

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

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**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
HELD ON 9 JUNE 2026 AT 1:30 p.m. (13:30 HOURS) LUXEMBOURG TIME AT THE REGISTERED OFFICE  
OF THE COMPANY**

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The annual general meeting of the shareholders of the Company relating to the financial year which ended on 31 December 2025 (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 on the right of the chairman of the Board of Directors of the Company was the Group’s General Counsel, Ms. Aleksandra Karolina Dunin-Wilczyńska. Seated on the left of the Chairperson was the Head of Legal, Corporate & Securities, Mr. Kamil Czerepak.

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 Federico Fanelli Pratali.

The Chairperson suggested appointing Ms. Aleksandra Karolina Dunin-Wilczyńska as secretary (the “Secretary”) and Mr. Kamil Czerepak 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 8 May 2026 by publication of the convening notice (i) on the *Recueil électronique des sociétés et associations* (the “RESA”), publication reference RESA\_2026\_103.3 of 8 May 2026; (ii) in the newspaper *Tageblatt*, number 107 of 8-10 May 2026; 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;

- 1,002,974,605 (one billion two million nine hundred seventy-four thousand six hundred five) 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 26 May 2026 (the “Record Date”), including 4,122,184 (four million one hundred twenty-two thousand one hundred eighty-four) Shares held in treasury by the Company on the Record Date;
- 998,852,421 (nine hundred ninety-eight million eight hundred fifty-two thousand four hundred twenty-one) Shares were entitled to vote at the Annual General Meeting. In accordance with article 430-18(1) the Luxembourg law of 10 August 1915 on commercial companies, the voting rights in respect of the 4,122,184 (four million one hundred twenty-two thousand one hundred eighty-four) Shares held in treasury by the Company on the Record Date were suspended by operation of law and, therefore, they were not taken into account when calculating the quorum and majorities indicated below;
- it appeared from the attendance list that there was a total of 795,477,262 (seven hundred ninety-five million four hundred seventy-seven thousand two hundred sixty-two) Shares holding voting rights present or represented at the Annual General Meeting, corresponding to 79.64% of the Company’s issued share capital holding voting rights. The voting rights attaching to such Shares 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 2025 (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 2025 (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 2025 (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 2025.*
5. *Resolutions concerning the Remuneration Report.*
6. *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 2025.*
7. *Renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.*
8. *Renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director 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 2026.*
9. *Renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director 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 2026.*
10. *Renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director 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 2026.*

11. *Renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director 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 2026.*
12. *Appointment of Mr. Tomasz BLICHARSKI as new executive director of the Company with effect as from 1 January 2027 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 2026.*
13. *Appointment of Mr. Krzysztof ANIOLA as non-executive 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 2026.*
14. *Approval of the aggregate remuneration payable to the Board of Directors of the Company.*
15. *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 2026.*
16. *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 2026, 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 2026.*
17. *Approval of the amended remuneration policy of the Group (as defined in the articles of association of the Company).*

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 2025 (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 2025 (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 2025 (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 relevant 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 2025 in their entirety, showing a profit for the Company of EUR 102,221,613.12.

**FOR: 795,028,234**

**AGAINST: 131,499**

**ABSTAINING: 317,529**

*3. Approval of the Consolidated Financial Statements.*

The Annual General Meeting, after having reviewed the Management Report and the relevant 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 2025 in their entirety, showing a consolidated net profit of PLN 1,057,083,000.00.

**FOR: 795,028,234**

**AGAINST: 131,499**

**ABSTAINING: 317,529**

*4. Allocation of the results of the Company for the financial year which ended on 31 December 2025.*

The Annual General Meeting acknowledges that the (standalone) profit of the Company to be allocated amounts to EUR 102,221,613.12.

On this basis, the Annual General Meeting, upon the proposal of the Board of Directors, resolves to:

- (i) allocate an amount of EUR 24,551,043.71 to cover losses brought forward, as recorded in the Annual Accounts;
- (ii) allocate out of the profits an amount equal to EUR 5,111,080.66 to the legal reserve;
- (iii) declare an annual dividend of an aggregate amount of EUR 124,574,947.38, which corresponds to a dividend per share of EUR 0.12 (equivalent to, respectively PLN 530,751,563.32 and PLN

0.53 based on the EUR/PLN spot exchange rate published on the website of the European Central Bank after 4 pm (16:00 hours) (CET) of 30 April 2026).

