

COMMON EXPERT REPORT NO. 18-3/2016

Common expert report on the project of a cross-border merger by acquisition involving Kofola ČeskoSlovensko a.s., Kofola CS a.s., PINELLI spol. s r.o., Kofola S.A., and KOFOLA, holdinška družba d.o.o.

Client: Kofola ČeskoSlovensko a.s.

Date: 19 April 2016

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INTRODUCTION

1 Assignment Specification

The companies

- a) **Kofola ČeskoSlovensko a.s.**, a joint-stock company (in Czech: akciová společnost) existing under the laws of the Czech Republic, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Czech Republic, Identification No.: 242 61 980, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section B, Insert No.: 10735 (the "**Successor Company**") as the successor company;
- b) **Kofola CS a.s.**, a joint-stock company (in Czech: akciová společnost) existing under the laws of the Czech Republic, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Czech Republic, Identification No.: 276 63 001, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section B, Insert No.: 3109 (the "**Dissolving Company 1**"), as a dissolving company;
- c) **PINELLI spol. s r.o.**, a limited liability company (in Czech: společnost s ručením omezeným) existing under the laws of the Czech Republic, with its registered office at Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, Czech Republic, Identification No.: 498 11 908, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section C, Insert No.: 37942 (the "**Dissolving Company 2**"), as a dissolving company;
- d) **Kofola S.A.**, a joint stock company (in Polish: spółka akcyjna) existing under the laws of Poland, with its registered office at ul. Wschodnia 5, 99-300 Kutno, Poland, registered in the register of the entrepreneurs of the National Court Register maintained by the District Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register, under KRS No.: 0000134518, holding REGON No.: 012771739 (the "**Dissolving Company 3**"), as a dissolving company;
- e) **KOFOLA, holdinška družba d.o.o.**, a limited liability company (in Slovenian: družba z omejeno odgovornostjo) existing under the laws of Slovenia, with its registered office at Boračeva 37, 9252 Radenci, Slovenia, Identification No.: 6744605000, registered in the Commercial Register maintained by the District court in Ljubljana, Slovenia and the Agency of the Republic of Slovenia for Public Legal Records and Related Services under no. 2014/55764 (the "**Dissolving Company 4**"), as a dissolving company.

shall participate in the cross-border merger by acquisition with the Successor Company being the successor company, and the Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and the Dissolving Company 4 as the dissolving companies. The process of the planned merger is described in the draft terms of the cross-border merger by acquisition ("**Draft Terms**"; see Annex 04).

The Successor Company, Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 may be hereinafter jointly referred to as the "**Involved Companies**", and each individually as an "**Involved Company**".

The Successor Company, Dissolving Company 1 and Dissolving Company 2 may be hereinafter jointly referred to as the "**Czech Involved Companies**".

The Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 may be hereinafter jointly referred to as the "**Dissolving Companies**", and each individually as a "**Dissolving Company**".

The cross-border merger by acquisition described in the Draft Terms is hereinafter referred to as the "**Merger**".

1.1 Expert's Task

The objective of this Expert Report is to examine the conditions of the Draft Terms in accordance with Article 8 of EU Directive 2005/56/EC and Act No. 125/2008 Coll., on Mergers of Companies and Co-Operatives, as amended (the "**Czech Merger Act**") for Czech Involved Companies (i.e. this expert report is a common expert report).

The expert's task, as defined in Section 114 of the Czech Merger Act, is as follows:

- a) to provide an opinion whether the proposed exchange ratios for shares of dissolving companies (including potential cash payments) are adequate and reasonable;
- b) to declare what method or methods were used to determine the exchange ratios for the shares of dissolving companies;
- c) to state whether the method or methods applied by the expert are adequate for the specific purpose;
- d) to inform what exchange ratios for the shares of dissolving companies would be achieved when using applicable methods (where more methods were applied by the expert); to declare what weight was allocated to each applicable method when exchange ratios for the shares of dissolving companies were determined.
- e) to inform about any difficulties in valuation.

This Expert Report was prepared for the shareholders of the **Czech Involved Companies**, i.e. the Successor Company (Kofola ČeskoSlovensko a.s.), Dissolving Company 1 (Kofola CS a.s.) and Dissolving Company 2 (PINELLI spol. s r.o.).

1.2 Client

This Expert Report has been commissioned by the Successor Company.

1.3 Author

This Expert Report has been prepared by the Valuation Institute of RSM TACOMA a.s., with its registered office at Karolinská 661, Prague 8-Karlín, Czech Republic, Postcode: 186 00, ID No.: 639 98 581 ("**Author**").

RSM TACOMA a.s. has been included by the Czech Ministry of Justice in the list of institutes qualified to perform valuation activities in the field of economics.

The Author was appointed for this assignment by Decision of the Regional Court in Ostrava No. 28 Nc 4009/2016 – 35 issued on 7 April 2016 and effective on 13 April 2016. The appointment forms Annex 06 to this Expert Report.

1.4 Representation of the Author

- We represent that we are not prejudiced under Section 11 (1) of Act No. 36/1967 Sb., on Experts and Interpreters, as amended by Act No. 322/2006 Sb., Act No. 227/2009 Sb. and Act No. 444/2011 Sb.
- We declare that we are experts independent of the Involved Companies and that, neither at the present time nor in the near future, will we participate in, or benefit from, any transaction related to the valuation.
- Please note that this Expert Report may only be used for the purpose referred to above. This Expert Report may not be copied or duplicated in whole or in part for any other purpose without the prior written consent of the Author. The interpretation and application of the valuation result is closely related to the purpose for which this valuation has been produced.

1.5 General Assumptions and Limitations

The Expert Report has been prepared subject to the following assumptions and limiting conditions:

- The Author has not performed any examination aimed at the authentication of the veracity, correctness and completeness of documents provided by the Successor Company representatives or their attorneys at law. It is also assumed that information from other sources is reliable and has not been verified in all cases.
- The Author assumes no responsibility for changes in market conditions that may occur after the issuance of this report.

Unless the contrary is proved by the Client:

- It is assumed that the behavior and conduct of the Involved Companies, their bodies, directors and officers comply with all applicable laws and assumed obligations.
- Reliable ownership and management of the rights of ownership are assumed.

The tables contained in this Expert Report have been largely developed in Microsoft Excel. Any differences (such as, in particular, in summary cells in tables) result from rounding. Where no source of information is provided for a table or a chart, the information has been gained from the Author's own calculations, unless the text implies otherwise.

1.6 Valuation Materials

In preparing the Expert Report we used documents provided by the representatives of the Successor Company / their lawyers as well as information gathered from publicly available sources and Internet portals.

The most important sources of information and materials received include the following:

1.6.1 Materials received from the Successor Company

- a) Draft Terms
- b) Audited financial statements of the Involved Companies as at 31 December 2015
- c) Interim balance sheet of the Involved Companies as at 31 March 2016
- d) Information about the level and structure of the registered capital of the Involved Companies; information about ownership relationships among the Involved Companies
- e) Opening balance sheet of the Successor Company (after planned Merger becomes effective)

1.6.2 Other materials

Other sources used for this Expert Report are as follows:

- Ministry of Justice of the Czech Republic's website - www.justice.cz

1.7 Difficulties in Producing the Expert Report

No difficulties or obstacles have been encountered by the Author in obtaining the materials necessary for the assignment.

1.8 Number of Pages, Annexes and Copies of the Expert Report

This Expert Report contains 15 pages including the title page and six annexes. This Expert Report is executed in four copies in English. Three copies are to be retained by the Client and one copy is to be archived by the Author.

FINDING

2 Information about the Involved Companies and their mutual relationships

This chapter describes the structure of the registered capital of the Involved Companies and their mutual relationships. This is important for the assessment of the exchange ratios for the share of the Dissolved Companies. Also, we present simplified financial statements of the Involved Companies as at 31 December 2015 (full versions form Annex 02) and balance sheets of the Involved companies prepared as at 31 March 2016.

2.1 Information about registered capital of Involved Companies; relationships among Involved Companies

The registered capital of the Successor Company is CZK 2,229,500,000, which has been fully paid up and which is divided into 22,295,000 pieces of ordinary registered book-entry shares with a nominal value of CZK 100 each. As of the date of this Project, the Successor Company has more shareholders.

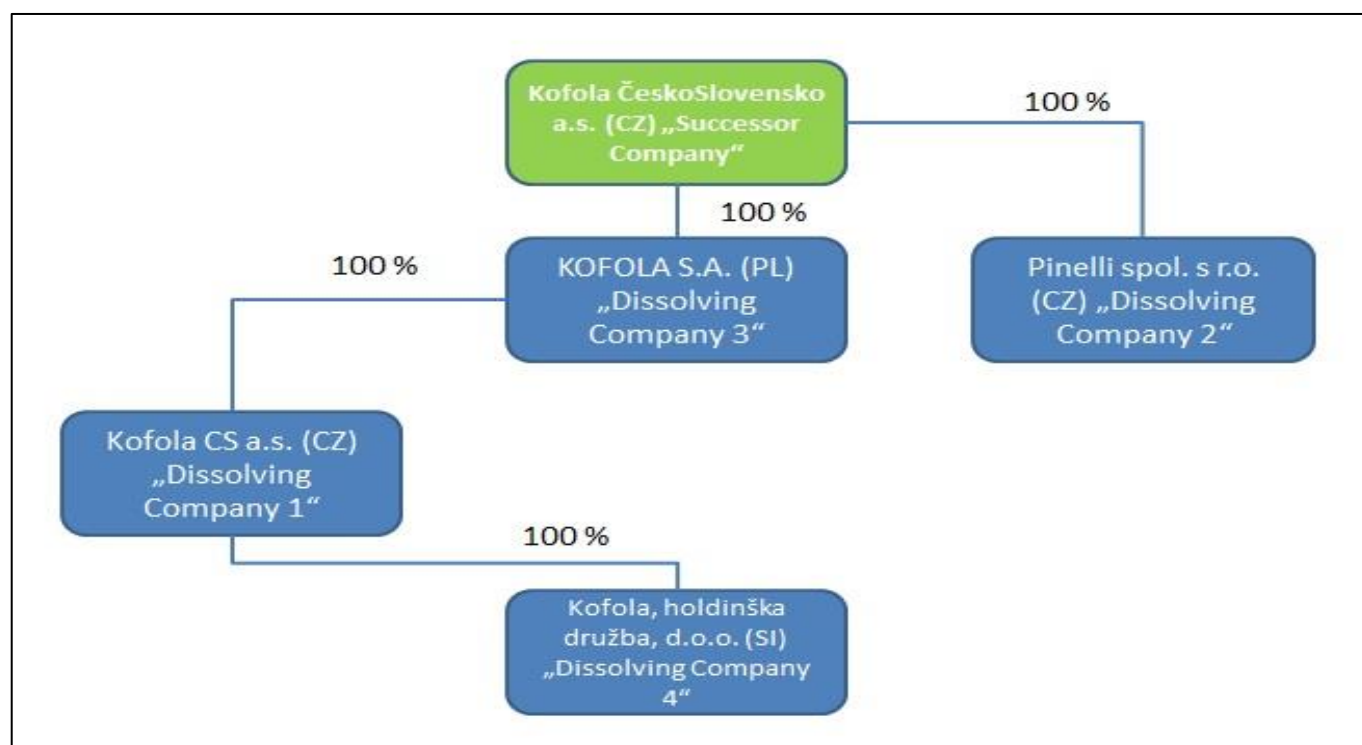
The registered capital of the Dissolving Company 1 is CZK 184,000,000, which has been fully paid up and which is divided into (a) 1,500 pieces of ordinary registered certificated shares with a nominal value of CZK 2,000 each, and (b) 181 pieces of ordinary registered certificated shares with a nominal value of CZK 1,000,000 each. **The Dissolving Company 1 has the following sole shareholder: the Dissolving Company 3.**

The registered capital of the Dissolving Company 2 is CZK 1,002,000, which has been fully paid up. The Dissolving Company 2 **has the following sole participant having a 100% participation interest**, which is not represented by a participation certificate and which corresponds to a contribution into the registered capital of the Dissolving Company 2 in the amount of CZK 1,002,000: **the Successor Company.**

The registered capital of the Dissolving Company 3 is PLN 26,159,806, which has been fully paid up and which is divided into 26,159,806 shares with a nominal value of PLN 1.00 each, i.e. (a) 434,884 pieces of ordinary bearer shares of A class with a nominal value of PLN 1.00 each, (b) 100,000 pieces of ordinary shares of B class with a nominal value of PLN 1.00 each, (c) 82,856 pieces of ordinary shares of C class with a nominal value of PLN 1.00 each, (d) 9,458,040 pieces of ordinary shares of D class with a nominal value of PLN 1.00 each, (e) 3,000,000 pieces of ordinary shares of E class with a nominal value of PLN 1.00 each, (f) 13,083,342 pieces of ordinary shares of F class with a nominal value of PLN 1.00 each, (g) 684 pieces of ordinary shares of G class with a nominal value of PLN 1.00 each. **The Dissolving Company 3 has the following sole shareholder: the Successor Company.**

The registered capital of the Dissolving Company 4 is EUR 200,000, which has been fully paid up. The Dissolving Company 4 has the following sole participant having a **100% participation interest corresponding to a contribution into the registered capital of the Dissolving Company 4 in the amount of EUR 200,000: the Dissolving Company 1.**

Annex 01 contains extracts from relevant registers for the Involved Companies. The following graph illustrates ownership relationships among the Involved Companies.



2.2 Financial information of Involved Companies

Financial information of Involved Companies as at the end of the year 2015 are contained in the following tables. For the presentation purposes the statements are simplified, full version is contained in the Annex 02 of this Expert Report. Financial statements of Successor Company were prepared in compliance with the International Financial Reporting Standards adopted by the European Union ("**IFRS**"). Financial statements of the Dissolving Company 1 and 2 were prepared in compliance with Act No. 563/1991 Coll., on Accounting, as amended, and the Decree No. 500/2002 Coll., implementing certain of the provisions of the Act No. 563/1991 Coll., on Accounting, as amended, for accounting units that are entrepreneurs accounting in double-entry accounting, and the related Czech Accounting Standards (the "**Czech Accounting Standards**"), financial statements of Dissolving Company 3 were prepared in compliance with provisions of the Polish Accounting Act dated 29 September 1994 as amended, financial statements of Dissolving Company 4 were prepared in compliance with the Slovene Companies Act and the related Slovenian Accounting Standards.

Kofola ČeskoSlovensko a.s. <i>Successor Company</i>	2015 - CZK'000
Total assets	7,769,688
Non-current assets	7,628,981
Current assets	140,707
Total equity and liabilities	7,769,688
Equity	7,711,740
Debts and liabilities	57,948
<i>as at 31st December 2015 in CZK thousand</i>	

Kofola CS a.s. <i>Dissolving Company 1</i>	2015 - CZK'000
Total assets	3,538,579
Non-current assets	3,294,233
Current assets	227,203
Other	17,143
Total equity and liabilities	3,538,579
Equity	1,040,025
Debts and liabilities	2,498,554
<i>as at 31st December 2015 in CZK thousand</i>	

PINELLI spol. s r.o. <i>Dissolving Company 2</i>	2015 - CZK'000
Total assets	9,245
Non-current assets	1,171
Current assets	8,057
Other	17
Total equity and liabilities	9,245
Equity	-536
Debts and liabilities	9,781
<i>as at 31st December 2015 in CZK thousand</i>	

KOFOLA S.A. <i>Dissolving Company 3</i>	2015 - PLN'000
Total assets	832,583
Non-current assets	788,301
Current assets	44,282
Total equity and liabilities	832,583
Equity	751,050
Debts and liabilities	81,533
<i>as at 31st December 2015 in PLN thousand</i>	

KOFOLA d.o.o., <i>Dissolving Company 4</i>	2015 - EUR
Total assets (netto)	67,277,808
Non-current assets	0
Current assets	67,277,808
Total equity and liabilities	67,277,808
Equity	934,260
Debts and liabilities	66,343,548
<i>as at 31st December 2015 in EUR</i>	

In addition, interim balance sheets of the Involved Companies as at 31 March 2016 were prepared for the purpose of the Merger. The balance sheets form Annex 03.

3 Draft Terms – parameters important for the Expert Report

The key points of the Draft Terms relevant for the Author's task are the following:

The Decisive Date of the Merger is 1 January 2016 (see Article 7.1 of the Draft Terms; “**Decisive Date**”), the financial statements of the Involved Companies were prepared as at 31 December 2015.

The opening balance sheet was prepared by Successor Company as at the Decisive Date. This opening balance was audited by the statutory auditor - PricewaterhouseCoopers Audit, s.r.o. without any reservation (see the article 3.4 and 3.8 of the Draft Terms). A simplified opening balance sheet is presented in the following table, a full version forms Annex 05.

Kofola ČeskoSlovensko a.s. <i>Successor Company - Opening BS</i>	1. 1. 2016 - CZK´000
Total assets	4,673,841
Non-current assets	4,309,831
Current assets	364,010
Total equity and liabilities	4,673,841
Equity	2,114,258
Debts and liabilities	2,559,583
<i>as at 1st January 2016 in CZK thousand</i>	

The Involved Companies manifest their will that, under the conditions and in the manner as set forth in the Draft Terms, the registered capital of the Successor Company will not be increased due to or in connection with the Merger (see the article 4.2 of the Draft Terms).

The Draft Terms contain important information about the exchange ratios for the shares of Dissolving Companies. This information is specified in Articles 5.1, 5.2, 5.3 and 5.4 of the Draft Terms. The part relevant for exchange ratios is the following.

Given the fact that

- a) the Successor Company is the sole shareholder of the Dissolving Company 3;

- b) the Successor Company is the sole participant of the Dissolving Company 2;
- c) the Dissolving Company 1 is the sole participant of the Dissolving Company 4;
- d) the Dissolving Company 3 is the sole shareholder of the Dissolving Company 1; and
- e) the Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 will be dissolved as a result of the Merger,

the shares or participation interests in the Dissolving Companies are not subject to exchange for the shares in the Successor Company pursuant to Sections 134 and 155 (5) of the Czech Merger Act, article 516¹⁵ par. 1 of the Polish Companies Act, and Article 622.c (2), points 2, 3, 5 of the Slovene Companies Act. Hence, the Draft Terms do not stipulate any exchange rate for the shares or participation interests of the Dissolving Companies.

For the above mentioned reasons the Draft Terms do not include the information connected to the exchange rate.

For the above mentioned reasons and because real value of the shares in the Successor Company will not be decreased as a result of the Merger pursuant to Section 70 (3) of the Czech Merger Act, no additional payment within the meaning of the Czech Merger Act will be made as a result of the Merger to the participants or shareholders of the Dissolving Companies and to the shareholders of the Successor Company.

The Merger will not result in change of number, type or form of shares of the Successor Company, neither the shares of the Successor Company will be transformed to certificated shares or immobilized shares. The Merger will not have any other effect on the shares in the Successor Company.

OPINION

4 Assessment of the Project by the Author

This chapter presents an assessment of the parameters of the Draft Terms with respect to the Expert's task as described in chapter 1.1 of this Report.

As for the financial position of the Involved Companies, based on the audited financial data obtained, Involved Companies, except Dissolving Company 2, have positive equity. The financial statements including the auditor's report contained no information about a potential breach of the going-concern principle. Financial statements of the Dissolving Company 2 are influenced by the Czech local GAAP regulation requiring systematic amortization of all intellectual property including brands which in fact do not lose their usefulness during time.

Consequently, we consider the Involved Companies to be financially sound.

Based on the information included in the Draft Terms, the shares or participation interests in Dissolving Companies will not be subject to the exchange for the shares in the Successor Company. Therefore, the assessment of the Draft Terms with respect to the task described in chapter 1.1 is as follows:

[1] to provide an opinion whether the proposed exchange ratios for shares of dissolving companies (including potential cash payments) are adequate and reasonable

The shares or participation interests in the Dissolving Companies will not be subject to the exchange for the shares in the Successor Company. **As there are no exchange ratios for shares or participation interests of the Dissolving Companies**, the Author did not perform any assessment whether the exchange ratios are adequate and reasonable.

[2] to declare what method or methods were used to determine the exchange ratios for the shares of dissolving companies

As there are no exchange ratios for the shares or participation interest of the Dissolving Companies, no methods for the determination of exchange ratios for the shares or participation interests of the Dissolving Companies were applied.

[3] to state whether method or methods applied by the expert are adequate for the specific purpose

As described in point [2] above, no methods were applied.

[4] to inform what exchange ratios for the shares of dissolving companies would be achieved when using applicable methods (where more methods were applied by the expert); to declare what weight was allocated to each applicable method when exchange ratios for the shares of dissolving companies were determined

As described in point [2] above, no methods were applied.

[5] to inform about any difficulties in valuation.

As permitted by the Czech Merger Act, no valuation of the assets and liabilities of the Involved Companies was made and thus no information about difficulties in valuation is provided.

CONCLUSION

5 Final Statement of the Expert Institute

For the purposes of the conclusion, we use terms specified in Introduction, Finding and Opinion chapters. This Report was prepared for the shareholders of the **Czech Involved Companies** (i.e. Kofola ČeskoSlovensko a.s., Kofola CS a.s. and PINELLI spol. s r.o.).

The Dissolving Company 1 (Kofola CS a.s.), Dissolving Company 2 (PINELLI spol. s r.o.), Dissolving Company 3 (Kofola S.A.) and Dissolving Company 4 (KOFOLA, holdinška družba d.o.o.), as the dissolving companies, will participate in the cross-border merger by acquisition with the Successor Company (Kofola ČeskoSlovensko a.s.), as the successor company.

Based on the appointment for this assignment by Decision of the Regional Court in Ostrava No. 28 Nc 4009/2016 - 35 issued on 7 April 2016 and effective on 13 April 2016, we have prepared this Expert Report to analyse the conditions of the Draft Terms in accordance with Article 8 of EU Directive 2005/56/EC and the Czech Merger Act.

The expert's task, as defined in Section 114 of the Czech Merger Act, is as follows:

- a) to provide an opinion whether the proposed exchange ratios for shares of dissolving companies (including potential cash payments) are adequate and reasonable;
- b) to declare what method or methods were used to determine the exchange ratios for the shares of dissolving companies;
- c) to state whether the method or methods applied by the expert are adequate for the specific purpose;
- d) to inform what exchange ratios for the shares of dissolving companies would be achieved when using applicable methods (where more methods were applied by the expert); to declare what weight was allocated to each applicable method when exchange ratios for the shares of dissolving companies were determined.
- e) to inform about any difficulties in valuation.

Based on the information obtained in the Draft Terms, the shares or participation interests in the Dissolving Companies will not be subject to the exchange for the shares in the Successor Company. In addition, no valuation of the assets and liabilities of the Involved Companies. Therefore, the assessment of the Draft Terms with respect to the task described above is as follows:

Ad a)

The shares or participation interests in the Dissolving Companies will not be subject to the exchange for the shares in the Successor Company. **As there are no exchange ratios for the shares or participation interests of the Dissolving Companies**, the Author did not perform any assessment as to whether the exchange ratios are adequate and reasonable.

Ad b)

As there are no exchange ratios for the shares or participation interests of the Dissolving Companies, no methods for the determination of exchange ratios for the shares or participation interests of the Dissolving Companies were applied.

Ad c)

As described in point ad b) above, no methods were applied.

Ad d)

As described in point ad b) above, no methods were applied.

Ad e)

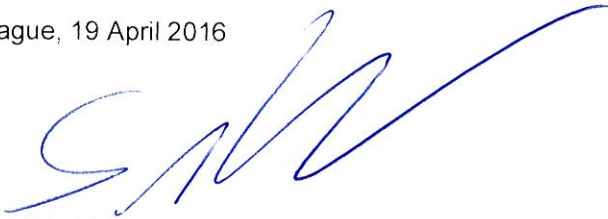
No information can be provided on the valuation since no valuation of the Involved Companies was made.

6 Valuer's Clause

RSM TACOMA a.s. was registered by the Ministry of Justice under Ref. No. M-785/2001 on 18 May 2001 and based on a decision to change the record on the recognized specialization, File No. 177/2009-OD-ZN/6 of 9 September 2009, and decision File No.124/2013-OSD-SZN/5 of 20 August 2013, in the first section of the list of institutes qualified to perform expert valuation activities, in particular for expert valuation opinions in the field of economics to the extent of the expert capacity for the valuation of real estate, movable, intangible and financial assets, business and parts thereof, receivables, shares and shareholdings in companies, business or parts thereof, assets, liabilities and net assets of companies, particularly for the purposes of company restructuring by mergers, asset transfers to a shareholder or de-mergers, or in changes of legal form; expert reports on company restructuring; fairness opinions on settlement shares, in-kind capital contributions; consideration in squeeze-outs and takeover bids, assets acquired from a founder, shareholder or another party appointed by law; reviews of intra-group relations from a financial perspective, reviews of activities of directors and officers from the perspective of economic interests; quantification of damages; and preparing expert opinions under insolvency laws.

This Expert Report is issued under number 18-3/2016

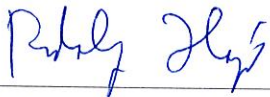
Prague, 19 April 2016



Josef Svízela, Member of the Board of Directors



Imprint of round seal



The Expert Report has been prepared and explanation can be provided by

Rudolf Hájek, Manager



Reviewed and approved by

Radka Svobodová, Head of RSM TACOMA Valuation

7 Annexes

01. Extracts from registers for Involved Companies
02. Financial statements of Involved Companies as at 31 December 2015 including auditor's report
03. Interim financial data of Involved Companies as at 31 March 2016
04. Draft Terms
05. Opening balance of the Successor Company
06. Appointment of the Expert Institute by the court

Annex no. 01

Extracts from registers for Involved Companies

Annex no. 01.01

Kofola ČeskoSlovensko a.s. as the
"Successor Company"

Výpis

z obchodního rejstříku, vedeného
Krajským soudem v Ostravě
oddíl B, vložka 10735

Datum zápisu:	12. září 2012
Spisová značka:	B 10735 vedená u Krajského soudu v Ostravě
Obchodní firma:	Kofola ČeskoSlovensko a.s.
Sídlo:	Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava
Identifikační číslo:	242 61 980
Právní forma:	Akciová společnost
Předmět podnikání:	Výroba, obchod a služby neuvedené v přílohách 1 až 3 živnostenského zákona Činnost účetních poradců, vedení účetnictví, vedení daňové evidence
Předmět činnosti:	Pronájem nemovitostí, bytů a nebytových prostor
Statutární orgán - představenstvo:	
člen představenstva:	DANIEL BURYŠ, dat. nar. 16. ledna 1970 Pod Myslivnou 671, Stará Ves, 739 23 Stará Ves nad Ondřejnicí Den vzniku členství: 17. června 2015
předseda představenstva:	JANIS SAMARAS, dat. nar. 22. listopadu 1971 Na Vyhlídce 709, 747 41 Hradec nad Moravicí Den vzniku funkce: 19. září 2015 Den vzniku členství: 18. září 2015
člen představenstva:	RENÉ MUSILA, dat. nar. 7. listopadu 1969 Veleslavínova 370/17, Předměstí, 746 01 Opava Den vzniku členství: 16. června 2015
člen představenstva:	TOMÁŠ JENDŘEJEK, dat. nar. 3. prosince 1966 Brožíkova 1073/40, Pod Cvilínem, 794 01 Krnov Den vzniku členství: 18. září 2015
člen představenstva:	ROMAN ZÚRIK, dat. nar. 19. ledna 1973 02601 Dolný Kubín, Chočská 1530/10, Slovenská republika Den vzniku členství: 18. září 2015
člen představenstva:	JIŘÍ VLASÁK, dat. nar. 19. září 1975 Čechova 1445, Poděbrady III, 290 01 Poděbrady Den vzniku členství: 18. září 2015
Počet členů:	6
Způsob jednání:	Společnost zastupují ve všech věcech dva členové představenstva společně.
Dozorčí rada:	
předseda dozorčí rady:	RENÉ SOMMER, dat. nar. 3. listopadu 1966 Chelčického 885/38, Kateřinky, 747 05 Opava

Den vzniku funkce: 18. června 2015

Den vzniku členství: 17. června 2015

člen dozorčí rady:

PETR PRAVDA, dat. nar. 14. ledna 1961

Kotršova 185/9, Jaktař, 747 07 Opava

Den vzniku členství: 17. června 2015

člen dozorčí rady:

DARIUSZ ROMUALD PROŃCZUK, dat. nar. 14. října 1961

02-776 Varšava, Podpułkownika Zbigniewa Stanisława Kiedacza 12 C, Polská republika

Den vzniku členství: 15. září 2015

člen dozorčí rady:

JACEK WOŹNIAK, dat. nar. 26. března 1968

03-984 Varšava, Mariana Pisarka 17, Polská republika

Den vzniku členství: 15. září 2015

člen dozorčí rady:

MOSHE COHEN-NEHEMIA, dat. nar. 26. září 1969

40500 Even Yehuda, 41 Hameyasdim st., 2nd Floor, Izraelský stát

Den vzniku členství: 15. září 2015

člen dozorčí rady:

PAVEL JAKUBÍK, dat. nar. 14. října 1976

č.p. 1423, 739 95 Bystřice

Den vzniku členství: 15. září 2015

Počet členů:

6

Akcie:

22 295 000 ks kmenové akcie na jméno v zaknihované podobě ve jmenovité hodnotě 100,- Kč

Základní kapitál:

2 229 500 000,- Kč

Splaceno: 100%**Ostatní skutečnosti:**

Obchodní korporace se podřídila zákonu jako celku postupem podle § 777 odst. 5 zákona č.90/2012 Sb., o obchodních společnostech a družstvech.

