

## **ANNOUNCEMENT OF THE SUPPLEMENT OF THE AGENDA OF THE ANNUAL GENERAL MEETING**

the Board of Directors of the company **Kofola ČeskoSlovensko a.s.**, ID no.: 242 61 980, with its registered office at Nad Porubkou 2278/31a, 708 00 Ostrava, registered in the Commercial register maintained by the Regional Court of Ostrava, section B, insert 10735 (hereinafter as the "**Company**")

in connection with the Annual General Meeting of the Company to be held on 23 June 2022 at 9:00 a.m. at the registered office of the Company at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, invitation published in the Commercial Bulletin on 23 May 2022, mark OV: OV06122537 (hereinafter referred to as the "**General Meeting**"), and in accordance with Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (Act on Commercial Corporations), as amended, **hereby announces:**

### **supplementing the agenda of the Annual General Meeting in accordance with the request of a qualified shareholder**

On 3 June 2022, the Board of Directors received a request from its qualified shareholder, AETOS a.s., ID No.: 061 67 446, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, owning 14,984,204 shares issued by the Company with an aggregate nominal value of CZK 749,210,200, representing 67.22% of the Company's share capital (hereinafter referred to as "AETOS"), to add a new item 6. to the agenda of the General Meeting entitled:

#### **"6. Approval of the amendment No. 5 and restatement agreement to the facilities agreement dated 3 August 2017"**

In accordance with the provisions of Article 369 paragraph (1) of the Act on Commercial Corporations and the request of AETOS, the Board of Directors of the Company adds this new item to the agenda of the Company's Annual General Meeting as Item No. 6. The existing items 6. and 7. on the agenda of the General Meeting (6. Discussion, 7. Closing) are now referred to as items 7. and 8. Following the above, the General Meeting will have the following agenda:

#### **Agenda of the General Meeting:**

1. Opening of the General Meeting
2. Report of the Board of Directors on the business activities of the Company and state of its assets for 2021 and the Summary Explanatory Report on matters pursuant to Section 118 (5) (a) to (k) of Act No. 256/2004 Coll., Capital Market Undertakings Act, and the Conclusions of the Report on relations between the controlling entity and the controlled entity and between the controlled entity and entities controlled by the same controlling entity for 2021
3. Report of the Supervisory Board on the results of control activities including information on the review of the Report on Relations
4. Approval of the Company's financial statements for 2021 and the consolidated financial statements of Kofola ČeskoSlovensko group for 2021
5. Approval of the Report on Remuneration for 2021

6. Approval of the amendment No. 5 and restatement agreement to the facilities agreement dated 3 August 2017
7. Discussion
8. Closing

**Text of the application and additional information on the AETOS application:**

AETOS submitted the following draft resolution and justification on the newly added item No. 6. on the agenda of the General Meeting:

Draft resolution:

