (including separate totals for each class of shares and full totals), the proposals relating to the items on the agenda, the Supervisory Boards' reports relating thereto, the draft resolutions and the forms to be used for voting via proxyholders shall be available for review at latest from June 3, 2019 at the places indicated below. The names of the members of the Board of Directors and the Supervisory Board and all monetary and non-monetary benefits granted to these members in this role, detailed by members and the legal title for the benefit are also available from the date of the publication of this notice on the websites of both the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Company ([www.zwack.hu](http://www.zwack.hu)), as well as at the Company's Shareholders' Relations Department on business days, between 8.00 a.m. and 4.00 p.m.

In lack of a quorum, the reconvened AGM, with the same agenda, shall be held at the registered seat of the Company (1095 Budapest, Soroksári út 26.), on July 9, 2019 at 10:00 a.m. The reconvened AGM shall have a quorum irrespective of the actual number of shareholders present.

Information on data processing related to the shareholders is available at the website of the Company (<https://zwackunicum.hu/en/befektetoknek/vallalatiranyitasi-elvek/>) and will also be available to the shareholders at the venue of the AGM.

The main data of the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2018 and terminating on March 31, 2019 prepared in accordance with the international accounting standards (IFRS) are as follows:

| <b>ZWACK UNICUM PLC.</b>                |                              |
|---|------------------------------|
| <b>STATEMENT OF FINANCIAL POSITION:</b> | <b><u>in million HUF</u></b> |
| <b><u>Assets:</u></b>                   |                              |
| <b>Non-current assets:</b>              | <b>3 582</b>                 |
| Property, plant and equipment           | 3 330                        |
| Intangible assets                       | 84                           |
| Packaging materials                     | 18                           |
| Investment in associate                 | 16                           |
| Employee loans                          | 10                           |
| Deferred tax asset                      | 124                          |
| <b>Current assets:</b>                  | <b>7 565</b>                 |
| Inventories                             | 2 386                        |
| Trade and other receivables             | 2 115                        |
| Cash and cash equivalents               | 3 064                        |
| <b><u>Total assets:</u></b>             | <b>11 147</b>                |
| <b><u>Equity and liabilities:</u></b>   |                              |
| <b>Shareholder's equity:</b>            | <b>7 080</b>                 |
| Share capital                           | 2 000                        |
| Share premium                           | 165                          |
| Retained earnings                       | 4 915                        |

|   |               |
|---|---------------|
| <b>Non-current liabilities:</b>             | <b>472</b>    |
| Other liabilities                           | 472           |
| <b>Current liabilities:</b>                 | <b>3 595</b>  |
| Trade and other liabilities                 | 3 567         |
| Provisions                                  | 28            |
| <b><u>Total equity and liabilities:</u></b> | <b>11 147</b> |

**STATEMENT OF COMPREHENSIVE INCOME** in million HUF

|                               |               |
|-------------------------------|---------------|
| <b>Revenue</b>                | <b>15 739</b> |
| <b>Operating expenses</b>     | <b>13 078</b> |
| Material-type expenses        | 5 723         |
| Employee benefits expense     | 2 987         |
| Depreciation and amortization | 564           |
| Other operating expenses      | 3 804         |
| <b>Other operating income</b> | <b>418</b>    |
| <b>Profit from operations</b> | <b>3 079</b>  |
| Net financial income/costs    | 4             |
| <b>Profit before tax</b>      | <b>3 083</b>  |
| Income tax expense            | 460           |
| <b>Profit for the year</b>    | <b>2 623</b>  |

**The Board of Directors proposes to the AGM to declare and distribute dividends amounting altogether to HUF 2 645 500 000 (two billion six hundred forty five million five hundred thousand forint), that is altogether HUF 1 300 (one thousand three hundred forints) per share (130% in relation to the nominal value) with regard to the business year starting on April 1, 2018 and terminating on March 31, 2019.**

The audited balance sheet of the Company and the final amount of the dividends to be declared and distributed shall be approved by the AGM.

May 22, 2019

**BOARD OF DIRECTORS OF ZWACK UNICUM PLC.**  
(H-1095 Budapest, Soroksári u. 26.)