Valná hromada společnosti konaná dne 12. října 2015 přijala toto rozhodnutí:

1.základní kapitál společnosti se zvyšuje o 2 200 000 000,-- Kč (dvě miliardy dvě stě milionů korun českých) vydáním 22 000 000 (dvaceti dvou milionů) kusů nových kmenových akcií znějících na jméno, vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých),
 2.nové akcie budou upsány výlučně nepeněžitými vklady předem určenými zájemci; upisování nad ani pod částku navrhovaného zvýšení základního kapitálu se nepřipouští; pokud nedojde ve stanovené lhůtě k upsání všech nově vydávaných akcií, usnesení o zvýšení základního kapitálu se zrušuje; pokud dojde k odstoupení od nebo k jinému ukončení kterékoliv ze smluv o úpisu akcií uzavřených v souvislosti se schvalovaným zvýšením základního kapitálu, má se za to, že nedošlo ve stanovené lhůtě k upsání všech nově vydávaných akcií;
 3.nové akcie nebudou upisovány na základě veřejné nabídky podle ust. § 480 až 483 zákona o obchodních korporacích;

4.nové akcie budou nabídnuty k upsání předem určeným zájemcům, kterými jsou stávající akcionáři společnosti, následujícím způsobem:

4.1.11 311 101 (jedenáct milionů tři sta jedenáct tisíc sto jeden) kus nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých), bude nabídnuto KSM Investment S.A., akciové společnosti založené a existující podle právního řádu

Velkovévodství lucemburského, se sídlem 560A, Rue de Neudorf, L - 2220 Lucemburk, Velkovévodství lucemburské, registrační číslo: B120149 (dále jen "Upisovatel 1");

4.2.9 527 534 (devět milionů pět set dvacet sedm tisíc pět set třicet čtyři) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých), bude nabídnuto CED GROUP S.à r.l., společnosti s ručením omezeným založené a existující dle právního řádu Velkovévodství lucemburského, se sídlem 2, Avenue Charles de Gaulle, L - 1653 Lucemburk, Velkovévodství lucemburské, registrační číslo B141278 (dále jen "Upisovatel 2");

4.3.580 703 (pět set osmdesát tisíc sedm set tři) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých), bude nabídnuto Renému Musilovi, datum narození: 7. listopadu 1969, bytem na adrese Veleslavínova 370/17, Předměstí, 746 01 Opava, Česká republika (dále jen "Upisovatel 3"); a

4.4.580 662 (pět set osmdesát tisíc šest set šedesát dva) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých), bude nabídnuto Tomáši Jendřejkovi, datum narození: 3. prosince 1966, bytem na adrese Brožíkova 1073/40, Pod Cvilínem, 794 01 Krnov, Česká republika (dále jen "Upisovatel 4");

5.emisní kurs každé nové akcie upisované předem určeným zájemcem činí 344,96 Kč (tři sta čtyřicet čtyři koruny české a devadesát šest haléřů), souhrnný emisní kurs pro všechny nově upisované akcie činí 7 589 120 000,-- Kč (sedm miliard pět set osmdesát devět milionů jedno sto dvacet tisíc korun českých);

6.schvaluje se nepeněžitý vklad Upisovatele 1 ve formě 712 400 (sedmi set dvanácti tisíc čtyř set) kusů zaknihovaných kmenových akcií Kofola S.A., akciové společnosti založené a existující podle právního řádu Polské republiky, se sídlem Wschodnia 5, 99-300 Kutno, Polská republika, zapsané v obchodním rejstříku vedeném Okresním soudem v Lodži pod číslem KRS 0000134518 a číslem REGON 012771739 (dále jen "Kofola PL") znějících na majitele s ISIN PLHOOP000010 a 12 682 973 kusů listinných kmenových akcií společnosti Kofola PL znějících na majitele, série F, (i) číslo 000.000.001 až 010.673.667 nahrazených hromadnou akcií č. 1A[1], (ii) číslo 010.673.668 až 011.562.973 nahrazených hromadnou akcií č. 1A[2], a (iii) číslo 011.562.974 až 012.682.973 nahrazených hromadnou akcií č. 1 B (dále jen "Nepeněžitý vklad Upisovatele 1");

nepeněžitý vklad Upisovatele 1 se podle rozhodnutí představenstva společnosti ze dne 9. října 2015 oceňuje postupem dle ust. § 468 zákona o obchodních korporacích částkou 3 901 945 970,-- Kč (tři miliardy devět set jeden milion devět set čtyřicet pět tisíc devět set sedmdesát korun českých) (dále jen "Cena Nepeněžitého vkladu Upisovatele 1"). Cena Nepeněžitého vkladu Upisovatele 1 byla určena vynásobením počtu akcií společnosti Kofola PL tvořící Nepeněžitý vklad Upisovatele 1 a ceny 1 (jedné) akcie společnosti Kofola PL stanovené v souladu s ust. § 468 zákona o obchodních korporacích potvrzením Trigon Dom Maklerski S.A., akciové společnosti založené a existující podle právního řádu Polska, se sídlem ul. Mogilska 65, 31-545 Kraków, Polská republika, polským obchodníkem s cennými papíry a účastníkem polského centrálního depozitáře cenných papírů (polsky Krajowy Depozyt Papierów Wartościowych S.A.) ze dne 9. října 2015 (dále jen "Potvrzení společnosti Trigon"); dle Potvrzení společnosti Trigon je vážený průměr z cen, za které byly uskutečněny obchody s 1 (jednou) akcií společnosti Kofola PL na varšavské burze cenných papírů v období od 10. dubna 2015 do 9. října 2015, a tedy cena 1 (jedné) akcie společnosti Kofola PL, 45,33 PLN, která odpovídá v přepočtu na české koruny podle kurzu devizového

trhu zveřejněného Českou národní bankou ke dni 9. října 2015 (1 PLN = 6,426 Kč) částce 291,29058 Kč (dále jen "Cena 1 (jedné) akcie společnosti Kofola PL"); za Nepeněžitý vklad Upisovatele 1 bude vydáno 11 311 101 (jedenáct milionů tři sta jedenáct tisíc sto jeden) kus nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých) (dále jen "Nové akcie Upisovatele 1"), o emisním kursu 344,96 Kč (tři sta čtyřicet čtyři koruny české a devadesát šest haléřů) na každou tuto akcii, a souhrnném emisním kursu 3 901 877 401,-- Kč (tři miliardy devět set jeden milion osm set sedmdesát sedm tisíc čtyři sta jedna koruna česká) na všechny Nové akcie Upisovatele 1 (dále jen "Souhrnný emisní kurs Nových akcií Upisovatele 1"). Rozdíl mezi Cenou Nepeněžitého vkladu Upisovatele 1 a Souhrnným emisním kursem Nových akcií Upisovatele 1 ve výši 68 569,-- Kč (šedesát osm tisíc pět set šedesát devět korun českých) bude vrácen Upisovateli 1 na jeho účet č. IBAN: CZ9001000000359075720257, SWIFT: KOMBCZPPXXX;

7. schvaluje se nepeněžitý vklad Upisovatele 2 ve formě 11 283 153 (jedenácti milionů dvou set osmdesáti tří tisíc sto padesáti tří) kusů zaknihovaných kmenových akcií společnosti Kofola PL znějících na majitele s ISIN PLHOOP000010 (dále jen "Nepeněžitý vklad Upisovatele 2"); nepeněžitý vklad Upisovatele 2 se podle rozhodnutí představenstva společnosti ze dne 9. října 2015 oceňuje postupem dle ust. § 468 zákona o obchodních korporacích částkou 3 286 676 182 Kč (tři miliardy dvě stě osmdesát šest milionů šest set sedmdesát šest tisíc jedno sto osmdesát dva korun českých) (dále jen "Cena Nepeněžitého vkladu Upisovatele 2"); cena Nepeněžitého vkladu Upisovatele 2 byla určena násobkem počtu akcií společnosti Kofola PL tvořící Nepeněžitý vklad Upisovatele 2 a Ceny 1 (jedné) akcie společnosti Kofola PL na základě Potvrzení společnosti Trigon;

za Nepeněžitý vklad Upisovatele 2 bude vydáno 9 527 534 (devět milionů pět set dvacet sedm tisíc pět set třicet čtyři) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých) (dále jen "Nové akcie Upisovatele 2"), o emisním kursu 344,96 Kč (tři sta čtyřicet čtyři koruny české a devadesát šest haléřů) na každou tuto akcii, a souhrnném emisním kursu 3 286 618 129 Kč (tři miliardy dvě stě osmdesát šest milionů šest set osmnáct tisíc jedno sto dvacet devět korun českých) na všechny Nové akcie Upisovatele 2 (dále jen "Souhrnný emisní kurs Nových akcií Upisovatele 2"); rozdíl mezi Cenou Nepeněžitého vkladu Upisovatele 2 a Souhrnným emisním kursem Nových akcií Upisovatele 2 ve výši 58 053 Kč (padesát osm tisíc padesát tři korun českých) bude vrácen Upisovateli 2 na jeho účet č. IBAN: LU520611942052600EUR, SWIFT: SGABLULL;

8. schvaluje se nepeněžitý vklad Upisovatele 3 ve formě 487 500 (čtyř set osmdesáti sedmi tisíc pěti set) kusů zaknihovaných kmenových akcií společnosti Kofola PL znějících na majitele s ISIN PLHOOP000010 a 200.209 kusů listinných kmenových akcií společnosti Kofola PL znějících na majitele, série F, (i) číslo 012.883.134 až 013.056.148 nahrazených hromadnou akcií č. 3A, a (ii) číslo 013.056.149 až 013.083.342 nahrazených hromadnou akcií č. 3B (dále jen "Nepeněžitý vklad Upisovatele 3");

nepeněžitý vklad Upisovatele 3 se podle rozhodnutí představenstva společnosti ze dne 9. října 2015 oceňuje postupem dle ust. § 468 zákona o obchodních korporacích částkou 200 323 153,-- Kč (dvě stě milionů tři sta dvacet tři tisíc jedno sto padesát tři korun českých) (dále jen "Cena Nepeněžitého vkladu Upisovatele 3"); cena Nepeněžitého vkladu Upisovatele 3 byla určena násobkem počtu akcií společnosti Kofola PL tvořící Nepeněžitý vklad Upisovatele 3 a Ceny 1 (jedné) akcie společnosti Kofola PL na základě Potvrzení společnosti Trigon;

za Nepeněžitý vklad Upisovatele 3 bude vydáno 580 703 (pět set osmdesát tisíc sedm set tři) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých) (dále jen "Nové akcie Upisovatele 3"), o emisním kursu 344,96 Kč (tři sta čtyřicet čtyři koruny české a devadesát šest haléřů) na každou tuto akcii, a souhrnném emisním kursu 200 319 307,-- Kč (dvě stě milionů tři sta devatenáct tisíc tři sta sedm korun českých) na všechny Nové akcie Upisovatele 3 (dále jen "Souhrnný emisní kurs Nových akcií Upisovatele 3"); rozdíl mezi Cenou Nepeněžitého vkladu Upisovatele 3 a Souhrnným emisním kursem Nových akcií Upisovatele 3 ve výši 3 846,-- Kč (tři tisíce osm set čtyřicet šest korun českých) bude vrácen Upisovateli 3 na jeho účet č. IBAN:CZ5501000000942833640247, SWIFT: KOMBCZPPXXX;

9.schvaluje se nepeněžitý vklad Upisovatele 4 ve formě 487 500 (čtyř set osmdesáti sedmi tisíc pěti set) kusů zaknihovaných kmenových akcií společnosti Kofola PL znějících na majitele a 200.160 kusů listinných kmenových akcií společnosti Kofola PL znějících na majitele, série F, číslo 012.682.974 až 012.883.133 nahrazených hromadnou akcií č. 2 (dále jen "Nepeněžitý vklad Upisovatele 4");

nepeněžitý vklad Upisovatele 4 se podle rozhodnutí představenstva společnosti ze dne 9. října 2015 oceňuje postupem dle ust. § 468 zákona o obchodních korporacích částkou 200 308 880,-- Kč (dvě stě milionů tři sta osm tisíc osm set osmdesát korun českých) (dále jen "Cena Nepeněžitého vkladu Upisovatele 4");

cena Nepeněžitého vkladu Upisovatele 4 byla určena násobkem počtu akcií společnosti Kofola PL tvořící Nepeněžitý vklad Upisovatele 4 a Ceny 1 (jedné) akcie společnosti Kofola PL na základě Potvrzení společnosti Trigon; za Nepeněžitý vklad Upisovatele 4 budou vydány 580 662 (pět set osmdesát tisíc šest set šedesát dva) kusy nových kmenových akcií na jméno vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých) (dále jen "Nové akcie Upisovatele 4"), o emisním kursu 344,96 Kč (tři sta čtyřicet čtyři koruny české a devadesát šest haléřů) na každou tuto akcii, a souhrnném emisním kursu 200 305 164,-- Kč (dvě stě milionů tři sta pět tisíc jedno sto šedesát čtyři koruny české) na všechny Nové akcie Upisovatele 4 (dále jen "Souhrnný emisní kurs Nových akcií Upisovatele 4"); rozdíl mezi Cenou Nepeněžitého vkladu Upisovatele 4 a Souhrnným emisním kursem Nových akcií Upisovatele 4 ve výši 3 716,-- Kč (tři tisíce sedm set šestnáct korun českých) bude vrácen Upisovateli 4 na jeho účet IBAN: CZ1901000000194466410237, SWIFT: KOMBCZPPXXX;

10.předem určení zájemci jsou povinni upsat nové akcie do 14 (čtrnácti) dnů ode dne přijetí tohoto rozhodnutí a vnést své nepeněžitě vklady do 7 (sedmi) dnů ode dne podpisu smlouvy o úpisu, a to na základě smlouvy uzavřené se společností v místě advokátní kanceláře Baker & McKenzie s.r.o., advokátní kancelář na adrese Praha 1, Nové Město, Klimentská 1216/46, v pracovní dny v době od 8.00 do 14.00 hodin.

Valná hromada společnosti konaná dne 10. listopadu 2015 v souladu s ustanovením § 511 a násl. ZOK pověřila představenstvo společnosti, aby v souladu se zákonem o obchodních korporacích a stanovami společnosti ve lhůtě 5 let ode dne rozhodnutí rozhodlo jednou nebo vícekrát o zvýšení základního kapitálu společnosti peněžitými vklady, nejvýše však o 27 500 000,-- Kč (dvacet sedm miliónů pět set tisíc korun českých), a to upisováním kmenových akcií znějících na jméno, vydávaných jako zaknihované cenné papíry, každé o jmenovité hodnotě 100,-- Kč (jedno sto korun českých).

Na svém zasedání konaném dne 1. prosince 2015 přijalo představenstvo společnosti Kofola ČeskoSlovensko a.s. toto rozhodnutí o zvýšení základního

kapitálu:

V návaznosti na rozhodnutí valné hromady společnosti o pověření představenstva ke zvýšení základního kapitálu ze dne 10. listopadu 2015, které tvoří součást notářského zápisu o rozhodnutí valné hromady č. NZ 1279/2015, N 1257/2015 vypracovaného dne 10. listopadu 2015 jménem JUDr. Romana Bláhy, notáře se sídlem v Havlíčkově Brodě, rozhoduje se o zvýšení základního kapitálu společnosti následovně:

- 1)základní kapitál společnosti se zvyšuje o 27.500.000,-- Kč (slovy: dvacet sedm milionů pět set tisíc korun českých), vydáním 275.000 (slovy: dvou set sedmdesáti pěti tisíc) kusů nových kmenových akcií znějících na jméno, vydaných v zaknihované podobě, každá o jmenovité hodnotě 100,-- Kč (slovy: jedno sto korun českých)
 - 2)upisování nad částku navrhovaného zvýšení základního kapitálu se nepřipouští
 - 3)upisování pod částku navrhovaného zvýšení základního kapitálu se připouští
 - 4)nové akcie mohou být upsány výlučně peněžitými vklady
 - 5)všechny nové akcie budou nabídnuty k upsání předem určenému zájemci, společnosti Erste Group Bank AG, se sídlem Graben 21, 1010 Vídeň, Rakouská republika, zapsané v obchodním rejstříku Rakouské republiky pod registračním číslem FN 33209 m
 - 6)akcie nebudou upisovány na základě veřejné nabídky podle § 480 až 483 zákona o obchodních korporacích
 - 7)lhůta k upsání činí jeden (1) den ode dne tohoto rozhodnutí
 - 8)emisní kurs každé nové akcie upisované předem určeným zájemcem činí 510,-- Kč (slovy: pět set deset korun českých), souhrnný emisní kurs pro všechny nově upisované akcie činí 140 250 000,-- Kč (slovy: jedno sto čtyřicet miliónů dvě stě padesát tisíc korun českých)
 - 9)upisovatel splatí emisní kurs za nově upisované akcie do jednoho (1) dne ode dne upsání akcií na bankovní účet Společnosti č. 6480092/0800, IBAN: CZ66 0800 0000 0000 0648 0092, vedený u společnosti Česká spořitelna, a.s., se sídlem Praha 4, Olbrachtova 1929/62, PSČ 14000, IČO: 452 44 782, zapsané v obchodním rejstříku vedeném Městským soudem v Praze, oddíl B, vložka 1171.
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Annex no. 01.02

Kofola CS a.s. as the "Dissolving
Company 1"

Výpis

z obchodního rejstříku, vedeného
Krajským soudem v Ostravě
oddíl B, vložka 3109

Datum zápisu:	18. října 2005
Spisová značka:	B 3109 vedená u Krajského soudu v Ostravě
Obchodní firma:	Kofola CS a.s.
Sídlo:	Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava
Identifikační číslo:	276 63 001
Právní forma:	Akciová společnost
Předmět podnikání:	pronájem nemovitostí, bytů a nebytových prostor bez poskytování jiných než základních služeb spojených s pronájmem výroba, obchod a služby neuvedené v přílohách 1 až 3 živnostenského zákona činnost účetních poradců, vedení účetnictví, vedení daňové evidence
Statutární orgán - představenstvo:	
předseda představenstva:	JANIS SAMARAS, dat. nar. 22. listopadu 1971 Na Vyhlídce 709, 747 41 Hradec nad Moravicí Den vzniku funkce: 27. června 2006 Den vzniku členství: 27. června 2006
místopředseda představenstva:	RENÉ MUSILA, dat. nar. 7. listopadu 1969 Veleslavínova 370/17, Předměstí, 746 01 Opava Den vzniku funkce: 18. února 2011 Den vzniku členství: 27. června 2006
člen představenstva:	TOMÁŠ JENDŘEJEK, dat. nar. 3. prosince 1966 Brožíkova 1073/40, Pod Cvilínem, 794 01 Krnov Den vzniku členství: 18. února 2011
člen představenstva:	DANIEL BURYŠ, MBA, dat. nar. 16. ledna 1970 Pod Myslivnou 671, Stará Ves, 739 23 Stará Ves nad Ondřejnicí Den vzniku členství: 1. prosince 2013
člen představenstva:	ROMAN ZÚRIK, dat. nar. 19. ledna 1973 02601 Dolný Kubín, Žilinský kraj, Chočská 153/10-16, Slovenská republika Den vzniku členství: 23. března 2015
Počet členů:	5
Způsob jednání:	Společnost zastupují vždy společně předseda představenstva spolu s jedním členem představenstva nebo místopředseda představenstva spolu s jedním členem představenstva.
Dozorčí rada:	
člen dozorčí rady:	NIKI SOMMEROVÁ, dat. nar. 18. dubna 1970 Rolnická 1546/36, Kateřinky, 747 05 Opava Den vzniku členství: 27. června 2006

předseda dozorčí rady:

PETR PRAVDA, dat. nar. 14. ledna 1961
 Kotršova 185/9, Jaktař, 747 07 Opava
 Den vzniku funkce: 12. října 2015
 Den vzniku členství: 27. června 2006

člen dozorčí rady:

PAVEL JAKUBÍK, dat. nar. 14. října 1976
 č.p. 1423, 739 95 Bystřice
 Den vzniku členství: 12. října 2015

Počet členů: 3

Jediný akcionář:

KOFOLA SPOLKA AKCYJNA
 99300 Kutno, ul. Wschodnia 5, Polská republika
 identifikační číslo: 0000134518

Akcie:

1 500 ks kmenové akcie na jméno v listinné podobě ve jmenovité hodnotě 2 000,- Kč

181 ks kmenové akcie na jméno v listinné podobě ve jmenovité hodnotě 1 000 000,- Kč

Základní kapitál: 184 000 000,- Kč

Splaceno: 100%

Ostatní skutečnosti:

Obchodní korporace se podřídila zákonu jako celku postupem podle § 777 odst. 5 zákona č. 90/2012 Sb., o obchodních společnostech a družstvech.

Na společnost přešlo v důsledku fúze sloučením jmění zanikající společnosti Kofola a.s., se sídlem Krnov - Pod Bezručovým vrchem, Za drahou 165/1, PSČ 794 01, identifikační číslo 65138147. Rozhodný den fúze je 1.1.2006.

Omezení převoditelnosti akcií:

Převoditelnost akcií na jméno je podmíněna předchozím souhlasem valné hromady Společnosti.

Na společnost přešlo v důsledku přeshraniční fúze sloučením jmění zanikající společnosti KOFOLA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ, se sídlem Kutno, Wschodnia 5, PSČ 99-300, Polská republika, zapsané v Obchodním rejstříku vedeném oblastním soudem pro Łodz Śródmieście v Łodzi XX, obchodní oddělení Národního Soudního Registru pod číslem KRS 0000164354, NIP 6342498791, REGON: 2780711486, a to s rozhodným dnem 29.12.2012. Společnost tak vstoupila do právního postavení zanikající společnosti KOFOLA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ.

Annex no. 01.03

**PINELLI spol. s r.o. as the
Dissolving Company 2**

Výpis

z obchodního rejstříku, vedeného
Krajským soudem v Ostravě
oddíl C, vložka 37942

Datum zápisu:	23. srpna 1993
Spisová značka:	C 37942 vedená u Krajského soudu v Ostravě
Obchodní firma:	PINELLI spol. s r.o.
Sídlo:	Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov
Identifikační číslo:	498 11 908
Právní forma:	Společnost s ručením omezeným
Předmět podnikání:	Výroba, obchod a služby neuvedené v přílohách 1 až 3 živnostenského zákona
Statutární orgán:	
 jednatel:	JIŘÍ VLASÁK, dat. nar. 19. září 1975 Čechova 1445, Poděbrady III, 290 01 Poděbrady Den vzniku funkce: 22. dubna 2011
 jednatel:	JANIS SAMARAS, dat. nar. 22. listopadu 1971 Na Vyhlídce 709, 747 41 Hradec nad Moravicí Den vzniku funkce: 20. září 2011
Způsob jednání:	Jednatelé jednají za společnost vždy oba společně.
	Počet členů statutárního orgánu: 2
Společníci:	
 Společník:	Kofola ČeskoSlovensko a.s., IČ: 242 61 980 Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava
 Podíl:	Vklad: 1 002 000,- Kč Splaceno: 100% Obchodní podíl: 100 % Druh podílu: základní
Základní kapitál:	1 002 000,- Kč
Ostatní skutečnosti:	Obchodní korporace se podřídila zákonu jako celku postupem podle § 777 odst. 5 zákona č. 90/2012 Sb., o obchodních společnostech a družstvech.

Annex no. 01.04

Kofola S.A. as the "Dissolving
Company 3"

CENTRALNA INFORMACJA
KRAJOWEGO REJESTRU SADOWEGO
ul. CZERNIAKOWSKA 100
00-454 Warszawa

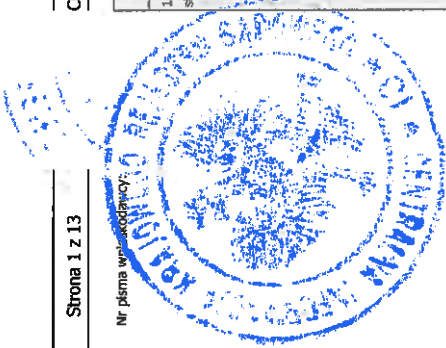
KRAJOWY REJESTR SADOWY

Stan na dzień 30.03.2016 godz. 12:20:58

Numer KRS: **0000134518**

ODPIS AKTUALNY
Z REJESTRU PRZEDSIĘBIORCÓW

Nr pisma w procedurze:



Data rejestracji w Krajowym Rejestrze Sądowym	15.10.2002
Ostatni wpis	42
Numer wpisu	26.08.2015
Sygnatura akt	LD.XX NS-REI/KRS/15155/15/89
Czynienie sądu	SĄD REJONOWY DLA ŁÓDZI-ŚRÓDMIEŚCIA W ŁÓDZI, XX WYDZIAŁ KRAJOWEGO REJESTRU SĄDOWEGO

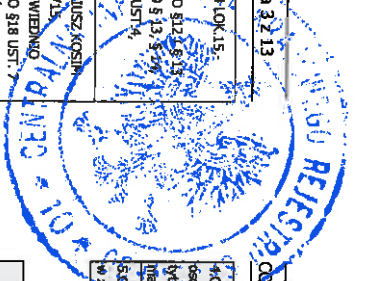
Dział 1

Rubryka 1 - Dane podmiotu	
1. Oznaczenie formy prawnej	SPÓŁKA AKCYJNA
2. Numer REGON/NIP	REGON: 012717139, NIP: 527000818
3. Firma, pod którą spółka działa	KOPIOLA SPÓŁKA AKCYJNA
4. Dane o wcześniejszej rejestracji	RHB 51655 SĄD REJONOWY DLA M.ST. WARSZAWY SĄD GOSPODARCTWY WYDZIAŁ GOSPODARCTW REJESTROWY
5. Czy przedsiębiorca prowadzi działalność gospodarczą z innymi podmiotami na podstawie umowy spółki cywilnej?	NIE
6. Czy podmiot posiada status organizacji pożytku publicznego?	---

Rubryka 2 - Siedziba i adres podmiotu	
1. Siedziba	kraj POLSKA, woj. ŁÓDZKIE, powiat KUTNOWSKI, gmina KUTNO, miejsc. KUTNO
2. Adres	ul. Wschodnia, nr 5, lok. ---, miejsc. KUTNO, kod 99-300, poczta KUTNO, kraj POLSKA
3. Adres poczty elektronicznej	---
4. Adres strony internetowej	---

Rubryka 3 - Oddziały	
Brak wpisów	

1. Informacja o sporządzeniu lub zmianie statutu	1	Rubryka 4 - Informacje o statucie STATUT STANOWIĄCY PODSTAWĘ DOKONYWANIA WPISU DO REJESTRU HANDLOWEGO: 10.09.1997R., NOTARIUSZ JANUSZ RUDNICKI Z KANCELARII NOTARIALNEJ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73, REP. A NR 4598/97; ZMIANA STATUTU SPÓŁKI - 19.09.2002R., NOTARIUSZ JANUSZ RUDNICKI Z KANCELARII NOTARIALNEJ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73, REP. A NR 13437/2002 - ZMIENIENO: PARAGRAFY OD 1 DO 34 I UCHWAŁONO NOWY JEDYNOITY TEKST STATUTU SPÓŁKI
	2	ZMIANA STATUTU SPÓŁKI: 11.10.2002R., NOTARIUSZ JANUSZ RUDNICKI Z KANCELARII NOTARIALNEJ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73, REP. A NR 14462/2002 - ZMIENIENO PAR.6 UST.1, PAR.6 UST.2 PKT A), PAR.19 UST.1, PAR.19 UST.2, PAR.20 UST.6, PAR.22 UST.1 I PRZYJĘTO TEKST JEDYNOITY STATUTU SPÓŁKI.
	3	AKT NOTARIALNY Z DN.4 LISTOPADA 2002 ROKU (REP. A NR 15504/2002) PRZEZ NOTARIUSZA JANUSZA RUDNICKIEGO, PROWADZĄCEGO KANCELARIĘ NOTARIALNĄ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73 LOK.33 AKT NOTARIALNY Z DN.19 LISTOPADA 2002 ROKU (REP. A NR 16211/2002) PRZEZ NOTARIUSZA JANUSZA RUDNICKIEGO, PROWADZĄCEGO KANCELARIĘ NOTARIALNĄ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73 LOK.33 AKT NOTARIALNY Z DN.6 STYCZNIA 2003 ROKU (REP. A NR 119/2003) PRZEZ NOTARIUSZA JANUSZA RUDNICKIEGO, PROWADZĄCEGO KANCELARIĘ NOTARIALNĄ W WARSZAWIE PRZY UL. MARSZAŁKOWSKIEJ 55/73 LOK.33 - DOOKREŚLENIE PAR.6 UST.1 STATUTU (PKT 1 ZDANIE PIERWSZE ORAZ LIT.D)
	4	AKT NOTARIALNY Z DN. 29.04.2003R. (REP. A 6170/2003) SPORZĄDZONY PRZEZ NOTARIUSZA DANUTĘ KOSIM - KRUSZEWSKĄ PROWADZĄCĄ KANCELARIĘ NOTARIALNĄ W WARSZAWIE PRZY UL.SZARAJ 14 LOK. 15. AKT NOTARIALNY Z DN. 05.08.2003R. (REP. A 10455/2003) SPORZĄDZONY PRZEZ ASESORA NOTARIALNEGO MAGDALENĘ MOZYKOWSKĄ W KANCELARII NOTARIALNEJ W WARSZAWIE PRZY UL. SZARAJ 14 LOK. 15. PROWADZONEJ PRZEZ NOTARIUSZY DANUTĘ KOSIM - KRUSZEWSKĄ I MAGDALENĄ WITKOWSKĄ, - DOOKREŚLENIE §6 UST. 1 STATUTU SPÓŁKI (UST. 1 ZDANIE PIERWSZE ORAZ DODANIE PPKT "E")
	5	26 LISTOPADA 2003 ROKU, REP. A - 16132/2003, ASESOR NOTARIALNY MAREK WATRACIEWICZ, ZASTĘPCA NOTARIUSZAW W WARSZAWIE DANUTA KOSIM - KRUSZEWSKIEJ PROWADZĄCEJ KANCELARIĘ NOTARIALNĄ W WARSZAWIE UL. SZARA 14 LOK. 15. ZMIENIENO: §6 UST. 1 PKT "D"; §6 UST.4; §12 UST.1 PKT "C"; §12 UST.1 PKT "D"; §12 UST.1 PKT "E"; §12 UST.1 PKT "H"; §12 UST.1 PKT "I"; §12 UST.1 PKT "J"; §12 UST.2 PKT "A"; §13 UST.1; §15; §16; §17; §18 UST.1; §19; §20 UST. 6; §21; §22; §23 UST.2; §24 UST.2; §24 UST.6; DODANO: §20 UST.7; USUNIĘTO: §18 UST.3.
	6	AKT NOTARIALNY Z DNIA 28.01.2005R., REP. A/8032005, NOTARIUSZ DANUTA KOSIM - KRUSZEWSKA Z KANCELARII NOTARIALNEJ DANUTA KOSIM - KRUSZEWSKA, MAGDALENA WITKOWSKA SPÓŁKA CYWILNA, UL. SZARA 14/15, 00-420 WARSZAWA. ZMIENIENO: §9 UST. 7, §10, §11, §12, §13 UST. 1, §18 UST. 1 LIT. N, §19 UST. 1 UST. 2, §20 UST. 1 UST. 2, §21, §22, §23 UST. 2, §24 UST. 2, §28 UST. 1.
	7	AKT NOTARIALNY Z DNIA 28.07.2005., REP. A/7652/2005, NOTARIUSZ DANUTA KOSIM-KRUSZEWSKA Z KANCELARII NOTARIALNEJ DANUTA KOSIM-KRUSZEWSKA, MAGDALENA WITKOWSKA SPÓŁKA CYWILNA, UL.SZARA 14/15, 00-420 WARSZAWA ZMIENIENO: §17 UST.2
	8	DODANO: §19 UST.9, §23 UST.4 19 GRUDNIA 2006R., REP. A NR 16212/2006, NOTARIUSZ DANUTA KOSIM - KRUSZEWSKA Z KANCELARII NOTARIALNEJ DANUTA KOSIM-KRUSZEWSKA, MAGDALENA WITKOWSKA SPÓŁKA CYWILNA, UL. SZARA 14/15, 00-420 WARSZAWA, DOKONANO ZMIANY TREŚCI §6 STATUTU; ZŁOŻONO TEKST JEDYNOITY STATUTU.
	9	AKT NOTARIALNA Z DNIA 27.04.2007R.; REP. A 4292/2007, NOTARIUSZ DANUTA KOSIM - KRUSZEWSKA Z KANCELARII NOTARIALNEJ W WARSZAWIE, ZMIENIENO: §6
	10	AKT NOTARIALNY Z DNIA 31.03.2008 R., REP. A 3092/2008, NOTARIUSZ DANUTA KOSIM-



