

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

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
HELD ON 17 JUNE 2025 AT 1:30 p.m. (13:30 HOURS) LUXEMBOURG TIME AT THE REGISTERED
OFFICE OF THE COMPANY

The annual general meeting of the shareholders of the Company relating to the financial year which ended on 31 December 2024 (the “**Annual General Meeting**”) was opened at 1:30 p.m. (13:30 hours) Luxembourg time.

In accordance with article 16.8.1 of the Company’s articles of association, the chairman of the Board of Directors of the Company, Mr. Krzysztof Piotr Krawczyk, appointed the Group Chief Executive Officer, Mr. Tomasz Zenon Suchański, to act as chairperson of the Annual General Meeting (the “**Chairperson**”).

Seated next to the Chairperson were the Group’s General Counsel, Ms. Aleksandra Karolina Dunin-Wilczyńska, and the Director Corporate Administration, Mr. Michel Thill.

The chairman of the Board of Directors of the Company, Mr. Krzysztof Piotr Krawczyk, attended the Annual General Meeting via videoconference call.

The Chairperson also pointed out the presence of the Company’s external legal counsel as to matters of Luxembourg law, Elvinger Hoss Prussen, *Société anonyme*, represented by Maître Jean-Bernard Spinoit and Maître Federico Fanelli Pratali, as well as the presence of Mr. Filip Paszke, Director, Governance & Investor Relations.

The Chairperson suggested appointing Ms. Aleksandra Karolina Dunin-Wilczyńska as secretary (the “**Secretary**”) and Mr. Michel Thill as scrutineer (the “**Scrutineer**”), both present and accepting. The constitution of the bureau was thus approved.

The Chairperson **noted** that:

- the Annual General Meeting was convened on 16 May 2025 by publication of the convening notice (i) on the *Recueil électronique des sociétés et associations* (the “**RESA**”), publication reference RESA_2025_105.810 of 16 May 2025; (ii) in the newspaper *Tageblatt*, number 113 of 16 May 2025; and (iii) on the website of the Company, in compliance with the articles of association of the Company,

the Luxembourg law of 10 August 1915 on commercial companies and the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies;

- 1,000,000,000 (one billion) ordinary shares without nominal value (together, the “**Shares**” and each a “**Share**”) representing the issued share capital of the Company were outstanding as at midnight (00:00 hours) Luxembourg time on 3 June 2025. All such Shares were entitled to vote at the Annual General Meeting;
- it appeared from the attendance list that there was a total of 803,016,712 Shares of the Company present or represented at the Annual General Meeting, corresponding to 80.30% of the Company’s issued share capital. It appeared from the attendance list that there was a total of 803,016,712 Shares of the Company, corresponding to 80.30% of the Company’s issued share capital, in respect of which the voting rights attaching thereto have been validly cast ahead of the Annual General Meeting in accordance with the prescriptions laid down in the convening notice;
- the Annual General Meeting was therefore properly convened and validly constituted, and accordingly, all items on the agenda could be validly deliberated on; and
- in accordance with the rules of the regulated (main) market of the Warsaw Stock Exchange, the Annual General Meeting was live streamed.

The Chairperson referred to the following agenda for the Annual General Meeting as published on the RESA, the newspaper “*Tageblatt*” and the Company’s website:

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 (reviseur*

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 Annual General Meeting voted on each of the agenda items as follows:

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 (reviseur d’entreprises agréé) of the Company, concerning the Annual Accounts and the Consolidated Financial Statements (the “**Auditor Reports**”).*

No resolution is required on this item.

2. *Approval of the Annual Accounts.*

The Annual General Meeting, after having reviewed the Management Report and the applicable Auditor Report, approves the Annual Accounts (established in accordance with the laws and regulations of the Grand Duchy of Luxembourg) for the financial year which ended on 31 December 2024 in their entirety, showing a loss for the Company of EUR 20,796,801.30.

FOR: 802,961,364

AGAINST: 0

ABSTAINING: 55,348

3. *Approval of the Consolidated Financial Statements.*

The Annual General Meeting, after having reviewed the Management Report and the applicable Auditor Report, approves the Consolidated Financial Statements (determined in accordance with the IFRS as adopted in the European Union) for the financial year which ended on 31 December 2024 in their entirety, showing a consolidated net profit of PLN 592,750,000.