The Annual General Meeting, upon the proposal of the Board of Directors, further resolves that:

- (i) the declared dividend shall be paid out of the profit for the financial year ending on 31 December 2025 and share premium; and
- (ii) the amount of the declared dividend shall be paid on 31 July 2026 in PLN as set out above to shareholders of record on 27 July 2026.

**FOR: 795,449,313**

**AGAINST: 0**

**ABSTAINING: 27,949**

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 2025.

**FOR: 680,076,842**

**AGAINST: 115,372,471**

**ABSTAINING: 27,949**

6. *Discharge (quibus) 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 2025.*

The Annual General Meeting resolves to grant discharge (*quibus*) 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 2025.

**FOR: 794,367,247**

**AGAINST: 792,486**

**ABSTAINING: 317,529**

7. *Renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.*

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.

**FOR: 732,142,519**

**AGAINST: 63,306,794**

**ABSTAINING: 27,949**

8. *Renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director 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 2026.*

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director 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 2026.

**FOR: 729,011,161**

**AGAINST: 66,438,152**

**ABSTAINING: 27,949**

9. *Renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director 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 2026.*

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director 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 2026.

**FOR: 725,016,836**

**AGAINST: 70,432,477**

**ABSTAINING: 27,949**

10. *Renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director 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 2026.*

The Annual General Meeting resolves to approve the renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director 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 2026.

**FOR: 762,729,201**

**AGAINST: 32,720,112**

**ABSTAINING: 27,949**

11. *Renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director 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 2026.*

The Annual General Meeting resolves to approve the renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director 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 2026.

**FOR: 791,030,006**

**AGAINST: 4,419,307**

**ABSTAINING: 27,949**

12. *Appointment of Mr. Tomasz BLICHARSKI as new executive director of the Company with effect as from 1 January 2027 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 2026.*

The Annual General Meeting resolves to approve the appointment of Mr. Tomasz BLICHARSKI, as a new executive director of the Company with effect as of 1 January 2027 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 2026.

**FOR: 790,544,342**

**AGAINST: 4,904,971**

**ABSTAINING: 27,949**

13. *Appointment of Mr. Krzysztof ANIOLA as non-executive 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 2026.*

The Annual General Meeting resolves to approve the appointment of Mr. Krzysztof ANIOLA as non-executive 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 2026.

**FOR: 708,950,662**

**AGAINST: 57,633,667**

**ABSTAINING: 28,892,933**

14. *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 in that capacity of an amount of up to EUR 700,000.00 (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 2026.

The Annual General Meeting resolves to empower the Board of Directors to allocate, in whole or in part, the amount of the Aggregate Remuneration amongst its members as the Board of Directors deems appropriate, any unallocated amount being retained by the Company.

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: 752,989,251**

**AGAINST: 42,460,062**

**ABSTAINING: 27,949**

15. *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 2026.*

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 2026.

**FOR: 795,317,814**

**AGAINST: 131,499**

**ABSTAINING: 27,949**

16. *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 2026, 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 2026.*

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 2026, 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 2026.

**FOR: 795,449,313**

**AGAINST: 0**

**ABSTAINING: 27,949**

17. *Approval of the amended remuneration policy of the Group (as defined in the articles of association of the Company).*

The Annual General Meeting resolves to approve the amended Group's remuneration policy, following its adoption by the Board of Directors.

**FOR: 604,361,962**

**AGAINST: 159,508,000**

**ABSTAINING: 31,607,300**

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.

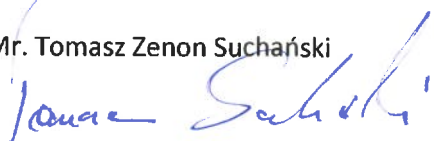
The Chairperson **noted** that the Annual General Meeting shall be followed immediately by the extraordinary general meeting of the shareholders of the Company, to amend the articles of association of the Company. The minutes thereof will be recorded in a deed drawn up by a Luxembourg notary public.

Luxembourg, 9 June 2026

Signed by:

Chairperson

Mr. Tomasz Zenon Suchański



Scrutineer

Mr. Kamil Czerepak

Secretary

Ms. Aleksandra Karolina Dunin-Wilczyńska