11	AKT NOTARIALNY Z DNIA 16 WRZEŚNIA 2008 R. (REP. A NR 8446/2008) NOTARIUSZ KOSIM KRUSZEWSKA Z KANCELARI NOTARIALNEJ W WARSZAWIE PRZY UL. SZARER 14 LOK. 15. ZMIENIONO § 2, § 5 UST. 1, § 6 UST. 1, § 9 UST. 5 § 9 UST. 6, § 9 UST. 8, § 10, WYKREŚLONO § 12, § 13, § 14, § 15 UST. 1, § 16 UST. 1, § 17 UST. 1, § 18 UST. 1, § 19 UST. 1, § 20 UST. 1, § 21 UST. 1, § 22, § 23, § 24, § 25, § 26 UST. 1, 1 2 PRZEJĘTO TREŚĆ JEDYNOLITY STATUTU SPÓDKI.
12	AKT NOTARIALNY Z DNIA 26 LISTOPADA 2008 R. (REP. A 10470/2008), NOTARIUSZ DANUTA KOSIM - KRUSZEWSKA Z KANCELARI NOTARIALNEJ W WARSZAWIE PRZY UL. SZARER 14 LOK. 15. ZMIENIONO § 1, ZMIENIONO § 2, ZMIENIONO § 15 UST. 5, ZMIENIONO § 16 UST. 1 (LT. J), SKREŚLONO § 16 UST. 1 (LT. M), § 17 UST. 1, ZMIENIONO OZNACZENIA KOLEJNYCH PUNKTÓW W § 16 UST. 1, ZMIENIONO § 17 UST. 1, ZMIENIONO § 17 UST. 3, UST. 4, UST. 5, UST. 6, 1 UST. 7, ZMIENIONO § 18, ZMIENIONO § 19, ZMIENIONO § 20, ZMIENIONO § 21 UST. 2, ZMIENIONO § 21 UST. 4, ZMIENIONO § 22, ZMIENIONO W § 22 NUMERACJĘ DOTYCZĄCYCH USTĘPÓW NA ODPOWIEDNIO 2 I 3 ORAZ DODANO NOWY USTĘP 1 W § 22.
13	AKT NOTARIALNY Z DNIA 4.03.2009R. (REP. A 1503/2009), NOTARIUSZ DANUTA KOSIM-KRUSZEWSKA Z KANCELARI NOTARIALNEJ W WARSZAWIE PRZY UL. SZARER 14 LOK. 15. ZMIENIONO § 6 UST. 1 STATUTU, ZACIĄGNO TREŚĆ JEDYNOLITY STATUTU SPÓDKI.
14	30.06.2009 R., REP. A NR 5037/2009, KATARZYNA JĘDRZEJCZAK-BRZEZIŃSKA, ASSESOR NOTARIALNY, ZASTĘPCA DANUTY KOSIM-KRUSZEWSKIEJ, NOTARIUSZ W WARSZAWIE USUNIĘTO §14 UST. 6.
15	AKT NOTARIALNY Z DNIA 18.12.2009 R., N.N. REP. A 10558/2009, SPORZĄDZONY PRZEZ NOTARIUSZ DANUTĘ KOSIM-KRUSZEWSKĄ, NOTARIUSZ W WARSZAWIE, PROWADZĄCĄ KANCELARIĘ NOTARIALNĄ W WARSZAWIE, PRZY UL. SZARER 14 LOK.15; W §6 STATUTU SPÓDKI DODANO UST. 4, DO §18 UST.8 STATUTU SPÓDKI DODANO PUNKT 2).
16	30.06.2010 R., REP. A NR 5706/2010, KAJOLINA MATYSIEWICZ, ASSESOR NOTARIALNY, ZASTĘPCA DANUTY KOSIM-KRUSZEWSKIEJ, NOTARIUSZ W WARSZAWIE, ZMIENIONO §14, §17 UST. 1, §17 UST. 5, §18 UST. 3, §18 UST. 8, §20 UST. 2, 3, 4, §21 UST. 2 (LT. E).
17	29.06.2011 E., REP. A NR 5735/2011, ASSESOR NOTARIALNY EWELENA STYGAR-JAROSIŃSKA, ZASTĘPCA NOTARIALNA DANUTY KOSIM-KRUSZEWSKIEJ, UL. SZARA 14 LOK.15, ZMIENIONO: §3 I §13.
18	24.06.2013 R., REP. A 1357/2013, EWELENA STYGAR JAROSIŃSKA NOTARIUSZ W WARSZAWIE PROWADZĄCĄ KANCELARIĘ NOTARIALNĄ W WARSZAWIE, ZMIENIONO: § 6 UST. 1 STATUTU
19	23.06.2014 R., K.M. W WARSZAWIE, NOTARIUSZ EWELENA STYGAR-JAROSIŃSKA, REPERTORIUM A NR 2850/2014, ZMIENIONO § 6 UST. 1 STATUTU SPÓDKI.
20	UCHWAŁĄ WZ NR 19 Z DNIA 23.06.2015 R. NOT. EWELENA STYGAR JAROSIŃSKA REP A NR 3237/2015, KN W WARSZAWIE SPROSTOWANA W DNIU 04.08.2015 R. REP A NR 4320/2015 NOT. E. STYGAR JAROSIŃSKA ZMIENIONO § 6 UST. 1 STATUTU SPÓDKI.

Rubryka 5

1	Czas, na jaki została utworzona spółka	NIEOZNACZONY
2	Oznaczenie adresu siedziby i siedziby oddziałów, adresy siedziby oddziałów	

4	Wystąpił przyznaje uprawnienia do wykonywania czynności w zakresie wiodącym lub tymczasowym w dochodach lub innych przychodach z akcji?	NIE
5	Czy obywatelstwo ma prawo do udziału w zysku?	NIE

Rubryka 6 - Sposób powstania spółki	
Brak wpisów	

Rubryka 7 - Dane jednego akcjonariusza	
Brak wpisów	

Rubryka 8 - Kapitał spółki		
1	Wysokość kapitału zakładowego	26 159 806,00 ZŁ
2	Wysokość kapitału docelowego	---
3	Liczba akcji w całości opłaconych	26159806
4	Wartość nominalna akcji	1,00 ZŁ
5	Kwota nominalna części kapitału wpłaconego	26 159 806,00 ZŁ
6	Wartość nominalna warunkowego podwyższenia kapitału zakładowego	1 090 526,00 ZŁ
Podrubryka 1		
Informacja o wniesieniu aportu		
1	Oznaczenie wartości akcji objętych za aport	447 680,00 ZŁ

Rubryka 9 - Emisja akcji		
1	Nazwa serii akcji	A
2	Liczba akcji w danej serii	434894
3	Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIWILEJOWANE
4	Nazwa serii akcji	B
5	Liczba akcji w danej serii	100000
6	Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIWILEJOWANE
7	Nazwa serii akcji	C
8	Liczba akcji w danej serii	82856

4	3 Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIZYWILEJOWANE
	1. Nazwa serii akcji	D
	2. Liczba akcji w danej serii	9458040
	3 Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIZYWILEJOWANE
	1. Nazwa serii akcji	"E"
	2. Liczba akcji w danej serii	3000000
	3 Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIZYWILEJOWANE
	1. Nazwa serii akcji	F
	2. Liczba akcji w danej serii	13083342
	3 Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIZYWILEJOWANE
	1. Nazwa serii akcji	G
	2. Liczba akcji w danej serii	684
	3 Rodzaj uprzywilejowania i liczba akcji uprzywilejowanych lub informacja, że akcje nie są uprzywilejowane	AKCJE NIE SĄ UPRIZYWILEJOWANE

Rubryka 10 - Wzmiarka o podjęciu uchwały o emisjach obligacji zamiennych
Brak wpisów

Rubryka 11
1 Czy zarząd lub rada administrująca są upoważnieni do emisji warrantów subskrypcyjnych?

Dział 2
Rubryka 1 - Organ uprawniony do reprezentacji podmiotu
ZARZĄD
1 Nazwa organu uprawnionego do reprezentowania podmiotu
OSWIECZENIA WOLI W IMIENIU SPÓŁKI SIEDZIA DWAJ CZŁONKOWIE ZARZĄDU DZIAŁAJĄCY ŁĄCZNIE.
2 Sposób reprezentacji podmiotu
Podrubryka 1

1	1. Nazwisko / Nazwa lub firma	SAMARAS	Dane osób wchodzących w skład organu
	2. Imię	JANIS	
	3. Numer PESEL/REGON	---	
	4. Numer KRS	****	
	5. Funkcja w organie reprezentującym	PREZES ZARZĄDU	
	6. Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE	
	7. Data do jakiej została zawieszona	---	
2	1. Nazwisko / Nazwa lub firma	MUSTILA	
	2. Imię	RENE	
	3. Numer PESEL/REGON	---	
	4. Numer KRS	****	
	5. Funkcja w organie reprezentującym	CZŁONEK ZARZĄDU	
	6. Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE	
	7. Data do jakiej została zawieszona	---	
3	1. Nazwisko / Nazwa lub firma	JENDRJEK	
	2. Imię	TOMÁŠ	
	3. Numer PESEL/REGON	---	
	4. Numer KRS	****	
	5. Funkcja w organie reprezentującym	CZŁONEK ZARZĄDU	
	6. Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE	
	7. Data do jakiej została zawieszona	---	
4	1. Nazwisko / Nazwa lub firma	BURÝŠ	
	2. Imię	DANIEL	
	3. Numer PESEL/REGON	---	
	4. Numer KRS	****	
	5. Funkcja w organie reprezentującym	CZŁONEK ZARZĄDU	
	6. Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE	
	7. Data do jakiej została zawieszona	---	
5	1. Nazwisko / Nazwa lub firma	ŠEFCOVIČ	
	2. Imię	MARIAN	
	3. Numer PESEL/REGON	---	
	4. Numer KRS	****	
	5. Funkcja w organie reprezentującym	CZŁONEK ZARZĄDU	
	6. Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE	
	7. Data do jakiej została zawieszona	---	
6	1. Nazwisko / Nazwa lub firma	VLAŠÁK	



2 Imiona	IRRI
3 Numer PESEL/REGON	---
4 Numer KRS	****
5 Funkcja w organie reprezentacyjnym	CZLONEK ZARZADU
6 Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE
7 Data do jakiej została zawieszona	---
1 Nazwisko / Nazwa lub firma	ZLIRK
2 Imiona	ROMAN
3 Numer PESEL/REGON	---
4 Numer KRS	****
5 Funkcja w organie reprezentacyjnym	---
6 Czy osoba wchodząca w skład zarządu została zawieszona w czynnościach?	NIE
7 Data do jakiej została zawieszona	---

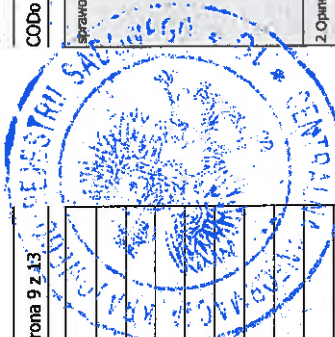


Brak wpisów	
Dział 3	
Rubryka 1 - Przedmiot działalności	
1. Przedmiot, przeważająca działalność przedsiębiorcy	1 70.10. Z DZIAŁALNOŚĆ FIRM CENTRALNYCH (HEAD OFFICES) I HOLDINGÓW, Z WYŁĄCZENIEM HOLDINGÓW FINANSOWYCH
2. Przedmiot pozostałej działalności przedsiębiorcy	1 70.22. Z. POZOSTAŁE DOKŁADNO W ZAKRESIE PRZEWODZENIA DZIAŁALNOŚCI GOSPODARCZEJ I ZARZĄDZANIA
	2 74.90. Z. PODSTAWA DZIAŁALNOŚĆ PROFESJONALNA, NAUKOWA I TECHNICZNA, GDZIE INDYWIDUALNIE NIEKLASYFIKOWANA
	3 46.34. B. SPRZEDAŻ Hurtowa NARODÓW BEZALKOHOLOWYCH
	4 47.11. Z. SPRZEDAŻ DETALICZNA PROWADZONA W NIEMYSPECJALIZOWANYCH SKLEPKACH Z PRZEWAGĄ ŻYWIWOŚCI, NARODÓW I WYROBÓW TYTONIOWYCH
	5 63.11. Z. PRZETWARZANIE DANYCH; ZARZĄDZANIE STRONAMI INTERNETOWYMI (HOSTING) I PODOBNA DZIAŁALNOŚĆ
	6 62.01. Z. DZIAŁALNOŚĆ ZWIĄZANA Z OPROGRAMOWANIEM
	7 73.20. Z. BADANIE RYNKU I OPINIA PUBLICZNE
	8 88.19. Z. POZOSTAŁA DZIAŁALNOŚĆ WYDAWNICZA
	9 77.11. Z. WYNIKIEM I DZIERŻAWA SAMOCHODÓW OSOBOWYCH I FURGONETEK

1 Rubryka 2 - Organ nadzoru	
1.1 Nazwa organu RADA NADZORCZA	
Podrubryka 1	
Dane osób wchodzących w skład organu	
1 Nazwisko	PROKUCZUK
2 Imiona	DARBUSZ
3 Numer PESEL	61101402294
1 Nazwisko	WOJCIAK
2 Imiona	JACEK
3 Numer PESEL	68032609293
1 Nazwisko	SCHMIER
2 Imiona	RENÉ
3 Numer PESEL	---
1 Nazwisko	JAKUBIK
2 Imiona	PAWEŁ
3 Numer PESEL	---
1 Nazwisko	COHEN NEHEMIA
2 Imiona	MOSHE
3 Numer PESEL	---
1 Nazwisko	PRAWDA
2 Imiona	PETR
3 Numer PESEL	---

Rubryka 3 - Prokurenci	
------------------------	--

Rubryka 2 - Wzrostanie o złożonych dokumentach			
Rodzaj dokumentu	Nr kolejny w polu	Data złożenia	Za okres od do
1 Wzrostanie o złożeniu rocznego sprawozdania finansowego	1	20.09.2002	01.01.2000 - 31.12.2000
	2	20.09.2002	01.01.2001 - 31.12.2001
	3	11.06.2003	OD 1 STYCZNIA 2002 R. DO 31 GRUDNIA 2002 R.
	4	14.07.2005	KOK OBROTOWY 2004 (OD 1 STYCZNIA DO 31 GRUDNIA 2004)
	5	05.07.2006	OD 01 STYCZNIA 2005 R. DO 31 GRUDNIA 2005 R.
	6	05.07.2007	OD DNIA 1 STYCZNIA 2006 R. DO DNIA 31 GRUDNIA 2006 R.
	7	31.07.2008	01.01.2007-31.12.2007
	8	---	23.04.2007 - 31.12.2007
	9	07.07.2009	01.01.2008 - 31.12.2008
	10	07.07.2010	01.01.2009 - 31.12.2009
	11	12.07.2011	01.01.2010 - 31.12.2010
	12	17.07.2012	01.01.2011 R. - 31.12.2011 R.
	13	04.07.2013	01.01.2012 R. - 31.12.2012 R.
	14	21.08.2014	OD 01.01.2013 DO 31.12.2013
	15	02.07.2015	OD 01.01.2014 DO 31.12.2014
2 Wzrostanie o złożeniu opinii biegłego rewidenta	1	02.07.2015	01.01.2000 - 31.12.2000
	2	---	01.01.2001 - 31.12.2001
	3	---	OD 1 STYCZNIA 2002 R. DO 31 GRUDNIA 2002 R.
	4	---	KOK OBROTOWY 2004 (OD 1 STYCZNIA DO 31 GRUDNIA 2004)
	5	---	OD 01 STYCZNIA 2005 R. DO 31 GRUDNIA 2005 R.



6	*****	01.01.2007-31.12.2007	
7	*****	23.04.2007 - 31.12.2007	
8	*****	01.01.2008 - 31.12.2008	
9	*****	01.01.2009 - 31.12.2009	
10	*****	01.01.2010 - 31.12.2010	
11	*****	01.01.2011 R. - 31.12.2011 R.	
12	*****	01.01.2012 R. - 31.12.2012 R.	
13	*****	OD 01.01.2013 DO 31.12.2013	
14	*****	OD 01.01.2014 DO 31.12.2014	
1	*****	01.01.2000 - 31.12.2000	
2	*****	01.01.2001 - 31.12.2001	
3	*****	OD 1 STYCZNIA 2002 R. DO 31 GRUDNIA 2002 R.	
4	*****	OD 01 STYCZNIA 2005 R. DO 31 GRUDNIA 2005 R.	
5	*****	OD DNIA 1 STYCZNIA 2006 R. DO DNIA 31 GRUDNIA 2006 R.	
6	*****	01.01.2007-31.12.2007	
7	*****	23.04.2007 - 31.12.2007	
8	*****	01.01.2008 - 31.12.2008	
9	*****	01.01.2009 - 31.12.2009	
10	*****	01.01.2010 - 31.12.2010	
11	*****	01.01.2011 R. - 31.12.2011 R.	
12	*****	01.01.2012 R. - 31.12.2012 R.	
13	*****	OD 01.01.2013 DO 31.12.2013	
14	*****	OD 01.01.2014 DO 31.12.2014	
1	*****	01.01.2000 - 31.12.2000	
2	*****	01.01.2001 - 31.12.2001	
3	*****	OD 1 STYCZNIA 2002 R. DO 31 GRUDNIA 2002 R.	
4	*****	ROK OBROTOWY 2004 (OD 1 STYCZNIA DO 31 GRUDNIA 2004)	
5	*****	OD 01 STYCZNIA 2005 R. DO 31 GRUDNIA 2005 R.	
6	*****	OD DNIA 1 STYCZNIA 2006 R. DO DNIA 31 GRUDNIA 2006 R.	
7	*****	01.01.2007-31.12.2007	
8	*****	23.04.2007 - 31.12.2007	
9	*****	01.01.2008 - 31.12.2008	
10	*****	01.01.2009 - 31.12.2009	
11	*****	01.01.2010 - 31.12.2010	
12	*****	01.01.2011 R. - 31.12.2011 R.	
13	*****	01.01.2012 R. - 31.12.2012 R.	
14	*****	OD 01.01.2013 DO 31.12.2013	
15	*****	OD 01.01.2014 DO 31.12.2014	

3 Wzmiarcia o zlozeniu uchwały lub postanowienia o zatwierdzeniu sprawozdania finansowego

4 Wzmiarcia o zlozeniu sprawozdania z dzialalności podmiotu

2	---	01.01.2007 - 31.12.2007	
3	07.07.2009	01.01.2008 - 31.12.2008	
4	07.07.2010	01.01.2009 - 31.12.2009	
5	12.07.2011	01.01.2010 - 31.12.2010	
6	17.07.2012	01.01.2011 R. - 31.12.2011 R.	
7	04.07.2013	01.01.2012 R. - 31.12.2012 R.	
8	21.08.2014	OD 01.01.2013 DO 31.12.2013	
9	02.07.2015	OD 01.01.2014 DO 31.12.2014	
1	*****	OD 01.01.2006 R. DO 31.12.2006 R.	
2	*****	01.01.2007 - 31.12.2007	
3	*****	01.01.2008 - 31.12.2008	
4	*****	01.01.2009 - 31.12.2009	
5	*****	01.01.2010 - 31.12.2010	
6	*****	01.01.2011 R. - 31.12.2011 R.	
7	*****	01.01.2012 R. - 31.12.2012 R.	
8	*****	OD 01.01.2013 DO 31.12.2013	
9	*****	OD 01.01.2014 DO 31.12.2014	
1	*****	OD 01.01.2006 R. DO 31.12.2006 R.	
2	*****	01.01.2007 - 31.12.2007	
3	*****	01.01.2008 - 31.12.2008	
4	*****	01.01.2009 - 31.12.2009	
5	*****	01.01.2010 - 31.12.2010	
6	*****	01.01.2011 R. - 31.12.2011 R.	
7	*****	01.01.2012 R. - 31.12.2012 R.	
8	*****	OD 01.01.2013 DO 31.12.2013	
9	*****	OD 01.01.2014 DO 31.12.2014	
1	*****	OD 01.01.2006 R. DO 31.12.2006 R.	
2	*****	01.01.2007 - 31.12.2007	
3	*****	01.01.2008 - 31.12.2008	
4	*****	01.01.2009 - 31.12.2009	
5	*****	01.01.2010 - 31.12.2010	
6	*****	01.01.2011 R. - 31.12.2011 R.	
7	*****	01.01.2012 R. - 31.12.2012 R.	
8	*****	OD 01.01.2013 DO 31.12.2013	
9	*****	OD 01.01.2014 DO 31.12.2014	

Sprawozdania finansowe

2 Opinia biegłego rewidenta

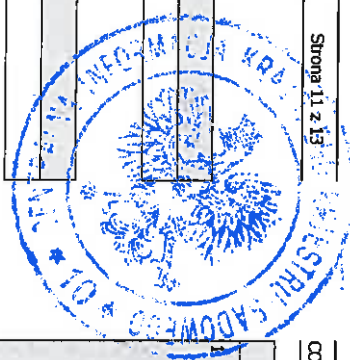
3 Uchwała lub postanowienie o zatwierdzeniu skonsolidowanego rocznego sprawozdania finansowego

4 Sprawozdanie z dzialalności jednostki dominującej

Rubryka 4 - Przedmiot dzialalności statutowej organizacji publicznej
Brak wpisów

Rubryka 3 - Sprawozdania grupy kapitałowej		
Rodzaj dokumentu	Nr kolejny w polu	Data złożenia
1 Skonsolidowane roczne	1	30.08.2007
Za okres od do		
OD 01.01.2006 R. DO 31.12.2006 R.		

Rubryka 5 - Informacja o dniu kończącym rok obrotowy
Brak wpisów



Dział 4	Rubryka 1 - Zaległość
	Brak wpisów
	Rubryka 2 - Wierzytelności
	Brak wpisów
	Rubryka 3 - Informacje o zabezpieczeniu majątku dłużnika w postępowaniu w przedmiocie ogłoszenia upadłości, o oddaleniu wniosku o ogłoszenie upadłości z uwagi na fakt, że majątek niewypłacalnego dłużnika nie wystarcza na zaspokojenie kosztów postępowania
	Brak wpisów
	Rubryka 4 - Umorzenie prowadzonej przeciwko podmiotowi egzekucji z uwagi na fakt, że z egzekucji nie uzyska się sumy wyższej od kosztów egzekucyjnych
	Brak wpisów
Dział 5	Rubryka 1 - Kurator
	Brak wpisów
Dział 6	Rubryka 1 - Likwidacja
	Brak wpisów
	Rubryka 2 - Informacje o rozwiązaniu lub uhonorowaniu spółki
	Brak wpisów
	Rubryka 3 - Zarząd komisaryczny
	Brak wpisów

Rubryka 4 - Informacja o połączeniu, podziale lub przekształceniu	
1 Określenie sfinalizności	PRZEJĘCIE INNEJ SPÓŁKI
2 Opis sposobu połączenia, podziału lub przekształcenia	POŁĄCZENIE NASTĘPIŁE W DRODZE PRZEJĘCIA MAJĄTKU KOPOLA SPV SPÓŁKI Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ PRZEZ HOOP SPÓŁKĘ AKCYJNĄ W ZWIĄZANI Z AKCJE, KTÓRE ZOSTAŁA WYDANE WSPÓŁNIKOM KOPOLA SPV SPÓŁKI Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ.
	UCHWAŁA O POŁĄCZENIU ZOSTAŁA PODJĘTA PRZEZ NADZWCZAJNE WALNE ZGROMADZENIE HOOP SPÓŁKI AKCYJNEJ W DNIU 31 MARCA 2008 ROKU.
Podrubryka 1	
Dane podmiotów powstałych w wyniku połączenia, podziału lub przekształcenia albo dane podmiotów przejmujących całość lub część majątku spółki	
Brak wpisów	
Podrubryka 2	
Dane podmiotów, których majątek w całości lub części jest przejmowany w wyniku połączenia lub podziału	
1	1 Nazwa lub firma KOPOLA SPV SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
	2 Nazwa rejestru, w którym podmiot jest zarejestrowany KRAJOWY REJESTR SĄDOWY
	3 Numer w rejestrze 0000281571
	4 Nazwa sądu prowadzącego rejestr *****
	5 Numer REGON 140930300
2	1 Określenie okoliczności PRZEJĘCIE INNEJ SPÓŁKI
	2 Opis sposobu połączenia, podziału lub przekształcenia POŁĄCZENIE NASTĘPIŁE W DRODZE PRZEJĘCIA MAJĄTKU SPÓŁEK: 1) PRZEDSIĘBIORSTWO PRODUKCJI WÓD MINERALNYCH WODA GRODZISKA SP Z O.O. 2) PAOLA S.A. PRZEZ KOPOLA S.A. W ZWIĄZANI Z AKCJE, KTÓRE ZOSTAŁY WYDANE - JAKIMI NIŻ KOPOLA S.A. - UDJALOWCOM SPÓŁKI PRZEDSIĘBIORSTWO PRODUKCJI WÓD MINERALNYCH WODA GRODZISKA SP Z O.O. 3) ZWCZAJNIE WALNE ZGROMADZENIE PAOLA S.A. W DNIU 4 MARCA 2009 ROKU.
	UCHWAŁY O POŁĄCZENIU ZOSTAŁY PODJĘTE PRZEZ: 1) NADZWCZAJNE WALNE ZGROMADZENIE KOPOLA S.A. W DNIU 4 MARCA 2009 ROKU, 2) NADZWCZAJNE ZGROMADZENIE WSPÓLNIKÓW PRZEDSIĘBIORSTWO PRODUKCJI WÓD MINERALNYCH WODA GRODZISKA SP Z O.O. W DNIU 4 MARCA 2009 ROKU, 3) ZWCZAJNIE WALNE ZGROMADZENIE PAOLA S.A. W DNIU 4 MARCA 2009 ROKU.
Podrubryka 1	
Dane podmiotów powstałych w wyniku połączenia, podziału lub przekształcenia albo dane podmiotów przejmujących całość lub część majątku spółki	
Brak wpisów	
Podrubryka 2	
Dane podmiotów, których majątek w całości lub części jest przejmowany w wyniku połączenia lub podziału	
1	1 Nazwa lub firma PRZEDSIĘBIORSTWO PRODUKCJI WÓD MINERALNYCH "WODA GRODZISKA" SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
	2 Nazwa rejestru, w którym podmiot jest zarejestrowany KRAJOWY REJESTR SĄDOWY
	3 Numer w rejestrze 0000039026
	4 Nazwa sądu prowadzącego rejestr *****
	5 Numer REGON 006220487
2	1 Nazwa lub firma PAOLA SPÓŁKA AKCYJNA
	2 Nazwa rejestru, w którym podmiot jest zarejestrowany KRAJOWY REJESTR SĄDOWY

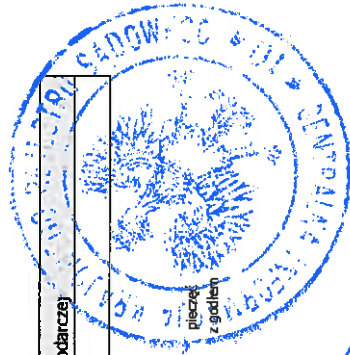
3 Numer w rejestrze	000023136
4 Nazwa sądu prowadzącego rejestr	*****
5 Numer REGON	930643206

Rubryka 5 - Informacja o postępowaniu upadłościowym
Brak wpisów

Rubryka 6 - Informacja o postępowaniu układowym
Brak wpisów

Rubryka 7 - Informacja o postępowaniu naprawczym
Brak wpisów

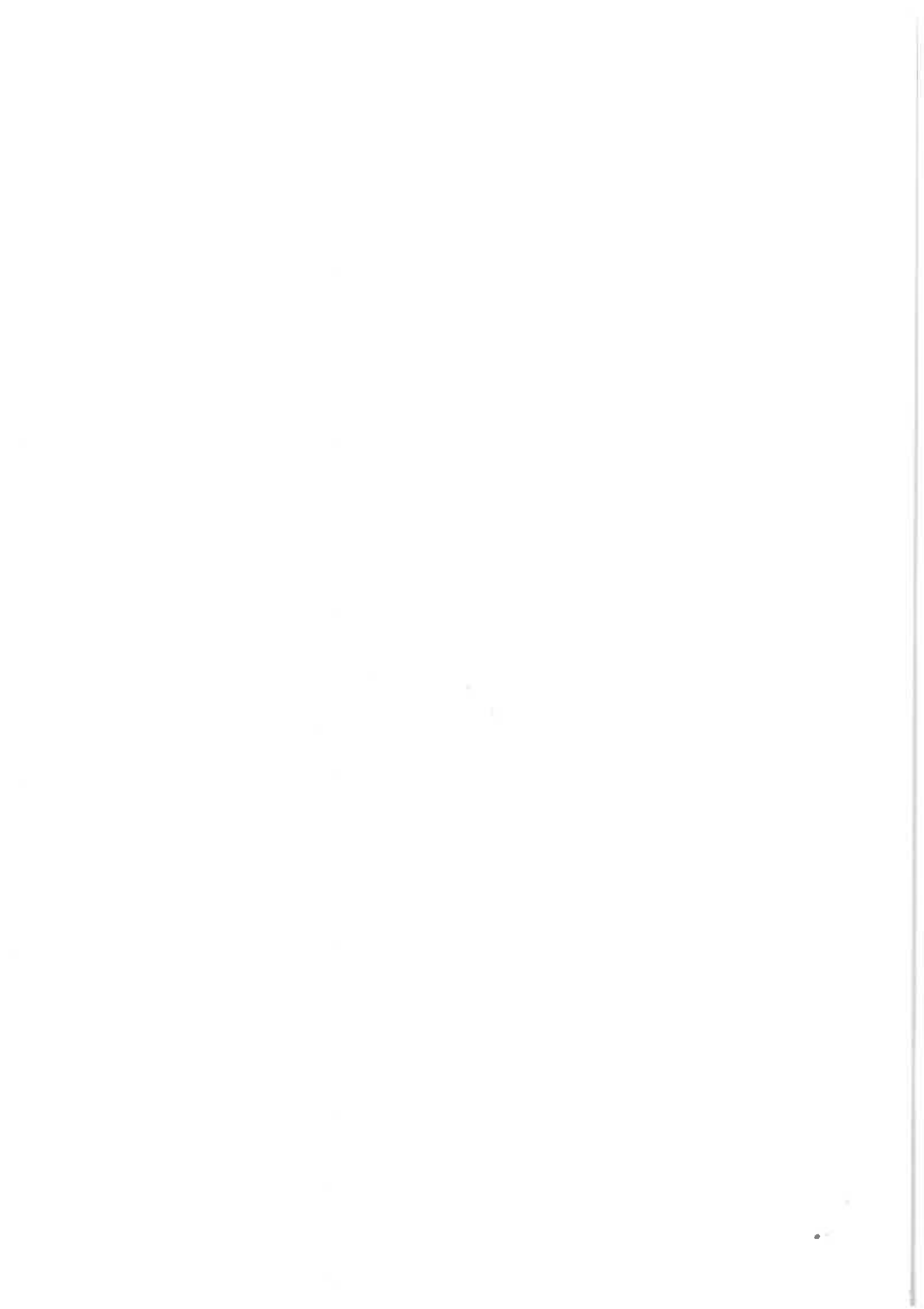
Rubryka 8 - Informacja o zawieszeniu działalności gospodarczej
Brak wpisów



Warszawa, 30.03.2016 godz: 12:20:59

Natalia Makowska
Podpis

MAKOWSKA NATALIA



Annex no. 01.05

Kofola, holdinška družba, d.o.o. as
the "Dissolving Company 4"



Regular extract from the Business/Companies Register

Clarification: Dates of entry of individual data in the Companies Register are included in the historical extract.

