

**Zabka Group**  
*Société anonyme*  
Registered office: 2, rue Jean Monnet, L - 2180 Luxembourg  
R.C.S. Luxembourg: B263068  
(the “**Company**”)

---

**ATTENDANCE PROXY AND VOTING FORM**

**ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY TO BE HELD ON 17 JUNE 2025**

---

**Shareholder identification**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Number of shares held in the Company: \_\_\_\_\_

The annual general meeting of shareholders of the Company (the “**Annual General Meeting**”) to be held at the registered office of the Company located at 2, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg on **17 June 2025 at 1:30 p.m. (13:30 hours) (Luxembourg time)**, to be followed immediately thereafter by an extraordinary general meeting of shareholders of the Company (the “**Extraordinary General Meeting**” and, together with the Annual General Meeting, the “**General Meetings**”) (which Extraordinary General Meeting will be held before a Luxembourg notary public) to vote on the following points on the respective agendas:

**AGENDA OF THE ANNUAL GENERAL MEETING**

1. *Presentation of (a) the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the financial year which ended on 31 December 2024 (the “**Annual Accounts**”); (b) the consolidated financial statements (consisting of the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of cash flows, the consolidated statement of changes in equity and the notes to the consolidated financial statements) of the Company and its subsidiary undertakings as of 31 December 2024 (the “**Consolidated Financial Statements**”); (c) the management report of the Board of Directors of the Company with respect to the Annual Accounts and the Consolidated Financial Statements, (the “**Management Report**”) including (i) the statement concerning the Company’s corporate governance and (ii) the report on the*

remuneration allocated to the members of the Board of Directors and the members of the management committee (comité de direction) of the Company during the financial year which ended on 31 December 2024 (the “**Remuneration Report**”); and (d) the reports prepared by Ernst & Young Société anonyme, with its registered office at 35E, Avenue John F. Kennedy, L - 1855 Luxembourg, R.C.S. Luxembourg B47771 (“**EY**”), the approved statutory auditor (réviseur d’entreprises agréé) of the Company, concerning the Annual Accounts and the Consolidated Financial Statements (the “**Auditor Reports**”).

2. Approval of the Annual Accounts.
3. Approval of the Consolidated Financial Statements.
4. Allocation of the results of the Company for the financial year which ended on 31 December 2024.
5. Resolutions concerning the Remuneration Report.
6. Discharge (quitus) to the former members of the Board of Directors of the Company, Ms. Carmen ANDRÉ, Ms. Caroline GOERGEN and Mr. Maciej GODEK, following the provisional discharge granted by the extraordinary meeting of the shareholders of the Company on 3 May 2024 following their resignations.
7. Discharge (quitus) to the members of the Board of Directors of the Company for the execution of their mandates during the financial year which ended on 31 December 2024.
8. Renewal of the mandate of Mr. Krzysztof Piotr KRAWCZYK, Mr. Tomasz Zenon SUCHAŃSKI, Mr. István Tadeusz SZÖKE, Mr. Stephan SCHÄLI, Ms. Giulia FITZPATRICK and Ms. Olga Barbara GRYGIER SIDDONS as directors of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2025.
9. Appointment of a new independent director of the Company with immediate effect and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2025. The details of the candidate director will be disclosed on the Company’s website.
10. Approval of the aggregate remuneration payable to the Board of Directors of the Company.
11. Renewal of the mandate of EY as statutory auditor of the Company (réviseur d’entreprises agréé) to audit the accounts of the Company and the consolidated financial statements of the Company and its subsidiary undertakings until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2025.
12. Appointment of EY as statutory auditor of the Company (réviseur d’entreprises agréé) to provide an assurance opinion on the sustainability reporting for the financial year ending on 31 December 2025, for a term to expire at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2025, should such an assurance opinion be legally required.

## AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Amendment and replacement of paragraph 1 of article 11 (Board Meetings) of the articles of association of the Company as follows:

11.1 Meetings of the Board of Directors ("**Board Meetings**") shall be convened by the Chairperson or any two Directors. Board Meetings shall be held either in the Grand-Duchy of Luxembourg or in any other country where any of the Company's direct or indirect subsidiaries has its registered office. For each financial year of the Company, a majority of the Board Meetings must be held in the Grand-Duchy of Luxembourg, where at least the majority of the Directors is present in person. The Chairperson shall preside at all Board Meetings. In his/her absence, the Board of Directors will appoint another Director as chairperson pro tempore by majority vote by those Directors present or duly represented at such meeting.

2. Amendment and replacement of the definition of "Material Subsidiaries" included in article 21 (Definitions) of the articles of association of the Company as follows:

Material Subsidiaries means Maczfit Foods sp. z o.o., Masterlife Solutions sp. z o.o., Froo Romania Holding SA, Drim Daniel Distributie FMCG S.r.l., Lite e-Commerce sp. z o.o., and Żabka Polska sp. z o.o. and any other Subsidiary the Board of Directors qualifies as a Material Subsidiary.

Please choose one of the **three options** below and tick the corresponding box, then date and sign below.

1. **Attendance in person**

☐ I wish to attend the General Meetings in person.

2. **Attendance via proxyholder**

☐ I will not attend the General Meetings in person but I hereby irrevocably give power to the chairperson of each General Meeting or to the proxyholder named below (the "**Proxyholder**") to vote in my name and on my behalf in accordance with the instructions below\* on all resolutions on the agenda. In addition, with respect to all amendments or new resolutions that would be validly presented to any of the General Meetings, I empower the Proxyholder to vote in my name and on my behalf as the Proxyholder deems fit.

