

Resolution No. 1/2021

**of the Ordinary General Meeting
of Grupa Żywiec Spółka Akcyjna
of 15 April 2021**

regarding election of Chairman of the Meeting.

According to Article 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Grupa Żywiec S.A. hereby decides to elect Mrs /Mr as Chairman of the Meeting.

Resolution No. 2/2021

**of the Ordinary General Meeting
of Grupa Żywiec Spółka Akcyjna
of 15 April 2021**

**regarding approval of the Report of the Management Board, the financial statements of
the Company and the consolidated financial statements
of the Capital Group Żywiec S.A. for the year 2020.**

According to Article 393 p. 1) and Article 395 § 2 p. 1) of the Commercial Companies Code and § 25 pas. 1 p. 1) of the Company's Statutes and Article 63c pas. 4 of the Accounting Act, this is to pass the following:

§ 1.

This is to approve the report of the Management Board on the activities of the Company as well as the audited standalone financial statements of the Company for the financial year 2020 which includes:

- 1) the statement regarding the financial situation as of 31 December 2020, indicating on the side of the assets and liabilities and own capital the amount of **PLN 2,513,606 thousand**,
- 2) the statement of profit or loss and other comprehensive income for the period from 1 January 2020 to 31 December 2020, ending with the net profit amounting to **PLN 250,451 thousand**,
- 3) the statement regarding changes in the Company's own capital for the period from 1 January 2020 to 31 December 2020, indicating the decrease of own capital by the amount of **PLN 10,525 thousand**,

- 4) the cash flow statement for the period from 1 January 2020 to 31 December 2020, indicating the cash net inflows of **PLN 12,741 thousand**,
- 5) additional information.

§ 2.

This is to approve the audited consolidated financial statements of the Capital Group Żywiec S.A. for the financial year 2020 which includes:

- 1) the consolidated statement regarding the financial situation of 31 December 2020, indicating on the side of the assets and liabilities and own capital the amount of **PLN 2,586,194 thousand**,
- 2) the consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2020 to 31 December 2020, ending with the net profit amounting to **PLN 232,673 thousand**,
- 3) the consolidated statement regarding changes in the Company's own capital for the period from 1 January 2020 to 31 December 2020, indicating the increase of own capital by the amount of **PLN 75,387 thousand**,
- 4) the consolidated cash flow statement for the period from 1 January 2020 to 31 December 2020, indicating the cash net inflows in the amount of **PLN 18,724 thousand**,
- 5) additional information.

§ 3.

This Resolution comes into force on the day of passing.

Draft

Resolution No. 3/2021

**of the Ordinary General Meeting
of Grupa Żywiec Spółka Akcyjna
of 15 April 2021**

regarding distribution of profit for the year 2020.

According to Article 395 § 2 p. 2) of the Commercial Companies Code and § 25 pas. 1 p. 2) of the Company's Statutes, this is to pass the following:

§ 1.

The Ordinary General Meeting hereby resolves that the total amount of the dividend for the financial year 2020 is **PLN 328,682,784.00**, i.e. **PLN 32.00** per one share, and moreover:

- 1) the Company's shareholders owning shares on **2021** shall be entitled to the dividend,
- 2) the dividend shall be paid out on **2021**,

taking into account the fact that by the virtue of Resolution of Management Board dated 10 November 2020 the Company paid out to the shareholders the amount of **PLN 164,341,392** as the interim dividend towards foreseen dividend in the amount of **PLN 16.00** per one share; thus the amount of **PLN 164,341,392** shall remain to be paid out to the shareholders, which means **PLN 16.00** per one share.

§ 2.

1. The net profit amounting to **PLN 250,450,875.04** made in 2020, shall be distributed in the manner as below.
2. The entire reserve fund in the amount of **PLN 185,727,587.68** as well as a part of the net profit made in the year 2020 in the amount of **PLN 142,955,196.32** shall be allocated for the payment of the dividend for the year 2019 to the shareholders.
3. The remaining part of the net profit made in the year 2020 amounting to **PLN 107,495,678.72** shall be allocated to the reserve fund in order to pay out dividends in the future.