BASIC INFORMATION ABOUT THE ENTITY

entity status:	registered
court/business register entry date:	18.12.2014
registration number:	6744605000
tax number:	19007701
full company name:	KOFOLA, holdinška družba d.o.o.
company name translation:	KOFOLA, Holding Company, Ltd. (angleščina)
short company name:	KOFOLA d.o.o.
short company name translation:	KOFOLA Ltd. (angleščina)
registered office:	Boračeva
business address:	Boračeva 37, 9252 Radenci
legal organizational form:	Limited liability company (d.o.o.)
share capital:	200.000,00 EUR
number of shares:	no entry
type of supervisory authority:	nima organa nadzora

PARTNERS

partner no.:	817207
ID number:	66525284 - tax identification number (legal person is entered in PRS)
full company name:	KOFOLA ČESKOSLOVENSKO A.S.
mailing address:	NAD PORUBKOU 2278/31A, 708 00 OSTRAVA, ČEŠKA REPUBLIKA
type of responsibility for the company's liabilities:	not responsible
date of entry:	15.12.2014

EQUITY INTERESTS

interest. no.:	229612
capital contribution:	200.000,00 EUR
share as a percentage or fraction:	100%
holders:	partner no. 817207, KOFOLA ČESKOSLOVENSKO A.S.
load:	- Na podlagi Pogodbe o zastavi poslovnih deležev, sklenjene v obliki notarskega zapisa notarja Bojana Podgorška, opr. št. SV 383/15 z dne 06.05.2015, se vpiše zastavna pravica v korist Zastavnega upnika in Agenta zavarovanj: Česká spořitelna, a.s., Praha 4, Olbrachtova 1929/62, PSČ 1400, matična št. 45244782, Češka Republika, za zavarovanje naslednjih terjatev: – terjatev na podlagi tranše A v vrednosti 807.738.189,15 CZK zapade 31.3.2024; – terjatev na podlagi tranše B v vrednosti 960.496.034,75 CZK zapade 30.9.2016; – terjatev na podlagi tranše C v vrednosti 113.499.706,33 CZK zapade 31.3.2024.

AUTHORIZED REPRESENTATIVES

representative no.:	619679
type of representative:	Director
ID number:	ID number - not public information
personal name:	SAMARAS JANIS
mailing address:	NA VYHLÍDICE 709, 747 41 HRADEC NAD MORAVICÍ, ČEŠKA REPUBLIKA
date of appointment:	23.07.2015
manner of representation:	separate representation
restrictions:	<i>no entry</i>

MEMBERS OF THE SUPERVISORY BODY

no entry

DECISIONS PASSED AT THE GENERAL MEETING

no entry

MISCELLANEOUS

no entry

AMENDMENT OF THE MEMORANDUM / STATUTE

date of entry of the change in the companies register: 06.08.2015

date of resolution on the amendment: 23.07.2015

Annex no. 02

Financial statements of Involved
Companies as at 31 December
2015 including auditor's report

Annex no. 02.01

Kofola ČeskoSlovensko a.s. as the
"Successor Company"



Independent auditor's report

to the shareholders of Kofola ČeskoSlovensko a.s.

Auditor's Report on Financial Statements

We have audited the accompanying financial statements of Kofola ČeskoSlovensko a.s., identification number 24261980, with registered office at Nad Porubkou 2278/31a, Ostrava - Poruba ("the Company"), which comprise the statement of financial position as at 31 December 2015, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended and notes, including a summary of significant accounting policies and other explanatory information ("the financial statements").

Board of Directors' Responsibility for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Act on Auditors of the Czech Republic, International Standards on Auditing and the related application guidance of the Chamber of Auditors of the Czech Republic. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2015, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Auditor's Report on Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of the Company and its subsidiaries (together "the Group"), which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, including a summary of significant accounting policies and other explanatory information ("the consolidated financial statements").

Board of Directors' Responsibility for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

PricewaterhouseCoopers Audit, s.r.o., Zámecká 20, 702 00 Ostrava, Czech Republic
 T: +420 595 137 111, F: +420 595 137 611, www.pwc.com/cz

PricewaterhouseCoopers Audit, s.r.o., registered seat Hvězdova 1734/2c, 140 00 Prague 4, Czech Republic, Identification Number: 40765521, registered with the Commercial Register kept by the Municipal Court in Prague, Section C, Insert 3637, and in the Register of Audit Companies with the Chamber of Auditors of the Czech Republic under Evidence No 021.



**Shareholders of Kofola ČeskoSlovensko a.s.
Independent auditor's report**

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Act on Auditors of the Czech Republic, International Standards on Auditing and the related application guidance of the Chamber of Auditors of the Czech Republic. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Other information

The other information comprises the information included in the summarised annual report, but does not include the financial statements, consolidated financial statements ("the financial statements of the Company") and our auditor's report thereon. Management is responsible for the other information.

Our opinions on the financial statements of the Company do not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is not materially inconsistent with the financial statements of the Company or our knowledge about the Group obtained in the course of the audit of these financial statements, whether the annual report was prepared in compliance with legal requirements, and whether the other information does not appear to be otherwise materially misstated. If, based on the work we have performed, we conclude that the aforementioned requirements of the other information are not met, we are obliged to report that fact herein.

We have nothing to report in this regard.

16 March 2016

PricewaterhouseCoopers Audit, s.r.o.

PricewaterhouseCoopers Audit, s.r.o.
represented by

Marek Richter

Marek Richter
Partner

Kateřina Trombalová

Kateřina Trombalová
Statutory Auditor, Evidence No. 2370

1. SEPARATE FINANCIAL STATEMENTS



1.1. SEPARATE STATEMENT OF FINANCIAL POSITION

for the 12-month period ended 31 December 2015 and 31 December 2014 in CZK thousand.

Separate statement of profit or loss	Note	2015	2014
		CZK '000	CZK '000
Administrative costs	4.2	(12 258)	-
Other operating income	4.3	-	2
Operating profit/(loss)		(12 258)	2
Finance costs	4.4	(159)	(1)
Profit/(loss) before income tax		(12 417)	1
Income tax expense	4.5	140	-
Profit/(loss) for the period		(12 277)	1
Earnings per share for profit attributable to the ordinary equity holders of the company (in CZK)			
Basic earnings per share	4.6	(2.49)	0.03*
Diluted earnings per share	4.6	(2.49)	0.03*

The above separate statement of profit or loss should be read in conjunction with the accompanying notes.

1.2. SEPARATE STATEMENT OF OTHER COMPREHENSIVE INCOME

for the 12-month period ended 31 December 2015 and 31 December 2014 in CZK thousand.

Separate statement of other comprehensive income	Note	2015	2014
		CZK '000	CZK '000
Profit/(loss) for the period		(12 277)	1
Other comprehensive income for the period		-	-
Total comprehensive income for the period		(12 277)	1

The above separate statement of other comprehensive income should be read in conjunction with the accompanying notes.

1. SEPARATE FINANCIAL STATEMENTS



1.3. SEPARATE STATEMENT OF FINANCIAL POSITION

as at 31 December 2015 and 31 December 2014 in CZK thousand.

Assets	Note	31.12.2015 CZK '000	31.12.2014 CZK '000
Non-current assets		7 628 981	-
Investment in subsidiary	4.7	7 628 217	-
Deferred tax assets	4.5	764	-
Current assets		140 707	2 000
Trade and other receivables	4.8	1 373	-
Cash and cash equivalents	4.9	139 334	2 000
Total assets		7 769 688	2 000
Liabilities and equity	Note	31.12.2015 CZK '000	31.12.2014 CZK '000
Total equity		7 711 740	2 000
Share capital	1.5	2 229 500	2 000
Share premium	1.5	5 494 517	-
Accumulated deficit	1.5	(12 277)	-
Non-current liabilities		-	-
Current liabilities		57 948	-
Trade and other payables	4.11	17 948	-
Other financial liabilities	4.12	40 000	-
Total liabilities		57 948	-
Total liabilities and equity		7 769 688	2 000

The above separate statement of financial position should be read in conjunction with the accompanying notes.

1. SEPARATE FINANCIAL STATEMENTS



1.4. SEPARATE STATEMENT OF CASH FLOWS

for the 12-month period ended 31 December 2015 and 31 December 2014 in CZK thousand.

Separate statement of cash flows	Note	2015 CZK '000	2014 CZK '000
Cash flows from operating activities			
Profit before income tax	1.1	(12 417)	1
<i>Adjustments for:</i>			
Non-cash movements			
Net interest	4.4	147	-
Other		2 139	-
<i>Change in operating assets and liabilities</i>			
Change in receivables		(1 373)	-
Change in payables		9 690	-
Net cash inflow from operating activities		(1 814)	1
Cash flows from investing activities			
Acquisition of subsidiary, net of cash acquired	4.7	(38 963)	-
Net cash outflow from investing activities		(38 963)	-
Cash flows from financing activities			
Proceeds from loans and bank credits	4.12	40 000	-
Gross proceeds from the issue of shares	4.10	140 250	-
Other		(2 139)	-
Net cash outflow from financing activities		178 111	-
Net increase (decrease) in cash and cash equivalents		137 334	1
Cash and cash equivalents at the beginning of the period	4.9	2 000	1 999
Cash and cash equivalents at the end of the period	4.9	139 334	2 000

The above separate statement of cash flows should be read in conjunction with the accompanying notes.

1.5. SEPARATE STATEMENT OF CHANGES IN EQUITY

for the 12-month period ended 31 December 2015 and 31 December 2014 in CZK thousand.

Separate statement of changes in equity	Note	Share capital CZK'000	Share premium CZK'000	Accumulated deficit CZK'000	Total equity CZK'000
Balance at 1 January 2014		2 000	-	(1)	1 999
Profit for the period		-	-	1	1
Total comprehensive income for the period	1.2	-	-	1	1
Balance at 31 December 2014		2 000	-	-	2 000
Balance at 1 January 2015		2 000	-	-	2 000
Loss for the period		-	-	(12 277)	(12 227)
Total comprehensive income for the period	1.2	-	-	(12 227)	(12 227)
Share capital increase	4.10	2 200 000	5 389 120	-	7 589 120
Shares issue	4.10	27 500	112 750	-	140 250
Transaction costs	4.10	-	(7 353)	-	(7 353)
Balance at 31 December 2015		2 229 500	5 494 517	(12 227)	7 711 740

The above separate statement of changes in equity should be read in conjunction with the accompanying notes.

Annex no. 02.02

Kofola CS a.s. as the "Dissolving
Company 1"

1.1. VÝROK AUDITORA



Zpráva nezávislého auditora

akcionáři společnosti Kofola CS a.s.

Provedli jsme audit přiložené účetní závěrky společnosti Kofola CS a.s., identifikační číslo 27663001, se sídlem Nad Porubkou 2278/31a, Ostrava - Poruba (dále „Společnost“), tj. rozvahy k 31. prosinci 2015, výkazu zisku a ztráty a přehledu o změnách vlastního kapitálu za rok 2015 a přílohy, včetně popisu podstatných účetních pravidel a dalších vysvětlujících informací (dále „účetní závěrka“).

Odpovědnost statutárního orgánu Společnosti za účetní závěrku

Statutární orgán Společnosti odpovídá za sestavení účetní závěrky podávající věrný a poctivý obraz v souladu s českými účetními předpisy a za takové vnitřní kontroly, které považuje za nezbytné pro sestavení účetní závěrky tak, aby neobsahovala významné nesprávnosti způsobené podvodem nebo chybou.

Úloha auditora

Naší úlohou je vydat na základě provedení auditu výrok k této účetní závěrce. Audit jsme provedli v souladu se zákonem o auditorech platným v České republice, Mezinárodními standardy auditu a souvisejícími aplikačními doložkami Komory auditorů České republiky. V souladu s těmito předpisy jsme povinni dodržovat etické požadavky a naplánovat a provést audit tak, abychom získali přiměřenou jistotu, že účetní závěrka neobsahuje významné nesprávnosti.

Audit zahrnuje provedení auditorských postupů, jejichž cílem je získat důkazní informace o částkách a informacích uvedených v účetní závěrce. Výběr auditorských postupů závisí na úsudku auditora, včetně posouzení rizika významné nesprávnosti údajů uvedených v účetní závěrce způsobené podvodem nebo chybou. Při posuzování těchto rizik auditor zohledňuje vnitřní kontroly Společnosti relevantní pro sestavení účetní závěrky podávající věrný a poctivý obraz. Cílem tohoto posouzení je navrhnout vhodné auditorské postupy, nikoli vyjádřit se k účinnosti vnitřních kontrol Společnosti. Audit též zahrnuje posouzení vhodnosti použitých účetních pravidel, přiměřenosti účetních odhadů provedených vedením i posouzení celkové prezentace účetní závěrky.

Jsmo přesvědčeni, že získané důkazní informace poskytují dostatečný a vhodný základ pro vyjádření našeho výroku.

Výrok

Podle našeho názoru účetní závěrka podává věrný a poctivý obraz finanční pozice Společnosti k 31. prosinci 2015 a jejího hospodaření za rok 2015 v souladu s českými účetními předpisy.

Ostatní informace

Za ostatní informace se považují informace uvedené ve výroční zprávě mimo účetní závěrku a tuto zprávu. Za ostatní informace odpovídá vedení Společnosti.

Náš výrok k účetní závěrce se k ostatním informacím nevztahuje, ani k nim nevydáváme žádný zvláštní výrok. Přesto je však součástí našich povinností souvisejících s auditem účetní závěrky seznámit se s ostatními informacemi a zvážit, zda ostatní informace nejsou ve významném nesouladu s účetní závěrkou či našimi znalostmi o účetní jednotce získanými během auditu účetní závěrky, zda je výroční zpráva sestavena v souladu s právními předpisy a zda se jinak tyto informace nejeví jako významné nesprávné. Pokud na základě provedených prací zjistíme, že výše uvedené požadavky na ostatní informace nebyly splněny, jsme povinni zjištěné skutečnosti uvést v této zprávě.

V rámci uvedených postupů jsme nic takového nezjistili.

24. března 2016



zastoupená



Ing. Marek Richter
partner



Ing. Kateřina Trombalová
statutární auditorka, ev. č. 2370

PricewaterhouseCoopers Audit, s.r.o., Zámecká 20, 702 00 Ostrava, Česká republika
T: +420 595 137 111, F: +420 595 137 611, www.pwc.com/cz

PricewaterhouseCoopers Audit, s.r.o., se sídlem Hvězdova 1734/2c, 140 00 Praha 4, IČ: 40765521, zapsaná v obchodním rejstříku vedeném Městským soudem v Praze, oddíl C, vložka 3637 a v seznamu auditorů společnosti u Komory auditorů České republiky pod evidenčním číslem 021

KOFOLA CS A.S.

Identifikační číslo: 27663001

Sídlo: Nad Porubkou 2278/31a, 708 00 Ostrava, Česká republika

ROZVAHA

k 31. prosinci 2015

(v tisících Kč)

Označení a	AKTIVA b	31.12.2015			31.12.2014
		Brutto 1	Korekce 2	Netto 3	Netto 4
	AKTIVA CELKEM	4 292 485	- 753 906	3 538 579	1 650 552
B.	Dlouhodobý majetek	4 048 139	- 753 906	3 294 233	1 504 775
B.I.	Dlouhodobý nehmotný majetek	541 372	- 462 886	78 486	82 063
3.	Software	134 817	- 99 485	35 332	38 349
4.	Ocenitelná práva	406 251	- 363 401	42 850	37 505
7.	Nedokončený dlouhodobý nehmotný majetek	304	-	304	6 209
B.II.	Dlouhodobý hmotný majetek	450 653	- 291 020	159 633	187 578
3.	Samostatné hmotné movité věci a soubory hmotných movitých věcí	74 234	- 41 715	32 519	32 314
6.	Jiný dlouhodobý hmotný majetek	4 944	- 1 929	3 015	2 592
7.	Nedokončený dlouhodobý hmotný majetek	412	-	412	944
8.	Poskytnuté zálohy na dlouhodobý hmotný majetek	-	-	-	3 303
9.	Oceňovací rozdíl k nabytému majetku	371 063	- 247 376	123 687	148 425
B.III.	Dlouhodobý finanční majetek	3 056 114	-	3 056 114	1 235 134
1.	Podíly - ovládaná osoba	1 224 492	-	1 224 492	1 225 609
3.	Ostatní dlouhodobé cenné papíry a podíly	11 363	-	11 363	-
4.	Zápůjčky a úvěry - ovládaná nebo ovládající osoba, podstatný vliv	1 817 519	-	1 817 519	9 525
7.	Poskytnuté zálohy na dlouhodobý finanční majetek	2 740	-	2 740	-
C.	Oběžná aktiva	227 203	-	227 203	143 977
C.II.	Dlouhodobé pohledávky	54 401	-	54 401	14 007
7.	Jiné pohledávky	43 728	-	43 728	11 500
8.	Odložená daňová pohledávka	10 673	-	10 673	2 507
C.III.	Krátkodobé pohledávky	137 681	-	137 681	70 741
1.	Pohledávky z obchodních vztahů	107 659	-	107 659	66 364
6.	Stát - daňové pohledávky	8 172	-	8 172	2 970
7.	Krátkodobé poskytnuté zálohy	355	-	355	418
8.	Dohadné účty aktivní	112	-	112	-
9.	Jiné pohledávky	21 383	-	21 383	989
C.IV.	Krátkodobý finanční majetek	35 121	-	35 121	59 229
1.	Peníze	98	-	98	43
2.	Účty v bankách	35 023	-	35 023	59 186
D.I.	Časové rozlišení	17 143	-	17 143	1 800
1.	Náklady příštích období	10 413	-	10 413	1 800
3.	Příjmy příštích období	6 730	-	6 730	-

ROZVAHA
 k 31. prosinci 2015
 (v tisících Kč)

Označení	PASIVA	31.12.2015	31.12.2014
a	b	5	6
	PASIVA CELKEM	3 538 579	1 650 552
A.	Vlastní kapitál	1 040 025	1 038 305
A.I.	Základní kapitál	184 000	184 000
1.	Základní kapitál	184 000	184 000
A.II.	Kapitálové fondy	659 587	660 704
2.	Ostatní kapitálové fondy	289 261	289 261
3.	Oceňovací rozdíly z přecenění majetku a závazků	370 326	371 443
A.IV.	Výsledek hospodaření minulých let	3 401	145 970
1.	Nerozdělený zisk minulých let	3 401	145 970
A.V.1.	Výsledek hospodaření běžného účetního období (+/-)	193 037	47 631
B.	Cizí zdroje	2 498 554	612 247
B.I.	Rezervy	43 606	53 354
4.	Ostatní rezervy	43 606	53 354
B.II.	Dlouhodobé závazky	232 809	256 018
2.	Závazky - ovládaná nebo ovládající osoba	31 838	31 838
4.	Závazky ke společníkům	193 180	224 180
9.	Jiné závazky	7 791	-
B.III.	Krátkodobé závazky	397 437	233 628
1.	Závazky z obchodních vztahů	49 036	32 953
2.	Závazky - ovládaná nebo ovládající osoba	110 256	152 640
4.	Závazky ke společníkům	220 192	28 257
5.	Závazky k zaměstnancům	8 396	6 915
6.	Závazky ze sociálního zabezpečení a zdravotního pojištění	3 262	2 994
7.	Stát - daňové závazky a dotace	1 838	1 466
10.	Dohadné účty pasivní	4 203	7 669
11.	Jiné závazky	254	734
B.IV.	Bankovní úvěry a výpomoci	1 824 702	69 247
1.	Bankovní úvěry dlouhodobé	751 340	55 087
2.	Krátkodobé bankovní úvěry	1 073 362	14 160

KOFOLA CS A.S.

Identifikační číslo: 27663001

Sídlo: Nad Porubkou 2278/31a, 708 00 Ostrava, Česká republika

VÝKAZ ZISKU A ZTRÁTY

za rok končící 31. prosince 2015

(v tisících Kč)

Označení a	Text b	2015 1	2014 2
II.	Výkony	392 646	330 831
II.1.	Tržby za prodej vlastních výrobků a služeb	392 646	330 831
B.	Výkonová spotřeba	134 548	103 813
B.1.	Spotřeba materiálu a energie	9 086	8 321
B.2.	Služby	125 462	95 492
+	Přidaná hodnota	258 098	227 018
C.	Osobní náklady	205 405	161 603
C.1.	Mzdové náklady	158 061	124 286
C.3.	Náklady na sociální zabezpečení a zdravotní pojištění	40 776	35 014
C.4.	Sociální náklady	6 568	2 303
D.	Daně a poplatky	444	1 019
E.	Odpisy dlouhodobého nehmotného a hmotného majetku	77 681	67 716
III.	Tržby z prodeje dlouhodobého majetku a materiálu	6 559	237
III.1.	Tržby z prodeje dlouhodobého majetku	6 370	223
III.2.	Tržby z prodeje materiálu	189	14
F.	Zůstatková cena prodaného dlouhodobého majetku a materiálu	5 521	299
F.1.	Zůstatková cena prodaného dlouhodobého majetku	5 521	299
G.	Změna stavu rezerv a opravných položek v provozní oblasti a komplexních nákladů příštích období	- 10 087	22 131
IV.	Ostatní provozní výnosy	1 348	2 280
H.	Ostatní provozní náklady	6 739	5 511
*	Provozní výsledek hospodaření	- 19 698	- 28 744
VII.	Výnosy z dlouhodobého finančního majetku	255 878	89 900
VII.1.	Výnosy z podílů v ovládaných osobách a v účetních jednotkách pod podstatným vlivem	255 878	89 900
L.	Náklady z přecenění cenných papírů a derivátů	7 791	-
X.	Výnosové úroky	22 497	13
N.	Nákladové úroky	41 244	16 596
XI.	Ostatní finanční výnosy	7 041	3 145
O.	Ostatní finanční náklady	30 722	1 098
*	Finanční výsledek hospodaření	205 659	75 364
Q.	Daň z příjmů za běžnou činnost	- 7 076	- 1 011
Q.1.	- splatná	1 090	4 305
Q.2.	- odložená	- 8 166	- 5 316
**	Výsledek hospodaření za běžnou činnost	193 037	47 631
***	Výsledek hospodaření za účetní období	193 037	47 631
****	Výsledek hospodaření před zdaněním	185 961	46 620

Kofola CS a.s.

Účetní závěrka
za rok končící 31. prosince 2015

*KOFOLA CS A.S.*

Identifikační číslo: 27663001

Sídlo: Nad Porubkou 2278/31a, 708 00 Ostrava, Česká republika

PŘEHLED O ZMĚNÁCH VLASTNÍHO KAPITÁLU

za rok končící 31. prosince 2015

(v tisících Kč)

	Základní kapitál	Ostatní kapitálové fondy	Oceňovací rozdíly z přecenění majetku a závazků	Rezervní fond	Statutární a ostatní fondy	Nerozdělený zisk minulých let	Výsledek hospodaření běžného účetního období	Celkem
Zůstatek k 31. prosinci 2013	184 000	289 261	254 053	36 800	22	21 946	143 724	929 806
Vyplacené dividendy	-	-	-	-	-	-	- 56 500	- 56 500
Převod do nerozděleného zisku	-	-	-	-	-	87 224	- 87 224	-
Čerpání sociálního fondu	-	-	-	-	- 22	-	-	- 22
Oceňovací rozdíly z přecenění ekvivalencí	-	-	117 390	-	-	-	-	117 390
Rozpuštění zákonného rezervního fondu	-	-	-	- 36 800	-	36 800	-	-
Výsledek hospodaření za rok 2014	-	-	-	-	-	-	47 631	47 631
Zůstatek k 31. prosinci 2014	184 000	289 261	371 443	-	-	145 970	47 631	1 038 305
Vyplacené dividendy	-	-	-	-	-	- 142 569	- 47 431	- 190 000
Převod do sociálního fondu	-	-	-	-	200	-	- 200	-
Čerpání sociálního fondu	-	-	-	-	- 200	-	-	- 200
Oceňovací rozdíly z přecenění ekvivalencí	-	-	- 1 117	-	-	-	-	- 1 117
Výsledek hospodaření za rok 2015	-	-	-	-	-	-	193 037	193 037
Zůstatek k 31. prosinci 2015	184 000	289 261	370 326	-	-	3 401	193 037	1 040 025

Annex no. 02.03

PINELLI spol. s r.o. as the
"Dissolving Company 2"

Zpráva nezávislého auditora

společníkovi společnosti PINELLI spol. s r.o.

Provedli jsme audit příložené účetní závěrky společnosti PINELLI spol. s r.o., identifikační číslo 49811908, se sídlem Za Drahou 165/1, Pod Bezručovým vrchem, Krnov (dále „Společnost“), tj. rozvahy k 31. prosinci 2015, výkazu zisku a ztráty a přehledu o změnách vlastního kapitálu za rok 2015 a přílohy, včetně popisu podstatných účetních pravidel a dalších vysvětlujících informací (dále „účetní závěrka“).

Odpovědnost statutárního orgánu Společnosti za účetní závěrku

Statutární orgán Společnosti odpovídá za sestavení účetní závěrky podávající věrný a poctivý obraz v souladu s českými účetními předpisy a za takové vnitřní kontroly, které považuje za nezbytné pro sestavení účetní závěrky tak, aby neobsahovala významné nesprávnosti způsobené podvodem nebo chybou.

Úloha auditora

Naší úlohou je vydat na základě provedeného auditu výrok k této účetní závěrce. Audit jsme provedli v souladu se zákonem o auditorech platným v České republice, Mezinárodními standardy auditu a souvisejícími aplikačními doložkami Komory auditorů České republiky. V souladu s těmito předpisy jsme povinni dodržovat etické požadavky a naplánovat a provést audit tak, abychom získali přiměřenou jistotu, že účetní závěrka neobsahuje významné nesprávnosti.