*"The Company's General Meeting hereby:*

- (a) in connection with the term and multipurpose facilities agreement dated 3 August 2017 entered into between the Company, Kofola a.s., company ID No.: 277 67 680, with its registered office at Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section B, Insert 3021, Kofola a.s, company ID No.: 36 319 198, with its registered office at súp. No. 1, Rajecká Lesná 013 15, Slovak Republic, registered in the Commercial Register kept by the Regional Court of Žilina, Section Sa, Insert 10342/L, UGO trade s.r.o, company ID No.: 277 72 659, with its registered office at Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, registered in the Commercial Register kept by the Regional Court in Ostrava, Section C, Insert 41473, as debtors, Česká spořitelna a.s., ID No.: 452 44 782, with its registered office at Olbrachtova 1929/62, 140 00 Prague 4, Czech Republic, registered in the Commercial Register kept by the Municipal Court in Prague, Section B, Insert 1171 (hereinafter referred to as '**CS**') and Československá obchodní banka, a.s., ID No.: 000 01 350, with its registered office at Radlická 333/150, 150 57 Prague 5, Czech Republic, registered in the Commercial Register maintained by the Municipal Court in Prague, Section BXXXVI, Insert 46, as mandated lead arrangers and original lenders and CS as facilities agent and security agent, as amended by Amendment No. 1 and restatement agreement dated 19 September 2017, Amendment No. 2 dated 22 August 2018, Amendment No. 3 and restatement agreement dated 14 August 2019 and Amendment No. 4 and restatement agreement dated 20 March 2020 (the "**Original Facilities Agreement**"), approves entering into the Amendment No. 5 and restatement agreement (the "**Amendment 5**") to the Original Facilities Agreement (the Original Facilities Agreement as amended by Amendment 5, the "**Documents**"), subject to, inter alia, the accession of Radenska, d.o.o., having its registered office at Boračeva 37, 9252 Radenci, Republic of Slovenia, registered in the Slovenian Commercial Register under reg. no. 5056152000, as an additional debtor, providing of a new facility up to CZK 1,000,000,000, a change in interest rates, a possible conversion of part of the facilities to EUR;*
- (b) approves the terms of, and the transactions contemplated by, the Documents;*
- (c) confirms that entering into and the performance of the transactions contemplated by the Documents is in the interest of the Company within the meaning of Sections 54 to 58 of the Act on Commercial Corporations;*
- (d) confirms that it has not prohibited the Board of Directors of the Company from signing the Documents; and*

*(e) confirms that it has not identified any reason to suspend the execution of the function by any member of Company 's bodies in connection with signing the Documents."*

Reasoning:

The facilities agreement was signed on 3 August 2017. The approval of the conclusion of the facilities agreement was not among the matters for which prior approval of the General Meeting was required. However, the lenders (the financing banks) required, as one of the conditions for drawing facilities under the agreement, the submission of a resolution of the General Meeting approving the conclusion of the facilities agreement. The resolution was placed by the Board of Directors on the agenda of the Company's Annual General Meeting convened for 25 August 2017 at 10:00 a.m. at the Company's registered office. The General Meeting of the Company approved the conclusion of the facilities agreement and related documents by resolution no. 5 under item 2 of the agenda. The minutes of the General Meeting held on 25 August 2017 are published on the Company's website <https://investor.kofola.cz/en/general-meeting>.

The facilities agreement was amended by Amendment No. 1 dated 19 September 2017, Amendment No. 2 dated 22 August 2018, Amendment No. 3 dated 14 August 2019 and Amendment No. 4 dated 20 March 2020. The decision to approve entering into these amendments did not fall within the competence of the Company's General Meeting.

The Company intends to refinance existing facilities provided by the financing banks. These facilities are 100% denominated in Czech crowns and interest rates are linked to 3M PRIBOR. The Company's intention is to change the denomination of the facilities to a ratio of 60% in EUR and 40% in CZK, where this ratio corresponds to the currency exposure of Kofola Group's sales. Changing the interest rate base to EURIBOR will result in a reduction in the Company's interest expense. At the same time, the Company may draw on new credit lines of approximately CZK 1 billion in the future.

With regard to the Articles of Association of the Company effective as of 1 January 2021, namely Article 11, paragraph 11.2 letter (k) of the Articles of Association, the financing banks require the approval of the Company's General Meeting to enter into Amendment No. 5 and restatement agreement. As the negotiations with the financing banks have reached the final stage and economic reasons lead to the refinancing to take place as soon as possible, AETOS proposes to include the above-mentioned item 6. on the agenda of the upcoming General Meeting to be held on 23 June 2022.

The text of the AETOS request is available for inspection by shareholders at the Company's registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, on working days from 10 a.m. to 3 p.m. from 8 June 2022 until the date of the General Meeting (inclusive). At the same time, starting from 8 June 2022, the AETOS request is made available to shareholders on the Company's website <https://investor.kofola.cz/en/general-meeting>. Information for shareholders will also be provided on the day and at the venue of the General Meeting.

In Ostrava on 6 June 2022

The Board of Directors  
of Kofola ČeskoSlovensko a.s.

.....  
René Musila,  
Vice-chair of the Board of Directors

.....  
Martin Pisklák,  
Member of the Board of Directors