§ 3.

This Resolution comes into force on the day of passing.

Draft

Resolution No. 4/2021

**of the Ordinary General Meeting
of Grupa Żywiec Spółka Akcyjna
of 15 April 2021**

**regarding approval of the actions of Members of the Management Board
in the year 2020.**

According to Article 393 p. 1) and Article 395 § 2 p. 3) of the Commercial Companies Code and § 25 pas. 1 p. 3) of the Company's Statutes, this is to pass the following:

§ 1.

This is to approve the actions of:

- 1) Mr. Francois-Xavier Mahot regarding the execution of duties as President of the Management Board for the period from 1 January 2020 to 31 December 2020,
- 2) Mr. Michael Peter McKeown regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 1 September 2020,
- 3) Mr. Luca Giordano regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 1 September 2020,
- 4) Mr. Piotr Nowakowski regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 1 September 2020,

- 5) Mr. Marcin Celejowski regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 31 December 2020,
- 6) Mr. Andrzej Borczyk regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 31 December 2020,
- 7) Mrs. Katarzyna Malczewska-Błaszczuk regarding the execution of duties as Member of the Management Board for the period from 1 January 2020 to 31 December 2020
- 8) Mrs. Karolina Tarnawska regarding the execution of duties as Member of the Management Board for the period from 3 September 2020 to 31 December 2020,
- 9) Mrs. Olga Prasał regarding the execution of duties as Member of the Management Board for the period from 3 September 2020 to 31 December 2020,
- 10) Mr. Tomasz Klima regarding the execution of duties as Member of the Management Board for the period from 3 September 2020 to 31 December 2020.

§ 2.

This Resolution comes into force on the day of passing.

Draft

Resolution No. 5/2021

**of the Ordinary General Meeting
of Grupa Żywiec Spółka Akcyjna
of 15 April 2021**

**regarding approval of the actions of Members of the Supervisory Board
in the year 2020.**

According to Article 393 p. 1) and Article 395 § 2 p. 3) of the Code of Commercial Companies and § 25 pas. 1 p. 3) of the Company's Statutes, this is to pass the following:

§ 1.

This is to approve the actions of:

- 1) Mr. Stefan Orłowski as Chairman of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 31 May 2020,
- 2) Mr. Soren Hagh as Chairman of the Supervisory Board regarding the execution of his duties for the period from 16 June 2020 to 31 December 2020,
- 3) Mr. Allan Myers as Vice-Chairman of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 31 December 2020,
- 4) Mr. David Hazelwood as Member of the Supervisory Board regarding the execution of his duties for the period from 1 January 2019 to 2 April 2020,
- 5) Mr. John Higgins as Member of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 31 December 2020,

- 6) Mr. Krzysztof Jasek as Member of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 31 December 2020,
- 7) Mr. Lodewijk Lockefer as Member of the Supervisory Board regarding the execution of duties for the period from 1 January 2020 to 10 November 2020,
- 8) Mr. Krzysztof Loth as Member of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 10 November 2020,
- 9) Mr. Alle Ypma as Member of the Supervisory Board regarding the execution of his duties for the period from 1 January 2020 to 31 December 2020,
- 10) Mr. Roelf Duursema as Member of the Supervisory Board regarding the execution of his duties for the period from 2 April 2020 to 31 December 2020,
- 11) Mr. Hemmo Parson as Member of the Supervisory Board regarding the execution of his duties for the period from 15 October 2020 to 31 December 2020,
- 12) Mr. Jan Rościszewski as Member of the Supervisory Board regarding the execution of his duties for the period from 15 October 2020 to 31 December 2020.

§ 2.

This Resolution comes into force on the day of passing.