Audit zahrnuje provedení auditorských postupů, jejichž cílem je získat důkazní informace o částkách a informacích uvedených v účetní závěrce. Výběr auditorských postupů závisí na úsudku auditora, včetně posouzení rizika významné nesprávnosti údajů uvedených v účetní závěrce způsobené podvodem nebo chybou. Při posuzování těchto rizik auditor zohledňuje vnitřní kontroly Společnosti relevantní pro sestavení účetní závěrky podávající věrný a poctivý obraz. Cílem tohoto posouzení je navrhnout vhodné auditorské postupy, nikoli vyjádřit se k účinnosti vnitřních kontrol Společnosti. Audit též zahrnuje posouzení vhodnosti použitých účetních pravidel, přiměřenosti účetních odhadů provedených vedením i posouzení celkové prezentace účetní závěrky.

Jsme přesvědčeni, že získané důkazní informace poskytují dostatečný a vhodný základ pro vyjádření našeho výroku.

Výrok

Podle našeho názoru účetní závěrka podává věrný a poctivý obraz finanční pozice Společnosti k 31. prosinci 2015 a jejího hospodaření za rok 2015 v souladu s českými účetními předpisy.

1. dubna 2016

PricewaterhouseCoopers Audit, s.r.o.
zastoupená

Marek Richter

Ing. Marek Richter
partner

Kateřina Trombalová

Ing. Kateřina Trombalová
statutární auditorka, ev. č. 2370

PINELLI spol. s r.o.

Identifikační číslo: 49811908

Sídlo: Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, Česká republika

Rozvaha**k 31. prosinci 2015**

(v tisících Kč)

Označení a	A K T I V A b	31.12.2015			31.12.2014
		Brutto 1	Korekce 2	Netto 3	Netto 4
	AKTIVA CELKEM	47 803	- 38 558	9 245	4 347
B.	Dlouhodobý majetek	32 873	- 31 702	1 171	406
B.I.	Dlouhodobý nehmotný majetek	32 873	- 31 702	1 171	406
4.	Ocenitelná práva	32 780	- 31 702	1 078	406
7.	Nedokončený dlouhodobý nehmotný majetek	93	-	93	-
C.	Oběžná aktiva	14 913	- 6 856	8 057	3 941
C.III.	Krátkodobé pohledávky	13 185	- 6 856	6 329	2 084
1.	Pohledávky z obchodních vztahů	5 698	-	5 698	1 996
6.	Stát - daňové pohledávky	631	-	631	88
9.	Jiné pohledávky	6 856	- 6 856	-	-
C.IV.	Krátkodobý finanční majetek	1 728	-	1 728	1 857
2.	Účty v bankách	1 728	-	1 728	1 857
D.I.	Časové rozlišení	17	-	17	-
1.	Náklady příštích období	17	-	17	-

Označení a	P A S I V A b	31.12.2015	31.12.2014
		5	6
	PASIVA CELKEM	9 245	4 347
A.	Vlastní kapitál	- 536	1 617
A.I.	Základní kapitál	1 002	1 002
1.	Základní kapitál	1 002	1 002
A.IV.	Výsledek hospodaření minulých let	615	1 035
1.	Nerozdělený zisk minulých let	615	1 035
A.V.1.	Výsledek hospodaření běžného účetního období (+/-)	- 2 153	- 420
A.V.2.	Rozhodnuto o zálohách na výplatu podílu na zisku (-)	-	-
B.	Cizí zdroje	9 781	2 730
B.III.	Krátkodobé závazky	9 781	2 730
1.	Závazky z obchodních vztahů	9 781	2 664
7.	Stát - daňové závazky a dotace	-	66

PINELLI spol. s r.o.

Identifikační číslo: 49811908

Sídlo: Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, Česká republika

Výkaz zisku a ztráty

za rok končící 31. prosince 2015

(v tisících Kč)

Označení a	Text b	2015 1	2014 2
II.	Výkony	3 540	4 895
II.1.	Tržby za prodej vlastních výrobků a služeb	3 540	4 895
B.	Výkonová spotřeba	4 831	4 301
B.2.	Služby	4 831	4 301
+	Přidaná hodnota	- 1 291	594
D.	Daně a poplatky	323	-
E.	Odpisy dlouhodobého nehmotného a hmotného majetku	523	981
IV.	Ostatní provozní výnosy	-	18
H.	Ostatní provozní náklady	1	36
*	Provozní výsledek hospodaření	- 2 138	- 405
XI.	Ostatní finanční výnosy	-	3
O.	Ostatní finanční náklady	15	18
*	Finanční výsledek hospodaření	- 15	- 15
**	Výsledek hospodaření za běžnou činnost	- 2 153	- 420
***	Výsledek hospodaření za účetní období	- 2 153	- 420
****	Výsledek hospodaření před zdaněním	- 2 153	- 420

PINELLI spol. s r.o.

Identifikační číslo: 49811908

Sídlo: Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, Česká republika

Přehled o změnách vlastního kapitálu*za rok končící 31. prosince 2015*

(v tisících Kč)

	Základní kapitál	Rezervní fond	Nerozdělený zisk minulých let	Výsledek hospodaření běžného účetního období	Celkem
Zůstatek k 31. prosinci 2013	1 002	100	2 205	- 1 270	2 037
Převod do nerozděleného zisku	-	-	- 1 270	1 270	-
Rozpuštění zákonného rezervního fondu	-	- 100	100	-	-
Výsledek hospodaření za rok 2014	-	-	-	- 420	- 420
Zůstatek k 31. prosinci 2014	1 002	-	1 035	- 420	1 617
Převod do nerozděleného zisku	-	-	- 420	420	-
Výsledek hospodaření za rok 2015	-	-	-	- 2 153	- 2 153
Zůstatek k 31. prosinci 2015	1 002	-	615	- 2 153	- 536

Annex no. 02.04

Kofola S.A. as the "Dissolving
Company 3"



Opinia niezależnego biegłego rewidenta

Dla Walnego Zgromadzenia i Rady Nadzorczej KOFOLA S.A.

Opinia o sprawozdaniu finansowym

Przeprowadziliśmy badanie załączonego sprawozdania finansowego KOFOLA S.A. (zwanej dalej „Spółką”) z siedzibą w Kutnie, przy ulicy Wschodniej 5, obejmującego sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2015 r., rachunek zysków i strat oraz sprawozdanie z dochodów całkowitych za rok obrotowy od 1 stycznia 2015 r. do 31 grudnia 2015 r., sprawozdanie ze zmian w kapitałach własnych, rachunek przepływów pieniężnych za ten rok obrotowy oraz informację dodatkową o przyjętych zasadach rachunkowości i inne informacje objaśniające.

Odpowiedzialność Zarządu oraz Członków Rady Nadzorczej

Zarząd Spółki jest odpowiedzialny za sporządzenie i rzetelną prezentację sprawozdania finansowego zgodnie z Międzynarodowymi Standardami Sprawozdawczości Finansowej zatwierdzonymi przez Unię Europejską oraz za sporządzenie sprawozdania z działalności i za prawidłowość ksiąg rachunkowych zgodnie z obowiązującymi przepisami. Zarząd Spółki jest również odpowiedzialny za kontrolę wewnętrzną, którą uznaje za niezbędną dla sporządzenia sprawozdania finansowego niezawierającego istotnego zniekształcenia spowodowanego oszustwem lub błędem.

Zarząd oraz Członkowie Rady Nadzorczej są zobowiązani do zapewnienia, aby sprawozdanie finansowe oraz sprawozdanie z działalności jednostki spełniały wymagania przewidziane w ustawie z dnia 29 września 1994 r. o rachunkowości („Ustawa o rachunkowości” – Dz. U. z 2013 r., poz. 330 z późn. zm.).

Odpowiedzialność biegłego rewidenta

Naszym zadaniem było zbadanie załączonego sprawozdania finansowego i wyrażenie na tej podstawie opinii wraz z raportem czy rzetelnie i jasno przedstawia ono, we wszystkich istotnych aspektach, sytuację majątkową i finansową oraz wynik finansowy Spółki zgodnie z mającymi zastosowanie przepisami i przyjętymi zasadami rachunkowości oraz o prawidłowości ksiąg rachunkowych stanowiących podstawę jego sporządzenia.

Badanie przeprowadziliśmy stosownie do przepisów rozdziału 7 Ustawy o rachunkowości oraz Krajowych Standardów Rewizji Finansowej w brzmieniu Międzynarodowych Standardów Badania wydanych przez Radę Międzynarodowych Standardów Rewizji Finansowej i Usług Atestacyjnych. Standardy te wymagają przestrzegania wymogów etycznych oraz zaplanowania i przeprowadzenia badania w taki sposób, aby uzyskać wystarczającą pewność, że sprawozdanie finansowe nie zawiera istotnego zniekształcenia.

Badanie polegało na przeprowadzeniu procedur służących uzyskaniu dowodów badania kwot i ujawnień w sprawozdaniu finansowym. Dobór procedur zależy od osądu biegłego rewidenta, w tym od oceny ryzyka istotnego zniekształcenia sprawozdania finansowego spowodowanego oszustwem lub błędem. Dokonując oceny tego ryzyka, biegły rewident bierze pod uwagę działanie kontroli wewnętrznej, w zakresie dotyczącym sporządzania i rzetelnej prezentacji przez jednostkę sprawozdania finansowego, w celu zaprojektowania odpowiednich w danych okolicznościach procedur badania, nie zaś wyrażenia opinii o skuteczności kontroli wewnętrznej jednostki. Badanie obejmuje także ocenę odpowiedniości przyjętych zasad (polityki) rachunkowości, racjonalności ustalonych przez



kierownictwo wartości szacunkowych, jak również ocenę ogólnej prezentacji sprawozdania finansowego.

Uważamy, że uzyskane przez nas dowody badania stanowią wystarczającą i odpowiednią podstawę do wyrażenia opinii z badania.

Opinia

Naszym zdaniem, załączone sprawozdanie finansowe we wszystkich istotnych aspektach:

- a. przedstawia rzetelnie i jasno sytuację majątkową i finansową Spółki na dzień 31 grudnia 2015 r. oraz jej wynik finansowy i przepływy pieniężne za rok obrotowy od 1 stycznia 2015 r. do 31 grudnia 2015 r. zgodnie z Międzynarodowymi Standardami Sprawozdawczości Finansowej zatwierdzonymi przez Unię Europejską;
- b. jest zgodne w formie i treści z obowiązującymi Spółkę przepisami prawa oraz Umową Spółki;
- c. zostało sporządzone na podstawie prawidłowo prowadzonych ksiąg rachunkowych.

Sprawozdanie na temat innych wymogów prawa i regulacji

Opinia na temat sprawozdania z działalności

Informacje zawarte w sprawozdaniu z działalności Spółki za rok obrotowy od 1 stycznia 2015 r. do 31 grudnia 2015 r. uwzględniają postanowienia art. 49 ust. 2 Ustawy o rachunkowości i są zgodne z informacjami zawartymi w zbadanym sprawozdaniu finansowym.

W świetle wiedzy o Spółce i jej otoczeniu uzyskanej podczas naszego badania nie stwierdziliśmy w sprawozdaniu z działalności istotnych zniekształceń.

Przeprowadzający badanie w imieniu PricewaterhouseCoopers Sp. z o.o., spółki wpisanej na listę podmiotów uprawnionych do badania sprawozdań finansowych pod numerem 144:

Mateusz Książkowski

Kluczowy Biegły Rewident
Numer ewidencyjny 12558

Warszawa, 31 marca 2016 r.

2 JEDNOSTKOWE SPRAWOZDANIE FINANSOWE SPÓŁKI KOFOLA S.A.

2.1 JEDNOSTKOWY RACHUNEK ZYSKÓW I STRAT

za okres 12 miesięcy zakończonych dnia 31 grudnia 2015 roku (zbadany) oraz za okres 12 miesięcy zakończonych dnia 31 grudnia 2014 roku (zbadany) w tys. zł.

Rachunek zysków i strat	Nota	1.1.2015 - 31.12.2015	1.1.2014 - 31.12.2014
Przychody z tytułu dywidend		29 146	20 629
Zysk brutto		29 146	20 629
Koszty ogólnego zarządu	5.2	(7 833)	(3 589)
Pozostałe przychody operacyjne		3 013	-
Pozostałe koszty operacyjne	5.12	(32 806)	(6 897)
Zysk/strata operacyjna		(8 480)	10 143
Przychody finansowe	5.3	5 718	4 146
Koszty finansowe	5.4	(4 135)	(4 286)
Zysk/strata brutto przed opodatkowaniem		(6 897)	10 003
Podatek dochodowy	5.7	177	-
Zysk/strata netto za okres		(6 720)	10 003
Zysk/strata na jedną akcję (w PLN)			
– podstawowy z zysku za okres	5.9	(0,2569)	0,3824
– rozwodniony z zysku za okres	5.9	(0,2569)	0,3824

2.2 JEDNOSTKOWE SPRAWOZDANIE Z DOCHODÓW CAŁKOWITYCH

za okres 12 miesięcy zakończonych dnia 31 grudnia 2015 roku (zbadany) oraz za okres 12 miesięcy zakończonych dnia 31 grudnia 2014 roku (zbadany) w tys. zł.

Sprawozdanie z dochodów całkowitych	Nota	1.1.2015 - 31.12.2015	1.1.2014 - 31.12.2014
Zysk/strata netto za okres		(6 720)	10 003
Różnice kursowe z przeliczenia zagranicznych spółek zależnych – które zostaną przeniesione do rachunku zysków i strat po spełnieniu określonych warunków		-	-
Całkowite dochody ogółem	2.5	(6 720)	10 003

2.3 JEDNOSTKOWE SPRAWOZDANIE Z SYTUACJI FINANSOWEJ

Na dzień 31 grudnia 2015 r. (zbadane) i na dzień 31 grudnia 2014 r. (zbadane) w tys. zł.

AKTYWA	Nota	31.12.2015	31.12.2014
Aktywa trwałe (długoterminowe)		788 301	833 480
Rzeczowe aktywa trwałe	5.10	268	268
Inwestycje w jednostkach zależnych i stowarzyszonych	5.12	705 604	737 934
Pożyczki udzielone jednostkom zależnym	5.13	81 835	94 862
Aktywa z tytułu podatku odroczonego	5.7	594	416
Aktywa obrotowe (krótkoterminowe)		44 282	5 021
Należności z tytułu dostaw i usług oraz pozostałe należności	5.13	33 801	3 726
Środki pieniężne i ich ekwiwalenty	5.14	10 481	1 295
SUMA AKTYWÓW		832 583	838 501

PASYWA	Nota	31.12.2015	31.12.2014
Kapitał własny		751 050	761 454
Kapitał zakładowy	5.15	26 160	26 170
Kapitał zapasowy		731 610	725 281
Zyski zatrzymane	5.15	(6 720)	10 003
Zobowiązania długoterminowe		70 349	71 992
Wyemitowane obligacje	5.17	51 401	49 879
Pozostałe zobowiązania	5.18	18 948	22 113
Zobowiązania krótkoterminowe		11 184	5 055
Wyemitowane obligacje	5.17	577	571
Zobowiązania z tytułu dostaw i usług oraz pozostałe zobowiązania	5.18	8 825	4 484
Pozostałe zobowiązania finansowe		1 782	-
Zobowiązania ogółem		81 533	77 047
SUMA PASYWÓW		832 583	838 501

2.4 JEDNOSTKOWY RACHUNEK PRZEPLÝWÓW PIENIĘŻNYCH

za okres 12 miesięcy zakończonych dnia 31 grudnia 2015 roku (zbadany) oraz za okres 12 miesięcy zakończonych dnia 31 grudnia 2014 roku (zbadany) w tys. zł.

Rachunek przepływów pieniężnych	Nota	1.1.2015 - 31.12.2015	1.1.2014 - 31.12.2014
Przeplýwy środków pieniężnych z działalności operacyjnej			
Zysk (strata) brutto przed opodatkowaniem		(6 897)	10 003
Korekty o pozycje:			
Ruchy bezgotówkowe			
Odsetki i dywidendy, netto		(28 718)	(20 442)
Zmiana stanu rezerw		(210)	-
Odpis z tytułu trwałej utraty wartości		32 329	6 747
Pozostałe		(22)	(362)
Zyski/straty z tytułu różnic kursowych		(249)	140
Zmiana stanu kapitału obrotowego			
(Zwiększenie) / zmniejszenie stanu należności		(3 522)	6 396
(Zwiększenie) / zmniejszenie stanu zobowiązań		4 340	(2 204)
Przeplýwy pieniężne netto z działalności operacyjnej		(2 949)	278
Przeplýwy środków pieniężnych z działalności inwestycyjnej			
Odsetki otrzymane		8 745	-
Dywidendy otrzymane		3 389	20 297
Splata udzielonych pożyczek		4 262	3 885
Przeplýwy pieniężne netto z działalności inwestycyjnej		16 396	24 182
Przeplýwy środków pieniężnych z działalności finansowej			
Dywidendy wypłacone		(1 881)	(17 004)
Odsetki zapłacone		(2 381)	(8 344)
Środki pieniężne netto z działalności finansowej		(4 262)	(25 348)
Przeplýwy pieniężne ogółem		9 185	(888)
Środki pieniężne na początek okresu		1 295	2 183
Środki pieniężne na koniec okresu		10 480	1 295

2.5 JEDNOSTKOWE SPRAWOZDANIE ZE ZMIAN W KAPITAŁACH WŁASNYCH

za okres 12 miesięcy zakończonych dnia 31 grudnia 2015 roku (zbadane) oraz za okres 12 miesięcy zakończonych dnia 31 grudnia 2014 roku (zbadane) w tys. zł.

Sprawozdanie ze zmian w kapitałach własnych	Nota	Kapitał zakładowy	Kapitał zapasowy	Akcje własne	Zyski zatrzymane	Kapitał własny ogółem
Stan na 1.1.2014		26 170	908 887	(69)	(166 171)	768 817
Zysk/strata netto za okres		-	-	-	10 003	10 003
Dochody całkowite razem		-	-	-	10 003	10 003
Wypłata dywidendy		-	(17 004)	-	-	(17 004)
Akcje własne		-	-	(362)	-	(362)
Przeniesienia		-	(166 171)	-	166 171	-
Stan na 31.12.2014		26 170	725 712	(431)	10 003	761 454
Stan na 1.1.2015		26 170	725 712	(431)	10 003	761 454
Zysk/strata netto za okres		-	-	-	(6 720)	(6 720)
Dochody całkowite razem		-	-	-	(6 720)	(6 720)
Podwyższenie/Obniżenie kapitału zakładowego		(10)	(443)	453	-	-
Wypłata dywidendy		-	(3 662)	-	-	(3 662)
Akcje własne		-	-	(22)	-	(22)
Przeniesienia		-	10 003	-	(10 003)	-
Stan na 31.12.2015		26 160	731 610	-	(6 720)	751 050

Zwyczajne Walne Zgromadzenie KOFOLA S.A. uchwałami nr 18 i 19 z dnia 23 czerwca 2015 roku postanowiło o umorzeniu 573 akcji zwykłych nabytych w ramach programu odkupu zakończonego w maju 2015 roku oraz postanowiło o obniżeniu kapitału zakładowego o kwotę 573 zł do kwoty 26 159 806 zł. Obniżenie kapitału zostało zarejestrowane przez sąd rejestrowy w dniu 26 sierpnia 2015 roku.

Annex no. 02.05

Kofola, holdinška družba, d.o.o. as
the "Dissolving Company 4"

2.2 Poročilo neodvisnega revizorja



POROČILO NEODVISNEGA REVIZORJA

Družbeniku družbe **KOFOLA, holdinška družba d.o.o.**

Poročilo na računovodske izkaze

Revidirali smo priložene računovodske izkaze gospodarske družbe **KOFOLA, holdinška družba d.o.o.**, ki vključujejo bilanco stanja na dan **31.12.2015**, izkaz celotnega vseobsegajočega donosa, izkaz gibanja kapitala in izkaz denarnih tokov za tedaj končano leto ter povzetek bistvenih računovodskih usmeritev in druge pojasnjevalne informacije.

Odgovornost posloводства za računovodske izkaze

Posloводство je odgovorno za pripravo in pošteno predstavitev teh računovodskih izkazov v skladu s Slovenskimi računovodskimi standardi, ter za tako notranje kontroliranje, kot je v skladu z odločitvijo posloводства potrebno, da omogoči pripravo računovodskih izkazov, ki ne vsebujejo pomembno napačne navedbe zaradi prevare ali napake.

Revizorjeva odgovornost

Naša odgovornost je izraziti mnenje o teh računovodskih izkazih na podlagi naše revizije. Revizijo smo opravili v skladu z Mednarodnimi standardi revidiranja. Ti standardi zahtevajo od nas izpolnjevanje etičnih zahtev ter načrtovanje in izvedbo revizije za pridobitev sprejemljivega zagotovila, da računovodski izkazi ne vsebujejo pomembno napačne navedbe.

Revizija vključuje izvajanje postopkov za pridobitev revizijskih dokazov o zneskih in razkritjih v računovodskih izkazih. Izbrani postopki so odvisni od revizorjeve presoje in vključujejo tudi ocenjevanje tveganj pomembno napačne navedbe v računovodskih izkazih zaradi prevare ali napake. Pri ocenjevanju teh tveganj prouči revizor notranje kontroliranje, povezano s pripravljanjem in poštenim predstavljanjem računovodskih izkazov družbe, da bi določil okoliščinam ustrezne revizijske postopke, ne pa, da bi izrazil mnenje o uspešnosti notranjega kontroliranja družbe. Revizija vključuje tudi ovrednotenje ustreznosti uporabljenih računovodskih usmeritev in utemeljenosti računovodskih ocen posloводства kot tudi ovrednotenje celotne predstavitve računovodskih izkazov.

Verjamemo, da so pridobljeni revizijski dokazi zadostni in ustrezni kot osnova za naše revizijsko mnenje.

Mnenje

Po našem mnenju so računovodski izkazi v vseh pomembnih pogledih resničen in pošten prikaz finančnega položaja družbe **KOFOLA, holdinška družba, d.o.o.** na dan **31.12.2015** ter njenega poslovnega izida in denarnih tokov za tedaj končano leto v skladu s Slovenskimi računovodskimi standardi.

Poudarjanje zadeve

Ne da bi izrazili mnenje s pridržkom, opozarjamo na pojasnilo 8. Dogodki po datumu bilance stanja v računovodskih izkazih, kjer družba razkriva, da lastnik, v letu 2016, predvideva pripojitev družbe Kofola, družba za upravlja je d.o.o. k matični družbi.

Poročilo o drugih pravnih in poročevalskih zahtevah

Posloводство je odgovorno tudi za pripravo poslovnega poročila v skladu z zahtevami Zakona o gospodarskih družbah. Naša odgovornost je presoditi o usklajenosti poslovnega poročila z računovodskimi izkazi.

Poslovno poročilo je skladno z revidiranimi računovodskimi izkazi.

Ljubljana, 4.4.2016

Za PricewaterhouseCoopers d.o.o.



PricewaterhouseCoopers d.o.o.

Hedvika Hribšek
Pooblaščená revizorka

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Matična št.: 5717159, Davčna št.: SI35498161

Družba je vpisana v sodni register pri Okrožnem sodišču v Ljubljani s sklepom Srg, 200110427 z dne 19. 07. 2001 pod vložno številko 12156800 ter v register revizijskih družb pri Slovenskem inštitutu za revizijo pod številko RD-A-014. Višina vpisanega osnovnega kapitala je 34.802 EUR. Seznam zaposlenih revizorjev z veljavno licenco za delo je na voljo na sedežu družbe.

3 RAČUNOVODSKI IZKAZI

3.1 Bilanca stanja

V EUR	Pojasnilo	31.12.2015	31.12.2014
SREDSTVA		67.277.808	200.000
A. DOLGOROČNA SREDSTVA		0	0
I. Neopredmetena sredstva in dolgoročne časovne razmejitve		0	0
II. Opredmetena osnovna sredstva		0	0
1. Zemljišča in zgradbe		0	0
2. Proizvajalne naprave in stroji		0	0
3. Druge naprave in oprema		0	0
4. Osnovna sredstva, ki se pridobivajo		0	0
III. Naložbene nepremičnine		0	0
IV. Dolgoročne finančne naložbe		0	0
1. Dolgoročne finančne naložbe, razen posojil		0	0
a) Delnice in deleži v družbah v skupini		0	0
2. Dolgoročna posojila		0	0
V. Dolgoročne poslovne terjatve		0	0
VI. Odložene terjatve za davek		0	0
B. KRATKOROČNA SREDSTVA		67.277.808	200.000
I. Sredstva za prodajo		0	0
II. Zaloge		0	0
III. Kratkoročne finančne naložbe	5.1	67.152.947	200.000
1. Kratkoročne finančne naložbe, razen posojil		67.152.947	0
a.) Delnice in deleži v družbah v skupini		67.152.947	0
2. Kratkoročna posojila		0	200.000
b) Kratkoročna posojila drugim		0	200.000
IV. Kratkoročne poslovne terjatve		0	0
V. Dobroimetje pri bankah, čeki, gotovina	5.2	124.861	0
C. KRATKOROČNE AKTIVNE ČASOVNE RAZMEJITVE		0	0
OBVEZNOSTI DO VIROV SREDSTEV		67.277.808	200.000
A. KAPITAL	5.3	934.260	117.235
I. Vpoklicani kapital		200.000	200.000
1. Osnovni kapital		200.000	200.000
II. Kapitalska rezerva		0	0
III. Rezerve iz dobička		36.713	0
1. Zakonske rezerve		36.713	0
IV. Presežek iz prevrednotenja		0	0
V. Preneseni čisti poslovni izid		0	0
IV. Čisti poslovni izid poslovnega leta		697.547	-82.765
B. REZERVACIJE IN DOLGOROČNE PČR		0	0
C. DOLGOROČNE OBVEZNOSTI		0	0
I Dolgoročne finančne obveznosti		0	0
II Dolgoročne poslovne obveznosti		0	0
III Odložene obveznosti za davek		0	0
Č. KRATKOROČNE OBVEZNOSTI		66.342.249	82.765
I Obveznosti vključene v skupino za odtujitev			
II Kratkoročne finančne obveznosti		66.119.022	0
1. Kratkoročne finančne obveznosti do družb v skupini	5.4	66.119.022	0
III Kratkoročne poslovne obveznosti		223.227	82.765
1. Kratkoročne poslovne obveznosti do družb v skupini	5.5	165.512	0
2. Kratkoročne poslovne obveznosti do dobaviteljev		57.715	82.765
D. KRATKOROČNE PASIVNE ČASOVNE RAZMEJITVE		1.299	0

3.2 Izkaz celotnega vseobsegajočega donosa

	V EUR	Pojasnilo	2015	2014
1.	Čisti prihodki od prodaje		0	0
2.	Sprememba vrednosti zalog proizvodov in nedokončane proizvodnje		0	0
3.	Usredstveni lastni proizvodi in storitve		0	0
4.	Drugi poslovni prihodki		165	
5.	Stroški blaga, materiala in storitev		170.687	82.765
	a. Nabavna vrednost prodanega blaga in materiala ter stroški porabljenega materiala		0	0
	b. Stroški storitev		170.687	82.765
6.	Stroški dela		0	0
7.	Odpisi vrednosti		0	0
8.	Drugi poslovni odhodki		0	0
9.	Finančni prihodki iz deležev		2.273.027	0
	a. Finančni prihodki iz deležev v družbah v skupini		2.273.027	0
10.	Finančni prihodki iz danih posojil		0	0
11.	Finančni prihodki iz poslovnih terjatev		0	0
12.	Finančni odhodki iz oslabitve in odpisov finančnih naložb		0	0
13.	Finančni odhodki iz finančnih obveznosti		1.285.480	0
	a. Finančni odhodki iz posojil, prejetih do družb v skupini		1.285.480	0
14.	Finančni odhodki iz poslovnih obveznosti		0	0
15.	Drugi prihodki		0	0
16.	Drugi odhodki		0	0
17.	Davek iz dobička		0	0
18.	Odloženi davki		0	0
19.	Čisti poslovni izid obračunskega obdobja		817.025	-82.765
20.	Izkaz celotnega vseobsegajočega donosa		817.025	-82.765

3.3 Izkaz denarnih tokov (II. različica)

	2015	2014
A. DENARNI TOKOVI PRI POSLOVANJU		
a) <i>Postavke iz izkaza poslovnega izida</i>	817.025	-82.765
Poslovni izid pred obdavčitvijo	817.025	-82.765
Davki iz dobička in drugi davki, ki niso zajeti v poslovnih odhodkih	0	0
b) <i>Prilagoditve za:</i>	-987.547	0
Amortizacijo	0	0
Prevrednotovalne poslovne prihodke	0	0
Prevrednotovalne poslovne odhodke	0	0
Finančne prihodke brez finančnih prihodkov iz pos. terjatev	-2.273.027	0
Finančne odhodke brez finančnih odhodkov iz posl. obveznosti	1.285.480	0
c) <i>spremembe čistih obratnih sredstev, posl. postavk bilance stanja</i>	141.761	82.765
Začetne manj končne poslovne terjatve	0	0
Začetne manj končne aktivne kratk.časovne razmejitev	0	0
Začetne manj končne odložene terjatve za davek	0	0
Začetne manj končne zaloge	0	0
Začetna manj končna sredstva (skupine za odtujitev) za prodajo	0	0
Končni manj začetni poslovni dolgovi	140.462	82.765
Končne manj začetne pasivne časovne razmejitev in rezervacije	1.299	0
Končne manj začetne odložene obveznosti za davek	0	0
č) Prebitek izdatkov pri poslovanju (a + b+c)	-28.761	0
B. DENARNI TOKOVI PRI NALOŽBENJU		
a) <i>Prejemki pri naložbenju</i>	2.473.027	0
Prejemki od dobljenih obresti in deležev v dobičku drugih, ki se nanašajo na naložbenje	2.273.027	0
Prejemki od odtujitve neopredmetenih sredstev	0	0
Prejemki od odtujitve opredmetenih osnovnih sredstev	0	0
Prejemki od odtujitve naložbenih nepremičnin	0	0
Prejemki od odtujitve dolgoročnih finančnih naložb	0	0
Prejemki od odtujitve kratkoročnih finančnih naložb	200.000	0
b) <i>Izdatki pri naložbenju</i>	-67.152.947	-200.000
Izdatki za pridobitev neopredmetenih sredstev	0	0
Izdatki za pridobitev opredmetenih osnovnih sredstev	0	0
Izdatki za pridobitev naložbenih nepremičnin	0	0
Izdatki za pridobitev dolgoročnih finančnih naložb	0	0
Izdatki za pridobitev kratkoročnih finančnih naložb	-67.152.947	-200.000
c) Prebitek prejemkov pri naložbenju (a + b)	-64.679.920	-200.000
C. DENARNI TOKOVI PRI FINANCIRANJU		
a) <i>Prejemki pri financiranju</i>	68.790.623	200.000
Prejemki od vplačanega kapitala	0	200.000
Prejemki od povečanja dolgoročnih finančnih obveznosti	0	0
Prejemki od povečanja kratkoročnih finančnih obveznosti	68.790.623	0
b) <i>Izdatki pri financiranju</i>	-3.957.081	0
Izdatki za dane obresti, ki se nanašajo na financiranje	-933.595	0
Izdatki za odplačila dolgoročnih finančnih obveznosti	0	0
Izdatki za odplačila kratkoročnih finančnih obveznosti	-3.023.486	0
Izdatki za izplačila dividend in drugih deležev v dobičku	0	0
c) Prebitek prejemkov pri financiranju (a + b)	64.833.542	200.000
Č. KONČNO STANJE DENARNIH SREDSTEV	124.861	0
x) Denarni izid v obdobju (seštevek prebitkov Ac, Bc in Cc)	124.861	0
y) Začetno stanje denarnih sredstev	0	0