### Proxyholder identification

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail address: \_\_\_\_\_

\* Please tick with an "X" the appropriate below boxes how you wish to vote on each of the relevant items of the agenda.

	Annual General Meeting											
<i>Resolutions</i>	<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>	<i>7</i>	<i>8</i>	<i>9</i>	<i>10</i>	<i>11</i>	<i>12</i>
FOR	N/A											
AGAINST												
ABSTENTION												

	Extraordinary General Meeting	
<i>Resolutions</i>	<i>1</i>	<i>2</i>
FOR		
AGAINST		
ABSTENTION		

**3. Votes via voting forms**

☐

**I will not attend the General Meetings** and hereby give the following voting instructions:

	Annual General Meeting											
<i>Resolutions</i>	<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>	<i>7</i>	<i>8</i>	<i>9</i>	<i>10</i>	<i>11</i>	<i>12</i>
FOR	N/A											
AGAINST												
ABSTENTION												

	Extraordinary General Meeting	
<i>Resolutions</i>	1	2
FOR		
AGAINST		
ABSTENTION		

If new resolutions or amendments to the currently proposed resolutions were to be presented at any of the General Meetings, I irrevocably give power to the chairperson of each General Meeting to vote thereon in my name and on my behalf as it/he/she may deem fit, unless I tick the box below:

I abstain ☐

**Any blank signed form will be considered an irrevocable proxy to the Proxyholder to vote in the name and on behalf of the shareholder at the relevant General Meeting as the Proxyholder deems fit.**

**Any lack of choice clearly expressed on the proxy or the voting instructions provided above or any contradictory choice will be considered as the appointment of the Proxyholder with power to vote in the name and on behalf of the shareholder at the relevant General Meeting as the Proxyholder deems fit.**

**You must deliver this attendance proxy and voting form duly completed, dated and signed, alongside a share registration certificate confirming your holding of shares in Zabka Group as at 3 June 2025 issued by your financial intermediary to ABN AMRO, the General Meeting Agent mandated by Zabka Group, for receipt no later than 13 June 2025 at 5 p.m. (17:00 hours) via post or email at the following address:**

**ABN AMRO Bank N.V.**

Equity Capital Markets / Corporate Broking & Issuer Services

HQ7212

Postbus 283

1000 EA Amsterdam

The Netherlands

[ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

Phone: +31 (0) 20 628 6070

This attendance proxy and voting form is governed by, and shall be construed in accordance with, Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance proxy and voting form.

**Executed in** \_\_\_\_\_, **on** \_\_\_\_\_ **2025**

**Name:**

**Title:**

*[Remainder of the page intentionally left blank – please read the instructions and important information on the back of this attendance proxy and voting form]*

## IDENTIFICATION OF THE SHAREHOLDER

The signatory is requested to accurately enter into the relevant boxes his/her/its surname (in capital letters), his/her first name, address and e-mail address. If this information already appears on the form, the signatory should verify and, if appropriate, correct it. In case of legal entities, the corporate name and the registered office must be indicated as well as the surname, first name, and title of the signatory. If the signatory is not the shareholder (for example: a receiver, guardian, etc.), he/she must mention his/her surname, first name and the capacity in which he/she signs the form.

The shareholder who was a shareholder on the “Record Date”, defined as **3 June 2025**, at midnight (00:00 hours) Luxembourg time, must ask his or her financial intermediary (bank or other financial institution or intermediary) with whom the shares are on deposit to send a registration certificate for their shares to ABN AMRO Bank N.V., the General Meeting Agent mandated by Zabka Group, who must receive it no later than **13 June 2025** at 5 p.m. (17:00 hours). The registration certificate must indicate clearly the identity of the owner of the shares, the number of shares registered, and a statement that the relevant shares are registered in the local bank or broker’s records in the holder’s name on the Record Date.

## PERSONAL DATA

In connection with the General Meetings, the Company is required to collect certain data including personal data in order to confirm the identity of shareholders or shareholder representatives who are individuals. By signing this form, the undersigned acknowledges and accepts that data including personal data will be collected, processed and used in connection with the General Meetings including for the purpose of their organisation and the voting on the resolutions in accordance with the Company’s articles of association and applicable laws. The Company is the data controller for any personal data that is collected in connection with the General Meetings.

The data including personal data may be transferred to ABN AMRO Bank N.V.-Amsterdam-The Netherlands (the “**Processor**”), which is involved in various activities related to the General Meetings including the organisation of the General Meetings and/or the voting on resolutions.

The Company and the Processor shall keep all personal data secure.

The undersigned has a right of access to, and the right to rectify the data that concern him/her. Data may be stored for up to 30 years.

**The General Meeting Agent mandated by Zabka Group is:**

### **ABN AMRO Bank N.V.**

Equity Capital Markets / Corporate Broking & Issuer Services

HQ7212

Postbus 283

1000 EA Amsterdam

The Netherlands

[ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

Phone: +31 (0) 20 628 6070

## **ELECTRONIC PROXY VOTING ("E-VOTING")**

Shareholders may exercise their vote electronically or indicate their physical attendance by accessing [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the registration steps. For further information please contact:

**ABN AMRO Bank N.V.**

Equity Capital Markets / Corporate Broking & Issuer Services

HQ7212

Postbus 283

1000 EA Amsterdam

The Netherlands

[ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

Phone: +31 (0) 20 628 6070