

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

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**CONVENING NOTICE**

**TO THE ANNUAL GENERAL MEETING AND AN EXTRAORDINARY GENERAL MEETING**

**OF SHAREHOLDERS OF THE COMPANY**

**TO BE HELD ON 17 JUNE 2025**

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Luxembourg, 16 May 2025

Dear Shareholders,

You are hereby kindly invited to attend the annual general meeting (the “**Annual General Meeting**”) and an extraordinary general meeting (the “**Extraordinary General Meeting**” and, together with the Annual General Meeting, the “**General Meetings**”) of shareholders of the Company which will be held:

**on 17 June 2025 at 1.30 p.m. (13:30 hours) (Luxembourg time)**  
**at the registered office of the Company located at 2, rue Jean Monnet, L - 2180 Luxembourg**

The Annual General Meeting has the following agenda:

**AGENDA**

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.*

The Extraordinary General Meeting has the following agenda:

#### **AGENDA**

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.*

#### **QUORUM REQUIREMENTS**

The Annual General Meeting shall validly deliberate on all items of its agenda regardless of the proportion of the Company's issued share capital present or represented, and the resolutions relating to these items of the agenda shall be adopted by a simple majority of the votes validly cast at the Annual General Meeting.

The Extraordinary General Meeting shall validly deliberate on all items of its agenda if at least one half of the Company's issued share capital is present or represented on first call (*quorum*), and the resolutions relating to this item of the agenda shall be adopted by a majority of two-thirds (2/3) of the votes validly cast at the Extraordinary General Meeting. If the above quorum is not met on first call, the Extraordinary General Meeting will be reconvened for a date to be determined by the board of directors of the Company in accordance with article 16.5 of the articles of association of the Company. On second call, the Extraordinary General Meeting shall validly deliberate on all items of its agenda

regardless of the proportion of the Company's issued share capital present or represented, and the resolutions relating to this item of the agenda shall be adopted by a majority of two-thirds (2/3) of the votes validly cast at the Extraordinary General Meeting.

Each share entitles to one (1) vote.

### **ATTENDANCE AT THE GENERAL MEETINGS**

The right of each shareholder to participate in the General Meetings and exercise its voting rights attached to its shares in the Company (the "**Shares**") are determined by reference to the number of Shares held by such shareholder on the day falling fourteen (14) days before the date of the General Meetings, namely on **3 June 2025**, at midnight (00:00 hours) Luxembourg time (the "**Record Date**"). All shareholders holding Shares on the Record Date have the right to attend, speak and vote at the General Meetings (regardless of the number of Shares held), provided that they register themselves for the relevant General Meeting in time in accordance with the provisions set forth below.

#### **Registration**

Shareholders wishing to participate at either General Meeting must register (i) via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or (ii) via the financial intermediary with whom the relevant shareholder is registered as a shareholder of the Company as of the Record Date (the "**Financial Intermediary**"), in each case no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time.

In all circumstances, the Financial Intermediary must provide an electronic statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) no later than **13 June 2025** at 7 p.m. (19:00 hours) Luxembourg time stating that the relevant Shares were registered in the name of the holder thereof on the Record Date, whereupon the shareholder will receive a proof of registration (the "**Proof of Registration**"). In addition, the Financial Intermediary is requested to include the full address details of the relevant shareholder in order to be able to verify the shareholding on the Record Date in an efficient manner.

#### **Attending in person**

Shareholders wishing to attend either General Meeting in person must notify ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or by submitting a duly completed, dated and signed attendance proxy and voting form alongside a share registration certificate confirming the holding of Shares of such shareholder as at the Record Date issued by their Financial Intermediary via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time. Such a form is available on the Company's website at the following link <https://zabkagroup.com/investors/shareholders-meetings/>.

On the date of the General Meetings, shareholders attending in person must bring (i) their Proof of Registration, which will serve as an admission ticket for the relevant General Meeting and (ii) a proof of their identity (in the form of a non-expired identity card or passport) to the relevant General Meeting.

For each General Meeting to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at 12:30 p.m. (12:30 hours) Luxembourg time. The Annual General

Meeting will start promptly at 1:30 p.m. (13:30 hours) Luxembourg time and will be followed by the Extraordinary General Meeting immediately after its conclusion.

### **Attending and voting by proxy**

Holders of Shares who are unable to attend either General Meeting in person may be represented at the relevant General Meeting by a special proxyholder of their choice or a special proxyholder designated by the Company, who will attend the relevant General Meeting.

For such purpose, shareholders shall submit their choice via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or by submitting a duly completed, dated and signed attendance proxy and voting form, together with a copy of a valid identity document and a share registration certificate confirming the holding of Shares of such shareholder as at the Record Date issued by their Financial Intermediary, to ABN AMRO via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) for receipt no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time. Such a form is available on the Company's website at the following link <https://zabkagroup.com/investors/shareholders-meetings/>.