3.4 Izkaz gibanja kapitala 2015

	Vpoklicani osnovni kapital	Kapitalske rezerve	Rezerve iz dobička - zakonske	Rezerve iz dobička - statutarne	Druge rezerve iz dobička	Presežek iz prevrednotenja	Preneseni čisti poslovni izid	Čisti poslovni izid poslovnega leta	Skupaj kapital
A. Stanje 31.12.2014	200.000	0	0	0	0	0	0	-82.765	117.235
B.1. Spremembe lastniškega kapitala - transakcija z lastniki	0	0	0	0	0	0	0	0	0
a) Izplačilo dividend	0	0	0	0	0	0	0	0	0
B2. Celotni vseobsegajoči donos	0	0	0	0	0	0	0	817.025	817.025
a) Vnos čistega poslovnega izida poslovnega leta	0	0	0	0	0	0	0	817.025	817.025
B.3. Spremembe v kapitalu	0	0	36.713	0	0	0	0	-36.713	0
a) Razporeditev poslovnega izida preteklega leta	0	0	0	0	0	0	-82.765	82.765	0
b) Pokrivanje izgube po sklepu uprave	0	0	0	0	0	0	82.765	-82.765	0
c) oblikovanje zakonskih rezerv	0	0	36.713	0	0	0	0	-36.713	0
D. Stanje 31.12.2015	200.000	0	36.713	0	0	0	0	697.547	934.260

3.5 Izkaz gibanja kapitala 2014

	Vpoklicani osnovni kapital	Kapitalske rezerve	Rezerve iz dobička - zakonske	Rezerve iz dobička - statutarne	Druge rezerve iz dobička	Presežek iz prevrednotenja	Preneseni čisti poslovni izid	Čisti poslovni izid poslovnega leta	Skupaj kapital
A. Stanje 31.12.2014	0	0	0	0	0	0	0	0	0
B.1. Spremembe lastniškega kapitala - transakcija z lastniki	200.000	0	0	0	0	0	0	0	0
a) Vplačilo osnovnega kapitala	200.000	0	0	0	0	0	0	0	0
B2. Celotni vseobsegajoči donos	0	0	0	0	0	0	0	-82.765	-82.765
a) Vnos čistega poslovnega izida poslovnega leta	0	0	0	0	0	0	0	-82.765	-82.765
B.3. Spremembe v kapitalu	0	0	0	0	0	0	0	0	0
a) Razporeditev poslovnega izida preteklega leta	0	0	0	0	0	0	0	0	0
b) Pokrivanje izgube po sklepu uprave	0		0	0	0	0	0	0	0
c) oblikovanje zakonskih rezerv	0	0	0	0	0	0	0	0	0
D. Stanje 31.12.2015	200.000	0	0	0	0	0	0	-82.765	117.235

3.6 Bilančni dobiček poslovnega leta

(v EUR)	31.12.2015	31.12.2014
Čisti dobiček/izguba poslovnega leta	817.025	(82.765)
Izguba iz prejšnjih let	(82.765)	-
Povečanje zakonskih rezerv iz dobička po sklepu organov vodenja in nadzora	(36.713)	-
Zmanjšanje (sprostitvev) drugih rezerv iz dobička	-	-
BILANČNI DOBIČEK na dan 31. decembra	697.547	(82.765)

Bilančni dobiček na dan 31.12.2015 je ugotovljen v višini 697.547 EUR.

Annex no. 03

**Interim financial data of Involved
Companies as at 31 March 2016**

Kofola ČeskoSlovensko a.s.*in '000 CZK*

ASSETS	31.3.2016	31.12.2015
Non-current assets	7,633,548	7,628,981
Investment in subsidiaries and associates	7,632,784	7,628,217
Deferred tax assets	764	764
Current assets	129,213	140,707
Trade and other receivables	700	1,373
Cash and cash equivalents	128,513	139,334
TOTAL ASSETS	7,762,761	7,769,688
LIABILITIES AND EQUITY	31.3.2016	31.12.2015
Share capital	2,229,500	2,229,500
Share premium and capital reorganisation reserve	5,494,517	5,494,517
Retained earnings	(13,933)	(12,277)
Total equity	7,710,084	7,711,740
Non-current liabilities	-	-
Current liabilities	52,677	57,948
Trade and other payables	12,677	17,948
Other financial liabilities	40,000	40,000
Total Liabilities	52,677	57,948
TOTAL LIABILITIES AND EQUITY	7,762,761	7,769,688

KOFOLA S.A.in '000 **PLN**

ASSETS	31.3.2016	31.12.2015
Non-current assets	791,797	788,301
Property, plant and equipment	268	268
Investment in subsidiaries and associates	705,604	705,604
Loans provided to related parties	82,769	81,835
Deferred tax assets	3,155	594
Current assets	57,410	44,282
Assets classified as held for sale		
Current assets excl. Assets classified as held for sale	57,410	44,282
Trade and other receivables	33,236	33,801
Financial receivables from dividends	15,733	-
Cash and cash equivalents	8,441	10,480
TOTAL ASSETS	849,207	832,583
LIABILITIES AND EQUITY	31.3.2016	31.12.2015
Share capital	26,160	26,160
Other reserves	725,389	731,610
Profit/(loss) for the period	14,966	(6,720)
Total equity	766,515	751,050
Non-current liabilities	73,096	70,349
Bonds issued	51,494	51,401
Other non-current liabilities	19,092	18,948
Deferred tax reserve	2,510	-
Current liabilities	9,596	11,183
Bonds issued	1,174	577
Trade and other payables	6,640	8,825
Other financial liabilities	1,782	1,782
Total Liabilities	82,692	81,533
TOTAL LIABILITIES AND EQUITY	849,207	832,583

Kofola d.o.o. (SI)

in ths. EUR	31.3.2016	31.12.2015
ASSETS	67,219	67,278
A. Non-current assets	0	0
B. Current assets	67,219	67,278
Short-term investments	67,153	67,153
1. Short-term investments, excluding loans	67,153	67,153
a.) Investment in subsidiaries and associates	67,153	67,153
V. Cash and cash equivalents	66	125
C. SHORT-TERM ACCRUALS AND PREPAID EXPENSES	0	0
EQUITY AND LIABILITIES	67,219	67,278
EQUITY	599	934
I. Share capital	200	200
1. Share capital	200	200
III. Profit reserves	37	37
1. Statutory reserves	37	37
V. Retained earnings	698	0
IV. Net profit for the year	-335	698
C. Long-term liabilities	0	0
Č Short-term liabilities	66,619	66,342
II Short-term financial liabilities	66,584	66,119
1. Short-term financial liabilities to group companies	66,584	66,119
III Current operating liabilities	35	223
1. Current operating liabilities to group companies	0	166
2. Short-term trade payables	35	58
D SHORT-TERM ACCRUALS AND DEFERRED INCOME	0	1

Kofola CS a.s.

as at 31 March 2016

(in thousands of CZK)

Ident. a	A S S E T S b	line c	31.3.2016	31.12.2015
			Net 3	Net 4
	TOTAL ASSETS (L.02+03+31+63)	001	3 481 129	3 538 579
B.	Fixed assets (L.04+13+23)	003	3 293 446	3 294 233
B.I.	Intangible fixed assets (L.05 to 12)	004	87 062	78 486
3.	Software	007	30 318	35 332
4.	Intellectual property rights	008	56 524	42 850
7.	Intangible fixed assets under construction	011	220	304
B.II.	Tangible fixed assets (L.14 to 22)	013	150 270	159 633
3.	Plant and equipment	016	29 395	32 519
6.	Other tangible fixed assets	019	2 876	3 015
7.	Tangible fixed assets under construction	020	496	412
9.	Adjustments to acquired fixed assets	022	117 503	123 687
B.III.	Long-term investments (L.24 to 30)	023	3 056 114	3 056 114
B.III.1.	Equity investments - subsidiaries	024	1 224 492	1 224 492
3.	Other long-term securities and ownership interests	026	11 363	11 363
4.	Loans - group undertakings, associated companies	027	1 817 519	1 817 519
7.	Advance payments for long-term investments	030	2 740	2 740
C.	Current assets (L.32+39+48+58)	031	164 778	227 203
C.II.	Long-term receivables (L.40 to 47)	039	80 052	54 401
7.	Other receivables	046	65 832	43 728
8.	Deferred tax asset	047	14 220	10 673
C.III.	Short-term receivables (L.49 to 57)	048	79 813	137 681
C.III.1.	Trade receivables	049	51 498	107 659
6.	Tax receivables	054	5 315	8 172
7.	Short-term advances paid	055	1 450	355
8.	Estimated receivables	056	14	112
9.	Other receivables	057	21 536	21 383
C.IV.	Short-term financial assets (L.59 to 62)	058	4 913	35 121
C.IV.1.	Cash	059	383	98
2.	Bank accounts	060	4 530	35 023
D.I.	Deferrals (L. 64+65+66)	063	22 905	17 143
D.I.1.	Prepaid expenses	064	9 537	10 413
3.	Accrued revenues	066	13 368	6 730

Kofola CS a.s.

Ident. a	LIABILITIES b	line c	31.3.2016 5	31.12.2015 6
	TOTAL LIABILITIES AND EQUITY (L.68+89+122)	067	3 481 129	3 538 579
A.	Equity (L.69+73+80+83+87+88)	068	917 817	1 040 025
A.I.	Registered capital (L.70+71+72)	069	184 000	184 000
A.I.1.	Registered capital	070	184 000	184 000
A.II.	Capital contributions (L.74 to 79)	073	659 587	659 587
2.	Other capital contributions	075	289 261	289 261
3.	Revaluation of assets and liabilities	076	370 326	370 326
A.III.	Funds from profit (L.81+82)	080	294	
2.	Statutory and other funds	082	294	
A.IV.	Retained earnings (L.84+85+86)	083	96 138	3 401
A.IV.1.	Retained profits	084	96 138	3 401
A.V.1	Profit (loss) for the current period (+/-)	087	- 22 202	193 037
B.	Liabilities (L.90+95+106+118)	089	2 563 312	2 498 554
B.I.	Provisions (L.91 to 94)	090	21 090	43 606
4.	Other provisions	094	21 090	43 606
B.II.	Long-term liabilities (L.96 to 105)	095	240 971	232 809
2.	Liabilities - group undertakings	097	31 838	31 838
4.	Liabilities to shareholders/members	099	193 180	193 180
9.	Other payables	104	15 953	7 791
B.III.	Short-term liabilities (L.107 to 117)	106	502 985	397 437
B.III.1.	Trade payables	107	18 615	49 036
2.	Liabilities - group undertakings	108	113 243	110 256
4.	Liabilities to shareholders/members	110	320 020	220 192
5.	Payables to employees	111	22 905	8 396
6.	Payables to social security and health insurance	112	12 639	3 262
7.	Tax liabilities and subsidies	113	7 017	1 838
10.	Estimated payables	116	8 270	4 203
11.	Other payables	117	276	254
B.IV.	Bank loans and overdrafts (L.119 to 121)	118	1 798 266	1 824 702
B.IV.1.	Long-term bank loans	119	721 514	751 340
2.	Short-term bank loans	120	1 076 752	1 073 362

Pinelli spol. s r.o.

as at 31 March 2016

(in thousands of CZK)

Ident. a	A S S E T S b	line c	31.3.2016	31.12.2015
			Net 3	Net 4
	TOTAL ASSETS (L.02+03+31+63)	001	4 498	9 245
B.	Fixed assets (L.04+13+23)	003	1 119	1 171
B.I.	Intangible fixed assets (L.05 to 12)	004	1 119	1 171
4.	Intellectual property rights	008	1 026	1 078
7.	Intangible fixed assets under construction	011	93	93
C.	Current assets (L.32+39+48+58)	031	3 372	8 057
C.III.	Short-term receivables (L.49 to 57)	048	1 163	6 329
C.III.1.	Trade receivables	049	1 075	5 698
6.	Tax receivables	054	88	631
9.	Other receivables	057		
C.IV.	Short-term financial assets (L.59 to 62)	058	2 209	1 728
2.	Bank accounts	060	2 209	1 728
D.I.	Deferrals (L. 64+65+66)	063	7	17
D.I.1.	Prepaid expenses	064	7	17

Ident. a	L I A B I L I T I E S b	line c	31.3.2016	31.12.2015
			5	6
	TOTAL LIABILITIES AND EQUITY (L.68+89+122)	067	4 498	9 245
A.	Equity (L.69+73+80+83+87+88)	068	- 3	- 536
A.I.	Registered capital (L.70+71+72)	069	1 002	1 002
A.I.1.	Registered capital	070	1 002	1 002
A.IV.	Retained earnings (L.84+85+86)	083	- 1 538	615
A.IV.1.	Retained profits	084	615	615
2.	Accumulated losses	085	- 2 153	
A.V.1	Profit (loss) for the current period (+/-)	087	533	- 2 153
B.	Liabilities (L.90+95+106+118)	089	4 501	9 781
B.III.	Short-term liabilities (L.107 to 117)	106	4 501	9 781
B.III.1.	Trade payables	107	4 447	9 781
7.	Tax liabilities and subsidies	113	54	

Annex no. 04

Draft Terms

COMMON DRAFT TERMS OF CROSS-BORDER MERGER BY ACQUISITION

dated 18 April 2016

Kofola ČeskoSlovensko a.s.
as Successor Company

Kofola CS a.s.
as Dissolving Company 1

PINELLI spol. s r.o.
as Dissolving Company 2

Kofola S.A.
as Dissolving Company 3

KOFOLA, holdinška družba d.o.o.
as Dissolving Company 4

BAKER & MCKENZIE

Baker & McKenzie s.r.o., advokátní kancelář

IČ: 25642910

DIČ: CZ25642910

Praha City Center

Klimentská 46

110 02 Praha 1

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COMMON DRAFT TERMS OF CROSS-BORDER MERGER BY ACQUISITION

1. INTRODUCTORY PROVISIONS; INVOLVED COMPANIES

- 1.1 The Board of Directors of the Successor Company (as defined in para. 1.2 below), the Board of Directors of the Dissolving Company 1 (as defined in para. 1.2 below), the Executives of the Dissolving Company 2 (as defined in para. 1.2 below), the Management Board of the Dissolving Company 3 (as defined in para. 1.2 below) and the Managing Director of the Dissolving Company 4 (as defined in para. 1.2 below) jointly prepared in accordance with the provisions of the Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies and the respective domestic provisions of the Involved Companies (as defined in para. 1.2 below), i.e. the provisions on cross-border merger under the laws of the Czech Republic (more specifically relevant provisions of the Act No. 125/2008 Coll., on Mergers of Business Companies and Co-Operatives, as amended (the "**Czech Merger Act**")), the provisions on cross-border merger under the laws of Poland (more specifically articles 516¹ - 516¹⁹ of the Polish Commercial Companies Code dated 15 September 2000, as amended (the "**Polish Companies Act**")), and the provisions on cross-border merger under the laws of Slovenia (more specifically the Companies Act, Official Gazette of the Republic of Slovenia, no 42/06, as amended (the "**Slovene Companies Act**")) these Common Draft Terms of Cross-Border Merger by Acquisition, on the basis of which the Dissolving Company 1, the Dissolving Company 2, the Dissolving Company 3 and the Dissolving Company 4 will be dissolved without conducting their liquidations and their all assets and liabilities will be transferred to the already existing Successor Company under the universal succession (the "**Project**", and the cross-border merger according to this Project as the "**Merger**").
- 1.2 The companies involved in the Merger, their business names, legal forms, registered offices and identification (registration) numbers are as follows:
- (a) **Kofola ČeskoSlovensko a.s.**, a joint-stock company (in Czech: *akciová společnost*) existing under the laws of the Czech Republic, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Czech Republic, Identification No.: 242 61 980, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section B, Insert No.: 10735 (the "**Successor Company**"), as the successor company;
 - (b) **Kofola CS a.s.**, a joint-stock company (in Czech: *akciová společnost*) existing under the laws of the Czech Republic, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Czech Republic, Identification No.: 276 63 001, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section B, Insert No.: 3109 (the "**Dissolving Company 1**"), as a dissolving company;
 - (c) **PINELLI spol. s r.o.**, a limited liability company (in Czech: *společnost s ručením omezeným*) existing under the laws of the Czech Republic, with its registered office at Za Drahou 165/1, Pod Bezručovým vrchem, 794 01 Krnov, Czech Republic, Identification No.: 498 11 908, registered in the Commercial Register maintained by the Regional Court in Ostrava, Section C, Insert No.: 37942 (the "**Dissolving Company 2**"), as a dissolving company;
 - (d) **Kofola S.A.**, a joint stock company (in Polish: *spółka akcyjna*) existing under the laws of Poland, with its registered office at ul. Wschodnia 5, 99-300 Kutno, Poland, registered in the register of the entrepreneurs of the National

Court Register maintained by the District Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register, under KRS No.: 0000134518, holding REGON No.: 012771739 (the "**Dissolving Company 3**"), as a dissolving company; and

- (e) **KOFOLA, holdinška družba d.o.o.**, a limited liability company (in Slovenian: *družba z omejeno odgovornostjo*) existing under the laws of Slovenia, with its registered office at Boračeva 37, 9252 Radenci, Slovenia, Identification No.: 6744605000, registered in the Commercial Register maintained by the District court in Ljubljana, Slovenia and Agency of the Republic of Slovenia for Public Legal Records and Related Services under no. 2014/55764 (the "**Dissolving Company 4**"), as a dissolving company.

The Successor Company, Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 may be hereinafter jointly referred to as the "**Involved Companies**", and each individually as an "**Involved Company**".

The Successor Company, Dissolving Company 1 and Dissolving Company 2 may be hereinafter jointly referred to as the "**Czech Involved Companies**".

The Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 may be hereinafter jointly referred to as the "**Dissolving Companies**", and each individually as a "**Dissolving Company**".

- 1.3 As of the date of this Project, the registered capital of the Successor Company is CZK 2,229,500,000, which has been fully paid up and which is divided into 22,295,000 pieces of ordinary registered book-entry shares with a nominal value of CZK 100 each. As of the date of this Project, the Successor Company has more shareholders.
- 1.4 As of the date of this Project, the registered capital of the Dissolving Company 1 is CZK 184,000,000, which has been fully paid up and which is divided into (a) 1,500 pieces of ordinary registered certificated shares with a nominal value of CZK 2,000 each, and (b) 181 pieces of ordinary registered certificated shares with a nominal value of CZK 1,000,000 each. As of the date of this Project, the Dissolving Company 1 has the following sole shareholder:
- the Dissolving Company 3.
- 1.5 As of the date of this Project, the registered capital of the Dissolving Company 2 is CZK 1,002,000, which has been fully paid up. As of the date of this Project, the Dissolving Company 2 has the following sole participant having a 100% participation interest, which is not represented by a participation certificate and which corresponds to a contribution into the registered capital of the Dissolving Company 2 in the amount of CZK 1,002,000:
- the Successor Company.
- 1.6 As of the date of this Project, the registered capital of the Dissolving Company 3 is PLN 26,159,806.00, which has been fully paid up and which is divided into 26,159,806 shares with a nominal value of PLN 1.00 each, i.e. (a) 434,884 pieces of ordinary bearer shares of A class with a nominal value of PLN 1.00 each, (b) 100,000 pieces of ordinary shares of B class with a nominal value of PLN 1.00 each, (c) 82,856 pieces of ordinary shares of C class with a nominal value of PLN 1.00 each, (d) 9,458,040 pieces of ordinary shares of D class with a nominal value of PLN 1.00 each, (e) 3,000,000 pieces of ordinary shares of E class with a nominal value of PLN 1.00 each, (f) 13,083,342 pieces of ordinary shares of F class with a nominal value of PLN 1.00 each, (g) 684 pieces of ordinary shares of G class with a nominal value of PLN 1.00 each. As of the date of this Project, the Dissolving Company 3 has the following sole shareholder:

- the Successor Company.
- 1.7 As of the date of this Project, the registered capital of the Dissolving Company 4 is EUR 200,000, which has been fully paid up. As of the date of this Project, the Dissolving Company 4 has the following sole participant having a 100% participation interest corresponding to a contribution into the registered capital of the Dissolving Company 4 in the amount of EUR 200,000:
- the Dissolving Company 1.
- 1.8 As of the date of this Project, the shares of the Successor Company are subject to trading on a regulated market in the Czech Republic (a market maintained by *Burza cenných papírů Praha, a.s.*) and on a regulated market in Poland (a market maintained by *Giełda Papierów Wartościowych w Warszawie SA*), and the shares or participation interests of the other Involved Companies are not subject to trading on a regulated market. The Merger does not purport to impact trading of the shares of the Successor Company on the said regulated markets.
- 2. VALUATION OF ASSETS AND LIABILITIES; WAIVER OF RIGHTS; EXPERT REPORTS ON MERGER; MERGER REPORTS**
- 2.1 Given the fact that the registered capital of the Successor Company will not be increased by the assets and liabilities of the Dissolving Companies as a result of the Merger, the Dissolving Companies are not obligated to have their assets and liabilities valued by an expert in accordance with Section 73 (1) of the Czech Merger Act.
- 2.2 The Dissolving Company 3, as the sole shareholder of the Dissolving Company 1, waived the following rights, in the manner as set forth in Section 9 of the Czech Merger Act, before execution of this Project:
- (a) a right to even up, if such will be established, according to Section 7 letter a) of the Czech Merger Act;
 - (b) a right to exchange its shares, if such will be established, according to Section 7 letter b) of the Czech Merger Act;
 - (c) a right to compensation, if such will be established, according to Section 7 letter c) of the Czech Merger Act;
 - (d) a right to file a petition for determination of invalidity of this Project and a petition for declaration of invalidity of a resolution by the General Meeting (sole shareholder or sole participant) of any of the Involved Companies, by which the Merger will be approved, according to Section 7 letter e) of the Czech Merger Act; and
 - (e) other rights, including those that will occur in the future, to their full extent permitted by the Czech Merger Act, according to Section 7 letter g) of the Czech Merger Act.
- 2.3 The Successor Company, as the sole participant of the Dissolving Company 2, waived the following rights, in the manner as set forth in Section 9 of the Czech Merger Act, before execution of this Project:
- (a) a right to even up, if such will be established, according to Section 7 letter a) of the Czech Merger Act;

- (b) a right to exchange its shares, if such will be established, according to Section 7 letter b) of the Czech Merger Act;
- (c) a right to compensation, if such will be established, according to Section 7 letter c) of the Czech Merger Act;
- (d) a right to file a petition for determination of invalidity of this Project and a petition for declaration of invalidity of a resolution by the General Meeting (sole shareholder or sole participant) of any of the Involved Companies, by which the Merger will be approved, according to Section 7 letter e) of the Czech Merger Act;
- (e) a right to be sent any documents within the Merger according to Section 7 letter f) of the Czech Merger Act; and
- (f) other rights, including those that will occur in the future, to their full extent permitted by the Czech Merger Act, according to Section 7 letter g) of the Czech Merger Act.

2.4 The Successor Company, as the sole shareholder of the Dissolving Company 3, waived the following rights, in the manner as set forth in Section 9 of the Czech Merger Act, before execution of this Project:

- (a) a right to even up, if such will be established, according to Section 7 letter a) of the Czech Merger Act;
- (b) a right to exchange its shares, if such will be established, according to Section 7 letter b) of the Czech Merger Act;
- (c) a right to compensation, if such will be established, according to Section 7 letter c) of the Czech Merger Act;
- (d) a right to file a petition for determination of invalidity of this Project and a petition for declaration of invalidity of a resolution by the General Meeting (sole shareholder or sole participant) of any of the Involved Companies, by which the Merger will be approved, according to Section 7 letter e) of the Czech Merger Act; and
- (e) other rights, including those that will occur in the future, to their full extent permitted by the Czech Merger Act, according to Section 7 letter g) of the Czech Merger Act.

2.5 The Dissolving Company 1, as the sole participant of the Dissolving Company 4, waived the following rights, in the manner as set forth in Section 9 of the Czech Merger Act, before execution of this Project:

- (a) a right to even up, if such will be established, according to Section 7 letter a) of the Czech Merger Act;
- (b) a right to exchange its shares, if such will be established, according to Section 7 letter b) of the Czech Merger Act;
- (c) a right to compensation, if such will be established, according to Section 7 letter c) of the Czech Merger Act;
- (d) a right to file a petition for determination of invalidity of this Project and a petition for declaration of invalidity of a resolution by the General Meeting (sole shareholder or sole participant) of any of the Involved Companies, by

which the Merger will be approved, according to Section 7 letter e) of the Czech Merger Act;

- (e) a right to be sent any documents within the Merger according to Section 7 letter f) of the Czech Merger Act; and
- (f) other rights, including those that will occur in the future, to their full extent permitted by the Czech Merger Act, according to Section 7 letter g) of the Czech Merger Act.

2.6 Given the fact that the Merger is a cross-border merger and that not all shareholders or participants of all Involved Companies have consented that an expert's report on this Project will not be prepared, this Project must be reviewed by an expert pursuant to Section 59q (2) of the Czech Merger Act, article 516⁶ of the Polish Companies Act and Article 622.d of the Slovene Companies Act.

2.6.1 Based upon a common petition of the Czech Involved Companies, the Regional Court in Ostrava upon its resolution no. 28 Nc 4009/2016 - 35 issued on 7 April 2016 appointed RSM TACOMA a.s., a joint-stock company (in Czech: *akciová společnost*) existing under the laws of the Czech Republic, with its registered office at Prague 8, Karolinská 661, Postal Code 18600, Czech Republic, Identification No.: 639 98 581, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert No.: 3439 (the "**Czech Expert**") as a common expert to review this Project and prepare a common expert's report on this Project for the shareholders/participants of the Czech Involved Companies.

2.6.2 District Court for Łódź-Śródmieście in Łódź is conducting a proceedings to appoint Mr. Marcin Kawka, the auditor expert (no. 11864) from RSM Poland Audyt S.A., a joint stock company (in Poland: *spółka akcyjna*) existing under the laws of Poland, with its registered office in Poznań, at ul. Droga Dębińska 3B, 61-555 Poznań, registered in the register of entrepreneurs of the National Court Register maintained by the District Court Poznań-Nowe Miasto I Wilda in Poznań, VIII Commercial Division of the National Court Register, under KRS No.: 0000240102, holding REGON No.: 300024853 (the "**Polish Expert**"), as an expert to review this Project and prepare an expert's report on this Project for the purpose of the Merger for the Dissolving Company 3. The Polish Expert will be appointed after this Project is executed.

2.6.3 Based upon a petition of the Dissolving Company 4, the District Court in Murska Sobota upon its resolution No. Ng 5/2016 issued on 7 April 2016 appointed AUDIT & CO, družba za revizijo in svetovanje d.o.o., a limited liability company (in Slovenian: *družba z omejeno odgovornostjo*) existing under the laws of the Republic of Slovenia, with its registered office at Lendavska ulica 18, Postal code 9000, Murska Sobota, Identification No.: 1932802000, registered in the Commercial Register maintained by the District Court in Murska Sobota, Insert No.: 069/10279700 (the "**Slovene Expert**") as an expert to review this Project and prepare an expert's report on this Project for the Dissolving Company 4.

2.7 Given the fact that the Merger is a cross-border merger within the meaning of the Czech Merger Act, the Polish Companies Act and the Slovene Companies Act, the respective corporate bodies of each of the Involved Companies shall prepare separate cross-border merger reports explaining the Merger, pursuant to Section 59p (1) of the Czech Merger Act, article 516⁵ of the Polish Companies Act and Article 622.c of the Slovene Companies Act.