FOR: 802,961,364

AGAINST: 0

ABSTAINING: 55,348

4. *Allocation of the results of the Company for the financial year which ended on 31 December 2024.*

The Annual General Meeting acknowledges that the loss of the Company to be allocated amounts to EUR 20,796,801.30.

On this basis, the Annual General Meeting, upon the proposal of the Board of Directors, resolves to carry forward the loss as of 31 December 2024 amounting to EUR 20,796,801.30 to the next financial year.

FOR: 803,016,712

AGAINST: 0

ABSTAINING: 0

5. Resolutions concerning the Remuneration Report.

The Annual General Meeting resolves by an advisory vote to approve the Remuneration Report for the financial year which ended on 31 December 2024.

FOR: 723,729,717

AGAINST: 79,128,578

ABSTAINING: 158,417

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.

The Annual General Meeting resolves to grant discharge (*quitus*) to the former members of the Board of Directors, 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.

FOR: 802,994,519

AGAINST: 0

ABSTAINING: 22,193

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.

The Annual General Meeting resolves to grant 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.

FOR: 802,939,171

AGAINST: 0

ABSTAINING: 77,541

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.

The Annual General Meeting resolves to approve the renewal of the mandate of:

- Mr. Krzysztof Piotr KRAWCZYK, as non-executive director of the Company;
- Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company;
- Mr. István Tadeusz SZÖKE, as non-executive director of the Company;
- Mr. Stephan SCHÄLI, as non-executive director of the Company;
- Ms. Giulia FITZPATRICK, as independent non-executive director of the Company; and
- Ms. Olga Barbara GRYGIER SIDDONS, as independent non-executive director of the Company,

in each case, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2025.

FOR: 716,952,811

AGAINST: 81,611,069

ABSTAINING: 4,452,832

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.*

The Annual General Meeting resolves to approve the appointment of Ms. Anna Maria PAWLAK KULIGA as 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.

FOR: 700,835,467

AGAINST: 96,499,977

ABSTAINING: 5,681,268

10. *Approval of the aggregate remuneration payable to the Board of Directors of the Company.*

The Annual General Meeting resolves to approve the aggregate gross remuneration for all members of the Board of Directors of the Company of an amount equal to EUR 429,321 (the “**Aggregate Remuneration**”), which shall be payable for a period beginning on the date of the Annual General Meeting and 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 Annual General Meeting resolves to empower the Board of Directors to allocate the amount of the Aggregate Remuneration amongst its members as the Board of Directors deems appropriate.

The Annual General Meeting resolves that each member of the Board of Directors shall also be entitled to the reimbursement of the expenses incurred in the performance of his/her mandate upon presentation of valid supporting receipts.

FOR: 803,016,712

AGAINST: 0

ABSTAINING: 0

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.

The Annual General Meeting resolves to approve the 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.

FOR: 801,728,194

AGAINST: 1,288,518

ABSTAINING: 0

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 Annual General Meeting resolves to approve the 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.

FOR: 802,125,505

AGAINST: 891,207

ABSTAINING: 0

The Chairperson **noted** that all resolutions tabled have been approved.

Nothing else being on the agenda of the Annual General Meeting and no member of the audience requesting to be heard, the Chairperson declared the Annual General Meeting closed at 2:05 p.m. (14:05 hours) Luxembourg time.

Immediately thereafter, the attendance list was signed by the members of the bureau.

The Chairperson **noted** that the Annual General Meeting shall be followed immediately by the extraordinary general meeting of the shareholders of the Company, to amend the articles of association of the Company. The minutes thereof will be recorded in a deed drawn up by a Luxembourg notary public.

Luxembourg, 17 June 2025

Signed by:

Tomasz Zenon Suchański

Chairperson

Mr. Tomasz Zenon Suchański

Aleksandra Karolina Dunin-Wilczyńska

Secretary

Ms. Aleksandra Karolina Dunin-Wilczyńska

Michel Thill

Scrutineer

Mr. Michel Thill