### **Electronic voting and voting forms**

Holders of Shares who are unable to attend either General Meeting in person may also exercise their voting rights (A) electronically either (i) via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or (ii) to the Financial Intermediary, or (B) by returning a vote in writing, in each case no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time.

To return a vote in writing, shareholders must submit a duly completed, dated and signed attendance proxy and voting form, together with a share registration certificate confirming the holding of Shares of such shareholder as at the Record Date issued by their Financial Intermediary to ABN AMRO via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time. Such a form is available on the Company's website at the following link <https://zabkagroup.com/investors/shareholders-meetings/>.

Forms that are not dated and signed, or that are not received within the deadlines, will not be taken into account and shall be deemed invalid.

Shareholders having submitted an attendance proxy and voting form with voting instructions in due time but who wish to revoke such form may do so by timely providing a later-dated attendance proxy and voting form with voting instructions or by timely cancelling such form in writing (i) to ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or (ii) to the Financial Intermediary.

Only the last valid attendance proxy and voting form with voting instructions received by ABN AMRO no later than **13 June 2025** at 5 p.m. (17:00 hours) Luxembourg time will be considered, unless that attendance proxy and voting form with voting instructions has been validly cancelled prior thereto.

No later than **13 June 2025** at 7 p.m. (19:00 hours) Luxembourg time, the Financial Intermediaries must provide an electronic statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of Shares held through Krajowy Depozyt Papierów Wartościowych S.A. (*Polish National*

*Depository for Securities, KDPW*) at the Record Date by each relevant shareholder and the number of such Shares for which registration has been requested. ABN AMRO will send such shareholders a proof of registration via the relevant Financial Intermediary.

## **IMPORTANT INFORMATION**

### **1) Documents**

The following documents and information are available for the shareholders on our website: <https://zabkagroup.com> and in the “Investors” section:

- the present convening notice;
- the documents that shall be presented at the General Meetings;
- the total number of Shares and the voting rights in the Company as at the date of this convening notice;
- the draft resolutions of the General Meetings, which will also include justifications of the Board of Directors of the Company for each draft resolution. Any draft resolution(s) validly submitted by shareholder(s) (see section 3) below) shall be added to the website as soon as possible after the Company has received them; and
- the forms to be used to vote by proxy and the voting forms.

You may also request to be provided with a copy of the above-mentioned documents by sending a written request to [ir@zabkagroup.com](mailto:ir@zabkagroup.com).

For further information, please visit our website: <https://zabkagroup.com> and in particular in the “Investors” section.

### **2) Questions during the General Meetings**

We encourage shareholders to submit their questions concerning one or more items on the agenda in advance of the General Meetings, by sending an email to [ir@zabkagroup.com](mailto:ir@zabkagroup.com).

When submitting one or more questions please ensure to also provide the shareholder’s full name and address and a share registration certificate confirming the holding of Shares of such shareholder as at the Record Date issued by their Financial Intermediary. Kindly note that the deadline for submitting questions is 10 June 2025. The responses to these questions will be made available on our corporate website on 16 June 2025 by 5 pm (17:00 hours) Luxembourg time at the latest. Shareholders present in person or their proxy present in person may ask questions during the relevant General Meeting.

### **3) Right to add new items on the agenda**

One or more shareholders together representing at least five per cent (5%) of the issued share capital of the Company has the right to (i) request the addition of one or several items to the agenda of the General Meetings and (ii) table draft resolutions for items included or to be included on the agenda of the General Meetings.

Each such request must:

- be in writing and sent to the Company by post (at the following address: Zabka Group, 2, rue Jean Monnet, L - 2180 Luxembourg, Grand-Duchy of Luxembourg) or electronic means (at the following email address: [ir@zabkagroup.com](mailto:ir@zabkagroup.com)) and be accompanied by a justification or draft resolution to be adopted in the relevant General Meeting;
- include the postal or electronic address at which the Company may acknowledge receipt of the request; and
- be received by the Company at least twenty-two (22) days before the date of the General Meetings, namely no later than **26 May 2025**.

The Company shall acknowledge receipt of requests referred to above within 48 (forty-eight) hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15<sup>th</sup>) day before the date of the General Meetings.

If you need further assistance or information, please visit <https://zabkagroup.com/investors/shareholders-meetings/> or contact our Investor Relations Team via e-mail at: [ir@zabkagroup.com](mailto:ir@zabkagroup.com).

Further information about the processing of data in connection with the General Meetings is available on the Company's website <https://zabkagroup.com> and, in particular, in the "Privacy policy" section, as well as in the attendance proxy and voting form available therein.

Yours faithfully,

For and on behalf of the board of directors of the Company:

Krzysztof Piotr Krawczyk

Chairperson of the Board of Directors