3. FINANCIAL STATEMENTS FOR SETTING TERMS OF MERGER AND THEIR DATE; OPENING BALANCE SHEET; INTERIM FINANCIAL STATEMENTS

- 3.1 As of the date preceding the Decisive Date (as defined in Section 7 below), i.e. as of 31 December 2015, (i) the Successor Company prepared closing financial statements as annual financial statements in compliance with the International Financial Reporting Standards adopted by the European Union ("IFRS"), and (ii) the other Czech Involved Companies, i.e. the Dissolving Company 1 and the Dissolving Company 2, prepared closing financial statements as annual financial statements in compliance with the Act No. 563/1991 Coll., on Accounting, as amended, and the Decree No. 500/2002 Coll., implementing certain of the provisions of the Act No. 563/1991 Coll., on Accounting, as amended, for accounting units that are entrepreneurs accounting in double-entry accounting, and the related Czech Accounting Standards (the "**Czech Accounting Standards**"). The closing financial statements of the Czech Involved Companies are hereinafter referred to as the "**CZ Closing Financial Statements**".
- 3.2 As of the date preceding the Decisive Date (as defined in Section 7 below), i.e. as of 31 December 2015, the Dissolving Company 3 prepared its annual financial statement for financial year 2015 in compliance with provisions of the Polish Accounting Act dated 29 September 1994 as amended (the "**Polish Accounting Act**") (the "**PL Financial Statement**").
- 3.3 As of the date preceding the Decisive Date (as defined in Section 7 below), i.e. as of 31 December 2015, the Dissolving Company 4 prepared closing financial statements (the "**SL Closing Financial Statements**") as annual financial statements in compliance with the Slovene Companies Act and the related Slovenian Accounting Standards (the "**Slovenian Accounting Standards**").
- 3.4 As of the Decisive Date (as defined in Section 7 below), the Successor Company prepared an opening balance sheet (the "**Opening Balance Sheet**") in compliance with IFRS. The Notes to the Opening Balance Sheet describe how the Successor Company took over the items resulting from the CZ Closing Financial Statements, PL Financial Statement and SL Closing Financial Statements.
- 3.5 Each of the CZ Closing Financial Statements were audited without any reservation by PricewaterhouseCoopers Audit, s.r.o., a limited liability company (in Czech: *společnost s ručením omezeným*) existing under the laws of the Czech Republic, with its registered office at Hvězdova 1734/2c, Nusle, 140 00 Prague 4, Czech Republic, Identification No.: 407 65 521, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, Insert No.: 3637 ("**PricewaterhouseCoopers Audit, s.r.o.**").
- 3.6 The PL Financial Statement was audited without any reservation by PricewaterhouseCoopers sp. z o.o., a limited liability company (in Poland: *spółka z ograniczoną odpowiedzialnością*), existing under the laws of the Poland, registered in the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS no. 0000044655, holding REGON: 012500673.
- 3.7 The SL Closing Financial Statements of the Dissolving Company 4 were audited without any reservation by PricewaterhouseCoopers podjetje za revizijo in druge finančno računovodske storitve, d.o.o., a limited liability company (in Slovenian: *družba z omejeno odgovornostjo*) existing under the laws of Slovenia, with its registered office at Cesta v Kleče 15, 1000 Ljubljana, Slovenia, Identification No.: 5717159000, registered in the Commercial Register maintained by the District Court in Ljubljana, Insert No.: 12156800.
- 3.8 The Opening Balance Sheet of the Successor Company was audited without any reservation by PricewaterhouseCoopers Audit, s.r.o.

- 3.9 The CZ Closing Financial Statements of the Czech Involved Companies, the PL Financial Statement of the Dissolving Company 3 and SL Closing Financial Statements of the Dissolving Company 4, all dated as of 31 December 2015, are used for setting the terms of the Merger.
- 3.10 Since the CZ Closing Financial Statements are based on the data as of 31 December 2015, i.e., as of the date from which not more than 6 months lapsed until the date of this Project, no interim financial statements will be prepared for the Czech Involved Companies pursuant to Section 11 (2) of the Czech Merger Act.
- 3.11 Pursuant to article 516³ point 13 of the Polish Companies Act, the information on total assets and liabilities of all the Dissolving Companies have been prepared as of 31 March 2016, i.e. as at a certain day in the month preceding the submission of a petition to announce this Project under the Polish Companies Act. Pursuant to the unaudited balance sheets of each of the Dissolving Companies as of 31 March 2016, the total assets and liabilities of the Dissolving Companies in respective currency rounded to thousands are as follows:
- 3.11.1 the Dissolving Company 1:
- (a) the total assets amount to CZK 3,481,129,000 (rounded to thousands);
 - (b) the total liabilities amount to CZK 2,563,312,000 (rounded to thousands);
- 3.11.2 the Dissolving Company 2:
- (a) the total assets amount to CZK 4,498,000 (rounded to thousands);
 - (b) the total liabilities amount to CZK 4,501,000 (rounded to thousands);
- 3.11.3 the Dissolving Company 3:
- (a) the total assets amount to PLN 849,207,000 (rounded to thousands);
 - (b) the total liabilities amount to PLN 82,692,000 (rounded to thousands);
- 3.11.4 the Dissolving Company 4:
- (a) the total assets amount to EUR 67,219,000 (rounded to thousands);
 - (b) the total liabilities amount to EUR 66,619,000 (rounded to thousands).

The unaudited balance sheets of each of the Dissolving Companies as of 31 March 2016 have been prepared in accordance with the relevant laws and they constitute the Appendices 1 through 4 of this Project.

4. MANIFESTATION OF WILL TO MERGE INVOLVED COMPANIES; EFFECTIVE DATE OF MERGER

- 4.1 The Involved Companies hereby manifest their will that, under the conditions and in the manner as set forth in this Project, the Czech Merger Act, the Polish Companies Act and Section 6, chapter 2, division 4 of the Slovene Companies Act:
- (a) the Dissolving Companies will be dissolved;
 - (b) the assets and liabilities of the Dissolving Companies will pass to the Successor Company; and
 - (c) the Successor Company will enter into the legal position of the Dissolving Companies.

- 4.2 The Involved Companies hereby manifest their will that, under the conditions and in the manner as set forth in this Project, the Czech Merger Act, the Polish Companies Act and the Slovene Companies Act, the registered capital of the Successor Company will not be increased due to or in connection with the Merger.
- 4.3 According to Section 59k of the Czech Merger Act, article 516¹³ of the Polish Companies Act and Articles 622.c and 622.k of the Slovene Companies Act, the effective date of the Merger shall be governed by the laws of the country that will govern the Successor Company after the Merger occurs, i.e. by the laws of the Czech Republic.
- 4.4 Pursuant to the laws of the Czech Republic, the Merger shall take effect on the date of the registration of the Merger in the Commercial Register of the Czech Republic. To the extent permitted by relevant laws, legal effects of the Merger shall be deemed to occur at 00:00:01 a.m. (CET) on the date of the registration of the Merger in the Commercial Register of the Czech Republic.

5. EXCHANGE OF SHARES OR PARTICIPATION INTERESTS; INFORMATION ABOUT EFFECT OF MERGER ON SHARES IN SUCCESSOR COMPANY; PLEDGE OVER SHARES OR PARTICIPATION INTERESTS

- 5.1 Given the fact that
- (a) the Successor Company is the sole shareholder of the Dissolving Company 3;
 - (b) the Successor Company is the sole participant of the Dissolving Company 2;
 - (c) the Dissolving Company 1 is the sole participant of the Dissolving Company 4;
 - (d) the Dissolving Company 3 is the sole shareholder of the Dissolving Company 1; and
 - (e) the Dissolving Company 1, Dissolving Company 2, Dissolving Company 3 and Dissolving Company 4 will be dissolved as a result of the Merger,

the shares or participation interests in the Dissolving Companies are not subject to exchange for the shares in the Successor Company pursuant to Sections 134 and 155 (5) of the Czech Merger Act, article 516¹⁵ par. 1 of the Polish Companies Act, and Article 622.c (2), points 2, 3, 5 of the Slovene Companies Act. Hence, this Project does not stipulate any exchange rate for the shares or participation interests of the Dissolving Companies.

- 5.2 For the reasons stipulated in para. 5.1, this Project does not include the information connected to the exchange rate, namely information required by Section 70 (1) letter b), e), Section 88 (1), Section 100 (1) letter a), b) and e), and Section 155 (1) of the Czech Merger Act and by article 516³ points 2, 4, 5, 6 of the Polish Companies Act and Article 622.c (2), point 3 of the Slovene Companies Act.
- 5.3 For the reasons stipulated in para. 5.1 and because real value of the shares in the Successor Company will not be decreased as a result of the Merger pursuant to Section 70 (3) of the Czech Merger Act, no additional payment within the meaning of the Czech Merger Act will be made as a result of the Merger to the participants or shareholders of the Dissolving Companies and to the shareholders of the Successor Company.
- 5.4 The Merger will not result in change of number, type or form of shares of the Successor Company, neither the shares of the Successor Company will be transformed to certificated shares or immobilized shares. The Merger will not have any other effect on the shares in the Successor Company.
- 5.5 The Slovenian Commercial Register evidences a pledge over the 100% participation interest in the Dissolving Company 4 in favor of Česká spořitelna, a.s., a joint stock company (in

Czech: *akciová společnost*) existing under the laws of the Czech Republic, with its registered office at Prague 4, Olbrachtova 1929/62, Postal Code 14000, Czech Republic, Identification No.: 452 44 782, registered with the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert No.: 1171 (the "**Pledge**") as a security agent under the Pledge Agreement dated 6 May 2015 (the "**Pledge**"). On 13 April 2016, the Pledgee permitted in writing that the Pledge can be deleted from the Slovenian Commercial Register. The Dissolving Company 4 will take necessary steps so that the Pledge is deleted from the register without undue delay.

6. MANDATORY SHARE PURCHASE

- 6.1 As the shares in the Successor Company are not to be exchanged or affected within the meaning of Section 145 of the Czech Merger Act as a result of the Merger, the mandatory purchase of shares pursuant to the same Section of the Czech Merger Act is not applicable to the Merger, and hence this Project does not stipulate obligation of the Successor Company to purchase the shares.

7. DECISIVE DATE OF MERGER FOR ACCOUNTING PURPOSES

- 7.1 The decisive date of the Merger for the accounting purposes pursuant to Section 70 (1) letter c) of the Czech Merger Act is 1 January 2016 (the "**Decisive Date**"). From this date, transactions made by the Dissolving Companies shall be considered, from the accounting point of view, as made for account of the Successor Company.
- 7.2 Pursuant to the provisions of the Polish Accounting Act, the accounts books of the Dissolving Company 3 will be closed upon the date of registration of the Merger in the Commercial Register of the Czech Republic in accordance with para. 4.4 of this Project.

8. RIGHTS WHICH SUCCESSOR COMPANY WILL GRANT TO BOND HOLDERS OR HOLDERS OF (BOOK-ENTRY) PARTICIPATION SECURITIES WHICH ARE NOT SHARES, OR MEASURES WHICH ARE PROPOSED FOR THEM

- 8.1 As of the date of this Project, the Dissolving Company 3 has issued 110 pieces of bearer book-entry bonds with a nominal value of CZK 3,000,000 each, which are subject to trading on a regulated market in the Czech Republic (a market maintained by *Burza cenových papírů Praha, a.s.*) under ISIN No. CZ0000000351 (the "**Bonds**"). The rights of the holders of the Bonds will not be affected by the Merger; all obligations of the Dissolving Company 3 toward the holders of the Bonds will be taken over in the same exchange ratio by the Successor Company upon the registration of the Merger in Commercial Register of the Czech Republic. No specific rights will be granted or no specific measures will be proposed by the Successor Company toward the holders of the Bonds within the framework of the Merger.
- 8.2 Pursuant to the Act No. 190/2004 Coll., on Bonds, as amended (the "**Czech Bonds Act**"), the Dissolving Company 3 will convene a General Meeting of the holders of the Bonds to decide on the proposal of the Merger. All rights of the holders of the Bonds pursuant to the Czech Bonds Act, including the right to early redemption, will be guaranteed.
- 8.3 Except for the Bonds issued by the Dissolving Company 3, none of the Involved Companies has issued bonds or any book-entry or certificated securities entitling to participate in the Involved Companies or entitling to participate in profits that are not shares and interim certificates. For this reason, except for the information on the Bonds in para. 8.1 and 8.2 above, this Project does not contain information on any rights granted or measures proposed toward holders of bonds or any book-entry or certificated securities entitling to participate in the Involved Companies or entitling to participate in profits.

9. SPECIAL BENEFITS PROVIDED TO MEMBERS OF CORPORATE BODIES OF INVOLVED COMPANIES AND EXPERTS REVIEWING MERGER PROJECT

- 9.1 None of the Involved Companies provides any special benefits to members of their statutory bodies, supervisory boards, management boards, boards of trustees, to their supervisory directors or members of their other controlling bodies, if established.
- 9.2 None of the Involved Companies provides any special benefits to the experts reviewing this Project.

10. PROTECTION OF CREDITORS AND MINORITY SHAREHOLDERS

- 10.1 As of the date the Merger becomes legally effective, as referred to in para. 4.4 of this Project, the Successor Company shall acquire by way of the universal legal succession all of the rights and obligations of all the Dissolving Companies. As of the date the Merger becomes legally effective, the creditors of the Dissolving Companies shall become creditors of the Successor Company, thus the Merger shall not affect adversely the rights of the creditors of the Dissolving Companies, including the amount, terms and conditions, as well as circumstances of the claims.
- 10.2 Creditors of the Dissolving Company 3 may, within one month from the date of announcement of this Project under the Polish Companies Act, request that their claims be secured, if they make it plausible that their satisfaction is threatened by the Merger.
- 10.3 The Merger shall not affect adversely the rights of the creditors and the minority shareholders of the Successor Company.
- 10.4 The addresses, at which information on the conditions of execution of the rights of creditors of each of the Involved Companies may be obtained, are the same as the addresses of the registered offices of each Involved Company indicated in para. 1.2 of this Project.

11. CURRENT VERSION OF ARTICLES OF ASSOCIATION OF SUCCESSOR COMPANY

- 11.1 The current version of the Articles of Association of the Successor Company as of the date of this Project constitutes Appendix 5 of this Project.

12. PROBABLE IMPACTS OF MERGER ON EMPLOYMENT STATUS OF INVOLVED COMPANIES; INFORMATION ON PLANNED EMPLOYEE DISMISSAL

- 12.1 As of the date of this Project:
- (a) no employee council has been established in the Involved Companies; and
 - (b) no trade union is active in the Involved Companies.
- 12.2 Further to the Merger, rights and duties under labor-law relationships of all employees of the Dissolving Companies shall pass to the Successor Company. The Merger will not have any social consequences since all employees of the Dissolving Companies shall - under unchanged terms and conditions - become employees of the Successor Company.
- 12.3 In connection with the Merger, there is no expected negative impact of the Merger upon employees of the Dissolving Companies; in particular, there is no plan for employee dismissal.
- 12.4 All employees of the Involved Companies will be informed as due about the Merger and about their rights in relation to the Merger, and they will be allowed to become acquainted with this Project.

12.5 The social aspects of the Merger will, along with the legal and economic aspects, be explained in greater detail in the reports on the Merger prepared in line with the Czech Merger Act, the Polish Companies Act and the Slovene Companies Act.

13. DATA ON PROCEDURE TO DETERMINE INVOLVEMENT OF EMPLOYEES IN MATTERS OF SUCCESSOR COMPANY AND ITS CORPORATE GOVERNING BODIES

13.1 Given the fact that the employees' participation right in the corporate governing bodies has not been established in either of the Involved Companies and there is no plan to establish such a right in any of the Involved Companies before the registration of the Merger with the Czech Commercial Register, no right to employees' participation in the Successor Company's corporate governing bodies shall arise as a result of the Merger within the meaning of Section 214 (2) of the Czech Merger Act.

14. APPROVAL OF MERGER

14.1 Pursuant to the Czech Merger Act, the Merger will be approved by the General Meeting of the Successor Company, the sole shareholder of the Dissolving Company 1 and the sole participant of the Dissolving Company 2.

14.2 Pursuant to the Polish Companies Act, the Merger will be approved by the General Meeting of the Dissolving Company 3. Pursuant to the Statute of the Dissolving Company 3, the Merger will also be approved by the Supervisory Board of the Dissolving Company 3.

14.3 Pursuant to Slovene law, before the Merger may become legally effective, the Merger will be approved by the sole participant of the Dissolving Company 4.

15. REPRESENTATIONS

15.1 Each Involved Company represents that the Merger does not require consent by any authority pursuant to Section 15a of the Czech Merger Act and respective provisions of Polish and Slovenian law. In the event that any permits or licenses for activities to be performed by the Successor Company shall not pass from the Dissolving Companies to the Successor Company as a result of the Merger, the Successor Company will obtain such licenses and permits as required by the laws of the Czech Republic, Poland and Slovenia.

15.2 Each Involved Company represents that the resolution of its sole shareholder (participant) or General Meeting to approve the Merger will not be subject to any further approval.

15.3 Each Involved Company represents that it has not been dissolved, declared insolvent or granted a suspension of payments and it has not performed, and neither was performed by any third party, any actions or steps or commencement of proceeding against it in relation to its insolvency, bankruptcy, liquidation, moratorium, termination, extinction, mandatory administration or reorganization.

16. JOINT AND FINAL PROVISIONS

16.1 It is intended that after the Merger the Successor Company will continue with the activities of the Dissolving Companies. Each Involved Company agrees to perform (or procure performance of) all further acts and things, and execute (or procure execution of) such further documents as may be required by law or as may be reasonably required to implement and/or give effect to the transactions contemplated by this Project.

16.2 As a result of the Merger becoming effective, the Successor Company will have a permanent establishment in Slovenia.

- 16.3 If the Czech Merger Act requires that any of the Czech Involved Companies must make a certain document available for inspection at its registered office, such document will be available for eventual inspections on business days between 10.00 am and 3.00 pm (CET) during the statutory period of time.
- 16.4 This Project has been executed in ten (10) counterparts, each of the Involved Companies retains two (2) counterparts.
- 16.5 This Project has been executed in English language version. For the purpose of effectuation of the Merger in the Czech Republic, Poland and Slovenia, this Project will be translated into Polish, Czech and Slovenian languages.
- 16.6 Should any provision of this Project be or become invalid or ineffective, the invalidity or ineffectiveness of such provision will not result in the invalidity of this Project in its entirety or of its other provisions, if such invalid or ineffective provision may be severed from the remaining content of this Project. The Involved Companies undertake to replace such invalid or ineffective provision by a new valid and effective provision that will, in terms of its content, as closely as possible correspond to the substance and purpose of the original provision.
- 16.7 This Project has been prepared and approved jointly by the Board of Directors of the Successor Company, the Board of Directors of the Dissolving Company 1, the Executives of the Dissolving Company 2, the Management Board of the Dissolving Company 3 and the Managing Director of the Dissolving Company 4, and has been executed in recognition thereof.
- 16.8 This Project has been prepared with a view to comply with the requirements of the laws of the Czech Republic, laws of Poland and laws of Slovenia with respect to cross border legal mergers.

APPENDIX 1
BALANCE SHEET OF DISSOLVING COMPANY 1

Kofola CS a.s.

as at 31 March 2016

(in thousands of CZK)

Ident. a	ASSETS b	line c	31.3.2016	31.12.2015
			Net 3	Net 4
	TOTAL ASSETS (L.02+03+31+63)	001	3 481 129	3 538 579
B.	Fixed assets (L.04+13+23)	003	3 293 446	3 294 233
B.I.	Intangible fixed assets (L.05 to 12)	004	87 062	78 486
3.	Software	007	30 318	35 332
4.	Intellectual property rights	008	56 524	42 850
7.	Intangible fixed assets under construction	011	220	304
B.II.	Tangible fixed assets (L.14 to 22)	013	150 270	159 633
3.	Plant and equipment	016	29 395	32 519
6.	Other tangible fixed assets	019	2 876	3 015
7.	Tangible fixed assets under construction	020	496	412
9.	Adjustments to acquired fixed assets	022	117 503	123 687
B.III.	Long-term investments (L.24 to 30)	023	3 056 114	3 056 114
B.III.1.	Equity investments - subsidiaries	024	1 224 492	1 224 492
3.	Other long-term securities and ownership interests	026	11 363	11 363
4.	Loans - group undertakings, associated companies	027	1 817 519	1 817 519
7.	Advance payments for long-term investments	030	2 740	2 740
C.	Current assets (L.32+39+48+58)	031	164 778	227 203
C.II.	Long-term receivables (L.40 to 47)	039	80 052	54 401
7.	Other receivables	046	65 832	43 728
8.	Deferred tax asset	047	14 220	10 673
C.III.	Short-term receivables (L.49 to 57)	048	79 813	137 681
C.III.1.	Trade receivables	049	51 498	107 659
6.	Tax receivables	054	5 315	8 172
7.	Short-term advances paid	055	1 450	355

8.	Estimated receivables	056	14	112
9.	Other receivables	057	21 536	21 383
C.IV.	Short-term financial assets (L.59 to 62)	058	4 913	35 121
C.IV.1.	Cash	059	383	98
2.	Bank accounts	060	4 530	35 023
D.I.	Deferrals (L. 64+65+66)	063	22 905	17 143
D.I.1.	Prepaid expenses	064	9 537	10 413
3.	Accrued revenues	066	13 368	6 730

Ident. a	LIABILITIES b	line c	31.3.2016 5	31.12.2015 6
	TOTAL LIABILITIES AND EQUITY (L.68+89+122)	067	3 481 129	3 538 579
A.	Equity (L.69+73+80+83+87+88)	068	917 817	1 040 025
A.I.	Registered capital (L.70+71+72)	069	184 000	184 000
A.I.1.	Registered capital	070	184 000	184 000
A.II.	Capital contributions (L.74 to 79)	073	659 587	659 587
2.	Other capital contributions	075	289 261	289 261
3.	Revaluation of assets and liabilities	076	370 326	370 326
A.III.	Funds from profit (L.81+82)	080	294	
2.	Statutory and other funds	082	294	
A.IV.	Retained earnings (L.84+85+86)	083	96 138	3 401
A.IV.1.	Retained profits	084	96 138	3 401
A.V.1	Profit (loss) for the current period (+/-)	087	- 22 202	193 037
B.	Liabilities (L.90+95+106+118)	089	2 563 312	2 498 554
B.I.	Provisions (L.91 to 94)	090	21 090	43 606
4.	Other provisions	094	21 090	43 606
B.II.	Long-term liabilities (L.96 to 105)	095	240 971	232 809
2.	Liabilities - group undertakings	097	31 838	31 838
4.	Liabilities to shareholders/members	099	193 180	193 180
9.	Other payables	104	15 953	7 791
B.III.	Short-term liabilities (L.107 to 117)	106	502 985	397 437

B.III.1.	Trade payables	107	18 615	49 036
2.	Liabilities - group undertakings	108	113 243	110 256
4.	Liabilities to shareholders/members	110	320 020	220 192
5.	Payables to employees	111	22 905	8 396
6.	Payables to social security and health insurance	112	12 639	3 262
7.	Tax liabilities and subsidies	113	7 017	1 838
10.	Estimated payables	116	8 270	4 203
11.	Other payables	117	276	254
B.IV.	Bank loans and overdrafts (L.119 to 121)	118	1 798 266	1 824 702
B.IV.1.	Long-term bank loans	119	721 514	751 340
2.	Short-term bank loans	120	1 076 752	1 073 362

APPENDIX 2
BALANCE SHEET OF DISSOLVING COMPANY 2

Pinelli spol. s r.o.

as at 31 March 2016

(in thousands of CZK)

Ident. a	ASSETS b	line c	31.3.2016	31.12.2015
			Net 3	Net 4
	TOTAL ASSETS (L.02+03+31+63)	001	4 498	9 245
B.	Fixed assets (L.04+13+23)	003	1 119	1 171
B.I.	Intangible fixed assets (L.05 to 12)	004	1 119	1 171
4.	Intellectual property rights	008	1 026	1 078
7.	Intangible fixed assets under construction	011	93	93
C.	Current assets (L.32+39+48+58)	031	3 372	8 057
C.III.	Short-term receivables (L.49 to 57)	048	1 163	6 329
C.III.1.	Trade receivables	049	1 075	5 698
6.	Tax receivables	054	88	631
9.	Other receivables	057		
C.IV.	Short-term financial assets (L.59 to 62)	058	2 209	1 728
2.	Bank accounts	060	2 209	1 728
D.I.	Deferrals (L. 64+65+66)	063	7	17
D.I.1.	Prepaid expenses	064	7	17

Ident. a	LIABILITIES b	line c	31.3.2016	31.12.2015
			5	6
	TOTAL LIABILITIES AND EQUITY (L.68+89+122)	067	4 498	9 245
A.	Equity (L.69+73+80+83+87+88)	068	- 3	- 536
A.I.	Registered capital (L.70+71+72)	069	1 002	1 002
A.I.1.	Registered capital	070	1 002	1 002
A.IV.	Retained earnings (L.84+85+86)	083	- 1 538	615
A.IV.1.	Retained profits	084	615	615
2.	Accumulated losses	085	- 2 153	

A.V.1	Profit (loss) for the current period (+/-)	087	533	- 2 153
B.	Liabilities (L.90+95+106+118)	089	4 501	9 781
B.III.	Short-term liabilities (L.107 to 117)	106	4 501	9 781
B.III.1.	Trade payables	107	4 447	9 781
7.	Tax liabilities and subsidies	113	54	

APPENDIX 3
BALANCE SHEET OF DISSOLVING COMPANY 3

KOFOLA S.A.
in '000 PLN

ASSETS	31.3.2016	31.12.2015
Non-current assets	791 797	788 301
Property, plant and equipment	268	268
Investment in subsidiaries and associates	705 604	705 604
Loans provided to related parties	82 769	81 835
Deferred tax assets	3 155	594
Current assets	57 410	44 282
Assets classified as held for sale		
Current assets excl. Assets classified as held for sale	57 410	44 282
Trade and other receivables	33 236	33 801
Financial receivables from dividends	15 733	-
Cash and cash equivalents	8 441	10 480
TOTAL ASSETS	849 207	832 583

LIABILITIES AND EQUITY	31.3.2016	31.12.2015
Share capital	26 160	26 160
Other reserves	725 389	731 610
Profit/(loss) for the period	14 966	(6 720)
Total equity	766 515	751 050
Non-current liabilities	73 096	70 349
Bonds issued	51 494	51 401
Other non-current liabilities	19 092	18 948
Deferred tax reserve	2 510	-
Current liabilities	9 596	11 183
Bonds issued	1 174	577
Trade and other payables	6 640	8 825
Other financial liabilities	1 782	1 782
Total Liabilities	82 692	81 533
TOTAL LIABILITIES AND EQUITY	849 207	832 583

APPENDIX 4
BALANCE SHEET OF DISSOLVING COMPANY 4

Kofola d.o.o. (SI)

in ths. EUR	31.3.2016	31.12.2015
ASSETS	67 219	67 278
A. Non-current assets	0	0
B. Current assets	67 219	67 278
Short-term investments	67 153	67 153
1. Short-term investments, excluding loans	67 153	67 153
a.) Investment in subsidiaries and associates	67 153	67 153
V. Cash and cash equivalents	66	125
C. SHORT-TERM ACCRUALS AND PREPAID EXPENSES	0	0
EQUITY AND LIABILITIES	67 219	67 278
EQUITY	599	934
I. Share capital	200	200
1. Share capital	200	200
III. Profit reserves	37	37
1. Statutory reserves	37	37
V. Retained earnings	698	0
IV. Net profit for the year	-335	698
C. Long-term liabilities	0	0
Č Short-term liabilities	66 619	66 342
II Short-term financial liabilities	66 584	66 119
1. Short-term financial liabilities to group companies	66 584	66 119
III Current operating liabilities	35	223
1. Current operating liabilities to group companies	0	166
2. Short-term trade payables	35	58
D SHORT-TERM ACCRUALS AND DEFERRED INCOME	0	1

APPENDIX 5
CURRENT ARTICLES OF ASSOCIATION OF SUCCESSOR COMPANY

CONSOLIDATED VERSION OF ARTICLES OF ASSOCIATION

of

KOFOLA ČESKOSLOVENSKO A.S.

prepared according to the Articles of Association of Kofola ČeskoSlovensko a.s. drawn up in form of a notarial deed NZ 1040/2015, N 1083/2015 dated 15 September 2015, prepared on behalf of JUDr. Roman Bláha, a notary public in Havlíčkův Brod, and further reflecting:

- (i). *the resolution of the General Meeting of Kofola ČeskoSlovensko a.s. on the increase of the registered capital of Kofola ČeskoSlovensko a.s. by CZK 2,200,000,000, certified by a notarial deed no. NZ 1151/2015, N 1153/2015 dated 12 October 2015, drawn up on behalf of JUDr. Roman Bláha, a notary public in Havlíčkův Brod; and*
- (ii). *the resolution of the General Meeting of Kofola ČeskoSlovensko a.s. on the change of the Articles of Association of Kofola ČeskoSlovensko a.s., certified by a notarial deed no. NZ 1279/2015, N 1257/2015 dated 10 November 2015, drawn up on behalf of JUDr. Roman Bláha, a notary public in Havlíčkův Brod; and*
- (iii). *the resolution of the Board of Directors of Kofola ČeskoSlovensko a.s. on increase of the registered capital of Kofola ČeskoSlovensko a.s. by CZK 27,500,000, certified by a notarial deed no. NZ 1417/2015, N 1366/2015 dated 1 December 2015, drawn up by JUDr. Roman Bláha, a notary public in Havlíčkův Brod.*

* * *

1. ESTABLISHMENT AND INCORPORATION OF COMPANY

- 1.1 Kofola ČeskoSlovensko a.s. ("Kofola") was established by a Founding Deed dated August 1, 2012 incorporated into a notarial deed No. N 331/2012, NZ 281/2012 drawn up by JUDr. Dana Skružná, a notary public with her seat in Prague. Kofola was incorporated by a registration into the Czech Commercial Register on September 12, 2012.

2. BUSINESS NAME, REGISTERED SEAT AND WEBSITE

- 2.1 The business name of Kofola is: Kofola ČeskoSlovensko a.s.
- 2.2 The registered office of Kofola is located in Ostrava.
- 2.3 The website of Kofola for posting mandatory information and documents on the Internet is: www.firma.kofola.cz.

3. DURATION OF COMPANY

- 3.1 Kofola has been established for an indefinite period of time.

4. SCOPE OF BUSINESS AND ACTIVITY OF COMPANY

- 4.1 Kofola's scope of business (*předmět podnikání*) is as follows:

- (a) Production, trade and services not mentioned in the Annexes 1 through 3 of the Trade Licensing Act (*Výroba, obchod a služby neuvedené v přílohách 1 až 3 živnostenského zákona*);
- (b) Activity of accounting advisors, maintenance of accounting and maintenance of tax evidence (*Činnost účetních poradců, účetnictví, vedení daňové evidence*).

