

# ***Public Announcement***

**The Zwack Unicum Plc.**  
**(Zwack Unicum Likóripari és Kereskedelmi Nyrt.)**  
(H-1026 Budapest, Soroksári út 26.)

hereby notifies its shareholders that the Company shall hold its:

**Annual General Meeting (“AGM”) on Tuesday, June 28, 2012 at 10:00 a.m.**

The venue of the AGM shall be: **Hotel Mercure Buda**  
H-1013 Budapest, Krisztina krt. 41-43.

## 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, 2011 and terminating on March 31, 2012 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) Resolution on the determination and allocation of the after-tax profit of the Company generated in the business year starting on April 1, 2011 and terminating on March 31, 2012;
- (6) Approval of the Annual Report of the Company, including the Balance Sheet concerning the business year starting on April 1, 2011 and terminating on March 31, 2012;
- (7) Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2011 and terminating on March 31, 2012, prepared in accordance with the international accounting standards (IFRS);
- (8) Resolution on the remuneration of the members of the Board of Directors and the Supervisory Board;
- (9) Election of members of the Board of Directors, of the Supervisory Board and the Audit Board;
- (10) Election of the Company's auditor and approval of its remuneration;
- (11) Authorization of the Board of Directors to increase the registered capital by way of issuing redeemable shares of preferred liquidation quota;
- (12) Resolution on the exclusion of preferential subscription in connection with the redeemable shares of preferred liquidation shares;
- (13) Modification and amendment of the Statutes of the Company;
- (14) Approval of the consolidated text of the Company's Statutes, including amendments to date;
- (15) 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 213 (4) of the Companies Act, 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 6 PM (Budapest time) on the second business day before the first day of the Shareholders' Meeting. (Section 304 (3) of the Company Act). 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 297 (2) of the Company Act). 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 21, 2012. 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 304 (3) of the Company Act).

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 holds shares of the same company in more than one securities account, it may authorize different proxy holders for each securities account. However, with respect to the shares held by the same shareholder, the votes cannot be different. If different votes are cast in respect of shares held by the same shareholder, all votes of that shareholder are invalid.

If a shareholder exercises its voting right by way of a representative, then the proxy holder shall cast votes in accordance with the instructions issued by the appointing shareholder, otherwise its vote is invalid. (Section 213 (2) of the Company Act). In this regard the shareholders shall give unequivocal voting instruction in the proxy for the representative and in case of absence of voting instructions, they shall specifically declare this in the proxy. If the proxy does not specifically state the instruction, the Company considers it as absence of instruction. If the representative received an instruction in writing, the shareholder shall send a copy signed by himself to the Company. Pursuant to

the regulation stated in Section 213 (2) of the Company Act the representatives shall declare the instruction of the shareholder in writing before receiving the voting cards. The representatives shall also declare that they will vote according to the instruction and informed the Company about all the related instruction.

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

A group of shareholders controlling at least one per cent of the voting rights may request in writing the Board of Directors within a period of 8 days after the publication of the present notice to place an issue of their choosing on the agenda of the AGM, indicating the reason and the purpose thereof. The group of shareholders controlling at least one per cent of the voting rights may also submit proposals for resolution in accordance with the agenda. The shareholder is entitled to participate on the AGM, request information; make comments and proposals and vote pursuant to the above conditions. The right of shareholders to information shall not include the right to inspect the Company's books and other business documents containing any business secret.

The key data of the Board of Directors' and the Supervisory Board's report, the summary of the proposals relating to the items on the agenda, and the draft resolutions, key data of the draft annual report prepared pursuant to the Accounting Act and the total number of shares and voting rights at the date of convening the general meeting annual report and the draft proposals for the AGM shall be available for review from June 6, 2012 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 12, 2012 at 10:00 a.m. The reconvened AGM shall have a quorum irrespective of the actual number of shareholders present.

The main data of the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2011 and terminating on March 31, 2012 prepared in accordance with Hungarian accounting principles are as follows:

<b>BALANCE SHEET:</b>	<b>in HUF (in thousands; -,000)</b>
<b>Assets:</b>	
<b>Invested assets:</b>	<b>3 939 110</b>
Intangible assets	120 414
Tangible assets	3 746 625
Financial investments	72 071
<b>Current assets:</b>	<b>10 718 707</b>
Inventories	2 626 005

Receivables	2 429 195
Securities	0
Liquid assets	5 663 507
<b>Accrued and deferred assets</b>	<b>184 363</b>
<b>Total assets:</b>	<b>14 842 180</b>

<b>Liabilities:</b>	
<b>Equity:</b>	<b>11 748 410</b>
Share capital	2 035 000
Capital reserves	264 044
Accumulated profit reserves	7 586 435
Balance sheet profits	1 862 931
<b>Provisions:</b>	<b>62 070</b>
<b>Liabilities:</b>	<b>1 950 715</b>
<b>Accrued expenses:</b>	<b>1 080 985</b>
<b>Total liabilities:</b>	<b>14 842 180</b>

**PROFIT & LOSS STATEMENT:**

	<b>in HUF (in thousands; -,000)</b>
<b>Net sales revenues</b>	<b>24 001 303</b>
Capitalised value of own performance	217 993
Other revenues	313 653
Material Costs	10 043 286
Payment to personnel	2 484 871
Depreciation reserves	597 834
Other expenditures	9 475 689
<b>Net profit on ordinary business</b>	<b>1 931 269</b>
Net profit on financial transactions	292 370
<b>Regular entrepreneurial profit</b>	<b>2 223 639</b>
Extraordinary profits	-107 674
<b>Net profit before taxation</b>	<b>2 115 965</b>
<b>After-tax profits</b>	<b>1 862 931</b>
Approved dividends	
<b>Balance sheet profits</b>	<b>1 862 931</b>

**The Board of Directors proposes to the AGM to declare and distribute dividends amounting altogether to HUF 1 831 500 000 (one billion eight hundred and thirty one million and five hundred thousand forint), that is altogether HUF 900 (nine hundred forint) per share (90% in relation to the nominal value) with regard to the business year starting on April 1, 2011 and terminating on March 31, 2012.**

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 24, 2012

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