4.2 Kofola's scope of activity (*předmět činnosti*) is as follows:

- (a) Lease of real-estate, apartments and non-residential premises (*Pronájem nemovitostí, bytů a nebytových prostor*).

5. REGISTERED CAPITAL AND SHARES OF COMPANY

- 5.1 The registered capital of Kofola amounts to CZK 2,229,500,000 (in words: two billion two hundred twenty-nine million five hundred thousand Czech crowns).
- 5.2 The registered capital is divided into 22,295,000 (in words: twenty-two million two hundred ninety-five thousand) common registered shares (*kmenové akcie na jméno*), each of a face value of CZK 100 (in words: one hundred Czech crowns), issued as book-entry shares (*zaknihované akcie*) (the "Shares" or each individually a "Share").
- 5.3 The Shares are transferrable without any limitation.
- 5.4 Each Share carries one (1) vote. The total number of votes in Kofola is 22,295,000 (in words: twenty-two million two hundred ninety-five thousand) votes.
- 5.5 It is admitted, that in case of subscription or acquisition of shares of Kofola by its employees and by the employees of its subsidiaries, the employees of Kofola and the employees of its subsidiaries do not have to pay in full the issue price of such shares, or they may acquire the shares from Kofola under other preferential conditions, provided that a potential difference between the paid part of the issue price and the price, or between the issue price and the price will be covered by own funds of Kofola. The conditions of such acquisition of shares of Kofola shall be set by the Board of Directors. This clause shall apply *mutatis mutandis* to the employees of Kofola and the employees of its subsidiaries, who are retired.

6. GLOBAL SHARE

- 6.1 This Section applies only in case Kofola has issued certificated shares.
- 6.2 Global shares replacing individual replaceable shares can be issued to shareholders.
- 6.3 A shareholder owning more individual replaceable shares can at any time request Kofola to exchange these shares for one (1) or more global shares.
- 6.4 A shareholder owning a global share can at any time request Kofola to exchange this share:
 - (a) for individual replaceable shares; or
 - (b) for more global shares replacing the original global share in such a way that newly issued global shares replace those replaceable individual shares replaced by the original global share; or
 - (c) for individual replaceable shares and one (1) or more global shares by a combination of option (a) and (b).

6.5 Kofola must satisfy the request of a shareholder for exchange pursuant to Sections 6.3 and 6.4 without undue delay after receipt of the request, however not earlier than all shares determined to be exchanged are handed over to Kofola, and within 14 calendar days thereafter at the latest. Costs for the exchange and costs for the destroying of replaced (global) shares are borne by Kofola.

7. BONDS

7.1 Pursuant to a resolution of the General Meeting, Kofola may issue bonds which incorporate a right to exchange for shares of Kofola (i.e. convertible bonds) or a prior right to subscribe to new shares of Kofola (i.e. priority bonds).

8. LIST OF SHAREHOLDERS

8.1 Except for the following paragraph, shareholders of Kofola will be entered in a List of Shareholders kept by Kofola. The law stipulates requirements on the content of a List of Shareholders.

8.2 In so far as the Shares are issued as book-entry securities, the List of Shareholders is replaced by a book-entry securities register.

9. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

9.1 The law and these Articles of Association stipulate rights and obligations of a shareholder.

9.2 A shareholder has a right in particular to:

- (a) a share in profit or liquidation surplus if a profit or liquidation surplus is determined for distribution among shareholders;
- (b) participate and vote at a General Meeting; and
- (c) make proposals and counter-proposals to the matters involved in the agenda of a General Meeting.

9.3 A shareholder has also a right to request and receive clarification on the matters relating to Kofola or entities controlled by Kofola under the conditions set by the Act No. 90/2012 Coll., on Business Companies and Cooperatives (the Business Corporations Act) ("**Czech Companies Act**"). A Chairman of a General Meeting may reasonably limit a time in which a shareholder can present the request at a General Meeting.

9.4 No shareholder has a prior right to subscribe to new shares of Kofola which have not been subscribed by another shareholder of Kofola within the meaning of Sec. 484(2) of the Czech Companies Act.

9.5 A share in Kofola's profit and liquidation surplus can be paid not only in cash. The way in which payment of a share in Kofola's profit and liquidation surplus is to be made will be decided on by the General Meeting.

9.6 The decisive date to exercise a shareholder right to share in Kofola's profit corresponds to the decisive date to attend the General Meeting which resolved on the profit distribution.

9.7 The decisive date to attend a General Meeting is the seventh day preceding the date of holding of the General Meeting.

10. INTERNAL STRUCTURE SYSTEM OF COMPANY, COMPANY'S BODIES

10.1 Kofola chose a dualistic internal structure system.

10.2 Kofola's bodies are:

- (a) General Meeting;
- (b) Board of Directors;
- (c) Supervisory Board; and
- (d) Audit Committee.

10.3 In case Kofola has a sole shareholder, no General Meeting takes place and the sole shareholder will exercise the powers of the General Meeting. If the sole shareholder adopts a resolution while performing powers of the General Meeting, the sole shareholder must deliver such a resolution to the attention of Kofola; such a resolution is effective vis-à-vis Kofola as of the moment it is received by Kofola. Members of Kofola's bodies are obliged to present a proposal of resolutions to the sole shareholder in sufficient time advance. The sole shareholder may determine a deadline by which the proposal must be presented to the sole shareholder.

11. GENERAL MEETING

11.1 The General Meeting is the supreme body of Kofola.

11.2 The General Meeting is authorized to:

- (a) decide on changes of the Articles of Association, unless it is a change which occurred as a result of increase of the registered capital by the Board of Directors authorized by the General Meeting to do so or a change which occurred as a result of other legal facts;
- (b) adopt procedural rules of the General Meeting, if Kofola desires to provide more details on the course of a General Meeting of Kofola besides the rules stipulated by the law or these Articles of Association;
- (c) elect and recall members of the Supervisory Board and approve their agreement on performance of office including their remuneration;
- (d) appoint and recall a liquidator and approve its agreement on performance of office including its remuneration;
- (e) approve a transfer, lease or pledge of Kofola's enterprise or such a part thereof that would imply a significant change of the existing structure of the enterprise or a significant change of the scope of business or activity of Kofola,
- (f) decide on matters which are submitted by the Board of Directors to the General Meeting to be resolved by the General Meeting, provided that the General Meeting has a power to decide on such matters;
- (g) grant instructions to the Board of Directors and Supervisory Board and approve operating principles of the Board of Directors and the Supervisory Board, provided

that these are not contrary to law; the General Meeting may also prohibit a member of the Board of Directors and Supervisory Board to take certain actions, in case such a prohibition is in the interest of Kofola;

- (h) decide on distribution of profit, or of other own sources, or decide on settlement of loss;
 - (i) appoint Kofola's auditor; and
 - (j) decide on any other issues falling under the powers of the General Meeting by virtue of the Czech Companies Act or these Articles of Association.
- 11.3 A General Meeting is convened by the Board of Directors. The Czech Companies Act provides for the cases in which a General Meeting is convened by a member of the Board of Directors, by the Supervisory Board or by its member.
- 11.4 A General Meeting constitutes a quorum if the shareholders present at the General Meeting own shares with aggregate face value exceeding 50% (in words: fifty percent) of the registered capital. If a General Meeting does not constitute a quorum within one (1) hour from its anticipated opening, a substitute General Meeting with the same agenda will be convened by the Board of Directors without undue delay, if still necessary, in the manner prescribed by the Czech Companies Act and these Articles of Association. A substitute General Meeting can resolve without a necessity to constitute the quorum.
- 11.5 An invitation to a General Meeting must include the statutory information and in case of a proposal to amend the Articles of Association, also the content of the intended amendment should be cited in the invitation. Kofola will also enable to the shareholders a free access to the proposal of amendment of the Articles of Association at the registered office of Kofola and on its website.
- 11.6 If all shareholders agree, a General Meeting can take place also without fulfilling the requirements set for convocation of a General Meeting.
- 11.7 Making sound or visual recordings of a General Meeting is subject to a consent of a General Meeting.
- 11.8 Kofola must, for each agenda of a General Meeting, include a "Discussion" point and provide for the discussion enough space.
- 11.9 A General Meeting convened on request of qualified shareholders, as defined by the Czech Companies Act, may only be cancelled or its date changed upon the approval by the shareholders submitting the request. In all other cases, a General Meeting may be cancelled should any extraordinary obstacles to its holding (such as force majeure) occur or when holding a General Meeting would be obviously purposeless.

12. PARTICIPATION AT GENERAL MEETING

- 12.1 A venue, date and time of a General Meeting will be determined in a manner so as to ensure that a shareholder's right to attend a General Meeting is not unreasonably restricted. It is deemed that a General Meeting convened to begin and end between 9.00 a.m. (CET) and 6.00 p.m. (CET) on a business day at the registered office of Kofola, elsewhere in Ostrava or in Prague does not unreasonably restrict a shareholder's right to attend a General Meeting.
- 12.2 A shareholder can participate at a General Meeting either personally or through a proxy.

- 12.3 A shareholder who is an individual will submit his identification card or passport in order to prove his identity before being admitted to a General Meeting.
- 12.4 A shareholder that is a legal entity may participate at a General Meeting through a person authorized to represent such a shareholder (authorized person). In such a case, the authorized person will submit an original or a certified copy of a registry extract or another reliable document that will prove the existence of the shareholder and the authorization of the authorized person to represent the shareholder; these documents may not be older than three (3) months. If these documents are not issued in Czech or English language, an official translation of the documents or their necessary part into the Czech or English language must be attached. An authorized person will submit his identification card or passport in order to prove his identity before being admitted to a General Meeting.
- 12.5 If a shareholder is represented by a proxy, the proxy must, before being admitted to a General Meeting, submit a Power of Attorney in written form signed by the shareholder (if a shareholder is an individual) or signed by one or more authorized person(s) on behalf of the shareholder (if a shareholder is a legal entity) in each case with such signature being notarized. A proxy of a shareholder that is a legal entity must submit, along with the Power of Attorney, an original or a certified copy of a registry extract or another reliable document that will prove the existence of the shareholder and the authorization of the authorized person(s) who signed the Power of Attorney on behalf of the shareholder; these documents (except the Power of Attorney) may not be older than three (3) months. If these documents are not in Czech or English language, an official translation of the documents or their necessary part into the Czech or English language must be attached. The proxy will submit his identification card or passport in order to prove his identity before being admitted to a General Meeting.
- 12.6 Kofola may admit to a General Meeting a shareholder, its authorized representative or its proxy if there is no doubt about their identity and their power to represent the shareholder even if the documents to be submitted under the Sections 12.3 through 12.5 are not submitted in their entirety or with necessary signature notarization.
- 12.7 All present shareholders will be recorded in an attendance list (*seznam přítomných akcionářů*) that will contain information required by the Czech Companies Act. If a certain person is refused to be registered in the attendance list and admitted to a General Meeting, the refusal and its reasoning will be specified in the attendance list. The attendance list must be available in the meeting room until the closing of a General Meeting.
- 12.8 Members of the Board of Directors must participate at any General Meeting; they must be granted a right to take the floor whenever they ask. Members of the Supervisory Board or the Audit Committee must be admitted to a General Meeting whenever they ask. An auditor is entitled to participate at the relevant part of a General Meeting to acquaint General Meeting approving financial statements with its findings. Other persons can participate at a General Meeting subject to consent of the convener of a General Meeting or a Chairman of the General Meeting.

13. COURSE OF GENERAL MEETING

- 13.1 A General Meeting will be opened by a convener or by a person designated by a convener. If no such person is present at a General Meeting, a General Meeting will be opened by a Chairman of the Board of Directors or by a person designated by the Chairman of the Board of Directors, or in case of lack of such designation, by the oldest member of the Board of Directors present at a General Meeting. If no such person is present, a General Meeting will be opened by a Chairman of the Supervisory Board or by a person designated by the Chairman of the Supervisory Board. If none of the persons stipulated above can open the General Meeting,

the General Meeting will be opened by a shareholder owning shares with highest aggregate nominal value; if there are more such shareholders, the oldest of them (or the oldest person representing them) will open the General Meeting.

- 13.2 A person opening a General Meeting confirms correctness of the convocation of a General Meeting and its quorum and present its agenda. Thereafter, he proposes candidates for position of (i) a Chairman of a General Meeting, (ii) a minute taker, (iii) a minute verifier, and (iv) a scrutiniser(s).
- 13.3 A Chairman of a General Meeting arranges for a due course of a General Meeting, including arranging for order of voting, ensuring its proper course, declare the General Meeting to be closed, resolve doubts concerning the procedure and manage work of the staff procuring the course of a General Meeting.
- 13.4 A Chairman of a General Meeting may not resign from his position without a significant reason.
- 13.5 After a Chairman of a General Meeting takes up his position, he will open each agenda item according to the order mentioned in the invitation. The Chairman will call on a person who suggested a proposal to present the proposal and then will call on a person who suggested a counter-proposal to present the counter-proposal. Each shareholder suggesting a motion (i.e. a proposal or counter-proposal) will have reasonable time for presentation of his motion determined by the Chairman.
- 13.6 After the proposals (or counter-proposals) for a particular agenda item are presented, the Chairman announces what proposals or counter-proposals have been submitted and determines the order of voting.
- 13.7 Prior to the voting, the Chairman asks if there are any objections to the motions, and the General Meeting will listen to these objections, if any.
- 13.8 After the voting, the Chairman declares the outcome of the voting.
- 13.9 A General Meeting may decide that some matters included in the agenda of a General Meeting will be (i) postponed on a subsequent General Meeting or (ii) not discussed at all. Such decision can be adopted only for significant reasons and must be justified. Such decision cannot be adopted in case the relevant General Meeting has been convened on request of a qualified shareholder (unless such qualified shareholder consents to such decision).
- 13.10 A minute taker prepares minutes from a General Meeting. Minimal contents of the minutes is stipulated by law.

14. VOTING AT GENERAL MEETING

- 14.1 Shareholders vote by raising a voting card indicating the number of votes pertaining to the respective shareholder.
- 14.2 It is permitted to vote at a General Meeting with use of technical means through a direct two-way remote transmission based on sound or image two-way communication tool that will enable verification of the identity of a person entitled to perform the voting right and recognize the shares with the performed voting right (such as a phone or a videoconference).
- 14.3 Shareholders may also cast votes by correspondence voting. In such a case, shareholders cast their votes in writing at least one (1) business day before a General Meeting is opened. Those shareholders who vote by correspondence voting are deemed present at the General Meeting

but only for the purposes of voting for those agenda items for which they have casted votes by correspondence.

- 14.4 A correspondence voting must include:
- (a) name, surname, date of birth and residence address of a shareholder (if a shareholder is an individual) or a representative of a shareholder;
 - (b) business name, registered seat and identification (registration) number of a shareholder (if a shareholder is a legal person);
 - (c) agenda item to which the voting relates;
 - (d) number and face value of shares of a shareholder with which the shareholder performs the voting;
 - (e) information whether a shareholder votes for, against or whether the shareholder abstains from voting; and
 - (f) notarized signature of a person who signs a correspondence voting; if a correspondence voting is signed by a proxy, the proxy must attach a Power of Attorney signed by the shareholder (if a shareholder is an individual) or signed by an authorized person on behalf of the shareholder (if a shareholder is a legal entity). Signatures on the Power of Attorney must be notarized.
- 14.5 In case a shareholder who is a legal entity performs the correspondence voting, a correspondence voting must be accompanied by an original or certified copy of a registry extract or another reliable document that will prove the existence of the shareholder and the authorization of the authorized person(s) to sign the correspondence voting on behalf of the shareholder or to sign the Power of Attorney based on which a proxy signed the correspondence voting. If these documents are not in Czech or English language, an official translation of the documents or a necessary part thereof into Czech or English language must be attached. These documents (except the Power of Attorney) may not be older than three (3) months. Signatures on the Power of Attorney must be notarized.
- 14.6 Kofola may admit a correspondence voting without the documents under the Section 14.5 being submitted in their entirety or with necessary notarization if there is no doubt about the identity of such voting shareholder and the shareholder's power to cast the votes.
- 14.7 A correspondence voting that has been received by Kofola cannot be changed or cancelled. If the shareholder who cast corresponding votes will be also present at the General Meeting, correspondence voting is disregarded.

15. BOARD OF DIRECTORS

- 15.1 The Board of Directors is a statutory body of Kofola.
- 15.2 The Board of Directors is in particular authorized and obliged to:
- (a) manage Kofola's business;
 - (b) ensure that Kofola's books are properly kept;
 - (c) submit ordinary, extraordinary, consolidated and, where appropriate, interim financial statements to the General Meeting;

- (d) submit a proposal on profit distribution or coverage of loss to the General Meeting; and
 - (e) take other actions required by the Czech Companies Act, other laws and these Articles of Association.
- 15.3 Notwithstanding other matters falling within the competence of the Board of Directors, the following matters shall require the adoption of a resolution by the Board of Directors:
- (a) approving the draft consolidated economic and financial plan (the "budget") that will be presented to the Supervisory Board for approval,
 - (b) unless the same matter falls within the competence of the Supervisory Board pursuant Sec. 16.2(h), approving subscription, acquisition or disposal of shares in other entities and approving joining a company or partnership under commercial law or a civil-law by Kofola or any of its subsidiaries,
 - (c) unless the same matter falls within the competence of the Supervisory Board pursuant to Sec. 16.2(i), approving a registered capital increase, sale of enterprise or an organized part of enterprise, a demerger, merger or other transformations of Kofola or any of its subsidiary,
 - (d) unless the same matter falls within the competence of the Supervisory Board pursuant to Sec. 16.2(m), approving acquisition or other disposal by Kofola or its subsidiary of real property whose values exceeds the amount of EUR 5,000,000 or its equivalent, of a perpetual usufruct right or an interest in such a real property,
 - (e) unless the same matter falls within the competence of the Supervisory Board pursuant to Sec. 16.2(j) or 16.2(o), approving the assumption of a liability or the disposal of assets by Kofola or any its subsidiary in a transaction other than executed in the ordinary course of business of the Kofola or any Kofola's subsidiary, where such transaction has not been provided for in the budget of Kofola or any its subsidiary and its value - based on one or more related legal transactions - exceeds the amount of EUR 250,000 or its equivalent,
 - (f) proposing the liquidation of any Kofola's subsidiary,
 - (g) defining the terms and conditions of remuneration of the management boards and supervisory boards members of Kofola's subsidiaries,
 - (h) proposing amendments of the articles of association and approving the rules of procedure for supervisory and management boards of Kofola's subsidiaries,
 - (i) unless the same matter falls within the competence of the Supervisory Board pursuant to Sec. 16.2 (l), issuing sureties by Kofola or its subsidiaries or creating security on the assets of Kofola or its subsidiaries, with a view to secure performance of obligations/discharge of liabilities by entities other than Kofola's subsidiaries.
- 15.4 The Board of Directors must present a consolidated economic and financial plan (budget) for a following fiscal year of Kofola to the Supervisory Board no later than two months prior to the beginning of the following fiscal year of Kofola. If the Supervisory Board does not approve the budget, the Board of Directors will conduct activities based on the most recent approved annual budget. The Board of Directors is obliged to prepare and present to the Supervisory Board monthly reports on the performance of Kofola's consolidated budget within twenty (20) days from the end of each month.

- 15.5 The Board of Directors has six (6) members who are elected and recalled by the Supervisory Board.
- 15.6 The Board of Directors – by the way of resolution of the Board of Directors adopted upon prior approval granted by the Supervisory Board – shall itself determine functions that particular members of the Board of Directors shall serve within the Board of Directors, with reservation that the Board of Directors shall always include Chairman of the Board of Directors (Chief Executive Officer) and Chief Financial Officer.
- 15.7 The term of a member of the Board of Directors is five (5) years. Reappointment is possible.
- 15.8 In case a legal entity is a member of the Board of Directors and is wound up, its legal successor does not become a member of the Board of Directors.
- 15.9 A member of the Board of Directors is, in compliance with Sec. 438 of the Act No. 89/2012 Coll., the Civil Code, authorized to entrust another person to represent Kofola in certain matters.
- 15.10 The Board of Directors grants or revokes a general proxy (*prokura*). Approval of the grant or revocation by the General Meeting is not required.
- 15.11 Meetings of the Board of Directors are convened as the need arises. The meetings are held at Kofola's registered office or at another venue upon consent of all the Board of Directors members.
- 15.12 The Board of Directors constitutes a quorum if a majority of its members is present or otherwise takes part in a meeting. It takes a decision by a majority of votes of present or otherwise participating members.
- 15.13 The Board of Directors elects and recalls from its members a chairman of the Board of Directors whose vote is decisive in case of equality of votes.
- 15.14 A meeting of the Board of Directors is convened by a written or electronic invitation, stating the place, date, time of the meeting and its agenda. The invitation must be delivered to the members at least two (2) business days prior to the meeting, together with the materials that should be discussed by the Board of Directors. If there is a risk of delay, this deadline may be shortened to a necessary extent.
- 15.15 If the Supervisory Board removes from office any member or members of the Board of Directors as a result of which the number of the Board of Directors members falls below five, the Supervisory Board must appoint on the same meeting new members of the Board of Directors in such a number which will guarantee the maintenance of the composition of the Board of Directors referred to in these Articles of Association.
- 15.16 If the term of office of any member or members of the Board of Directors terminates due to reasons other than their removal from office and, as a result, the number of the Board of Directors members falls below five, the Supervisory Board must, within fourteen (14) days of the occurrence of such fact, appoint a new member or members of the Board of Directors in such a number which will guarantee the maintenance of the composition of the Board of Directors referred to in these Articles of Association.
- 15.17 The Board of Directors can adopt resolutions outside a meeting (*per rollam*) of the Board of Directors by use of technical means. The conditions of the decision-making must be determined so as to enable verification of identity of the member of the Board of Directors authorized to participate at the decision-making. The Board of Directors may also adopt decisions outside their meeting (*per rollam*) in writing. The proposal for adoption of a resolution outside their meeting is submitted by any member of the Board of Directors,

provided that such member determines the deadline for voting and the manner of voting; the deadline must not be shorter than five (5) business days or longer than ten (10) business days. The member of the Board of Directors proposing a resolution will make a record of the resolution adopted outside the meeting and will inform the Board of Directors on adoption of the resolution.

- 15.18 Minutes of the meetings are drawn up and signed by the Chairman and a minute taker to document the course of the Board of Directors' meetings and its decisions; an attendance list is attached to the minutes.
- 15.19 The Board of Directors can adopt its Rules of Procedure that will regulate a course of meeting of the Board of Directors within the conditions stipulated by law and these Articles of Association. The Rules of Procedure may regulate establishment of committee(s) of the Board of Directors having the powers stipulated therein. The Rules of Procedure must also be approved by the Supervisory Board.

16. SUPERVISORY BOARD

16.1 The Supervisory Board is a controlling body of Kofola.

16.2 The Supervisory Board is in particular authorized and obliged to:

- (a) elect and recall members of the Board of Directors as well as approve the Board of Directors decisions regarding determination of functions that particular members of the Board of Directors shall serve within the Board of Directors;
- (b) supervise the exercising of powers by the Board of Directors and Kofola's activities;
- (c) review all documents and records concerning Kofola's activities and check whether the accounting records are kept properly and in accordance with reality;
- (d) check whether Kofola's business or other activities are carried out in accordance with other legal regulations and with the Articles of Association;
- (e) review the ordinary, extraordinary, consolidated and, where appropriate, interim financial statements as well as a proposal on profit distribution or coverage of loss, and submit its opinions to the General Meeting;
- (f) approve the budget of the capital group of Kofola prepared by Kofola's Board of Directors, approve any material change of the format used for preparing Kofola's budget;
- (g) approve Kofola's long-term operating plans developed by the Board of Directors;
- (h) approve any acquisition, purchase or disposal of shares in other entities, as well as joining any company or partnership pursuant to commercial law or civil law, by Kofola or any of its subsidiaries, in case such transaction is not provided for in the budget of Kofola and its value exceeds EUR 8,000,000 or an equivalent of that amount;
- (i) approve any registered capital increase, sale of enterprise or an organised part of enterprise, a demerger, merger or other transformation of any Kofola's subsidiary if the value of assets subject to such transaction exceeds 15% of Kofola's consolidated assets disclosed in the financial statements for the preceding financial year and if such transaction is not provided for in the budget of Kofola;

- (j) approve the conclusion of an agreement (by Kofola or any of its subsidiaries) which is not provided for in the budget of Kofola and under which Kofola or its subsidiary would assume a liability in amount exceeding:
 - (i) EUR 30,000,000 or an equivalent of that amount with respect to activities conducted as part of the ordinary course of business; and
 - (ii) EUR 3,000,000 or an equivalent of that amount with respect to activities conducted outside the ordinary course of business;
- (k) approve the conclusion of a loan agreement (or another similar agreement concerning financial debt) by Kofola or its subsidiary acting as a lender if such an agreement is not provided for in the budget of Kofola and its value exceeds EUR 2,000,000 or an equivalent of that amount, except for:
 - trade credit granted in the ordinary course of business; and
 - loans granted on the market principles between the companies falling within the group of Kofola companies (the "Kofola's Group");
- (l) approve the issue of any sureties, guarantees (or other forms of assuming responsibility for third-party liabilities) by Kofola or any company within the Kofola's Group if they are not provided for in Kofola's budget and their value exceeds EUR 2,000,000 or an equivalent of that amount; the term "third party" does not apply to Kofola and its subsidiaries;
- (m) approve acquisition or disposal by Kofola or its subsidiaries of real property, a perpetual usufruct right or an interest in real property (or in a perpetual usufruct right) if such transaction is not provided for in Kofola's budget and its value exceeds EUR 5,000,000 or an equivalent of that amount;
- (n) approve the disposal of any intellectual property rights of Kofola or its subsidiaries if the actual market value of such rights exceeds EUR 1,000,000 or an equivalent of that amount and if no such disposal is provided for in Kofola's budget;
- (o) approve the disposal, by Kofola or any of its subsidiaries, of assets whose value exceeds 15% of the Kofola's consolidated net book value (if the disposal is made by Kofola) or 15% of the net book value of a given Kofola's subsidiary (if disposal is made by a given Kofola's subsidiary) disclosed in the financial statements for the preceding financial year, if no such disposal is provided for in Kofola's budget;
- (p) approve the liquidation of any Kofola's subsidiary if the value of such Kofola subsidiary's assets exceeds 15% of Kofola's consolidated assets disclosed in the financial statements for the preceding financial year;
- (q) approve the terms and conditions of remuneration of members of Kofola's Board of Directors;
- (r) approve the terms and conditions of remuneration of members of the management and supervisory boards of Kofola's subsidiaries if the total annual remuneration of a given person (including any bonuses, awards, severance payments and other similar benefits) exceeds the following limits (gross value):
 - (i) for members of the management boards of Kofola's subsidiaries: EUR 175,000 or an equivalent of that amount;
 - (ii) for members of the supervisory boards of Kofola's subsidiaries: EUR 25,000 or an equivalent of that amount;

- (s) approve the rules of procedure for Kofola's Board of Directors as well as any changes to those rules;
- (t) approve the rules of procedure for Kofola's Supervisory Board as well as any changes to those rules;
- (u) propose the appointment of an auditor to audit the financial statements of Kofola's subsidiaries;
- (v) approve the conclusion, by Kofola or any of its subsidiaries, of an agreement concerning a transaction with a party related to (i) Kofola (ii) any company within Kofola's Group, or (iii) any shareholder (participant) holding at least 5% shareholding in Kofola or holding any shareholding in any of its subsidiaries or (iv) any member of the Supervisory Board or the Board of Directors of Kofola or any of its subsidiaries, except for the contracts as provided below:
 - (i) the contracts for the sale or for delivery of products and goods and materials to the production, the contracts for the provision of services or the contracts for the sale of fixed assets concluded on the market rules between the companies within Kofola's Group if the value of such transaction on a one-off basis or over a period of one year does not exceed the amount of EUR 1,000,000 or its equivalent,
 - (ii) the guarantee contracts and other contracts of a similar nature concluded between the companies within Kofola's group if the value of the commitment does not exceed the amount of EUR 5,000,000 or its equivalent;
- (w) approve the appointment and recall of members of the Board of Directors of Kofola's subsidiaries as well as Country General Managers or the conclusion and termination of contracts with them;

“Country General Manager” shall mean country general managers being the head of the company's group operation in the given geographical markets in which the company (directly or via its subsidiaries) operates, namely (i) Czech Republic and Slovak Republic jointly; (ii) Poland, (iii) Slovenia and (iv) other geographical market(s) the Company may enter into in the future;

and
- (x) take other actions required by the Czech Companies Act, other laws and these Articles of Association.

- 16.3 The Supervisory Board has six (6) members who are elected and recalled by the General Meeting.
- 16.4 The term of a member of the Supervisory Board is five (5) years. Reappointment is possible.
- 16.5 In case a legal entity is a member of the Supervisory Board and is wound up, its legal successor does not become a member of the Supervisory Board.
- 16.6 The Supervisory Board holds at least one (1) meeting every calendar quarter. The meetings are held at Kofola's registered office or at another venue upon consent of all the Supervisory Board members.
- 16.7 The Supervisory Board constitutes a quorum if a majority of its members is present or otherwise takes part in a meeting. It takes a decision by a majority of votes of present or otherwise participating members.

- 16.8 The Supervisory Board meetings, save for issues which directly concern the Board of Directors or its members, and in particular their removal and liability, should be accessible and open to members of the Board of Directors.
- 16.9 The Supervisory Board elects and recalls from its members a chairman of the Supervisory Board whose vote is decisive in case of equality of votes.
- 16.10 A Supervisory Board meeting may be convened by the Chairman of the Supervisory Board acting on its own initiative or at the request of Kofola's Board of Directors or any member of Kofola's Supervisory Board. The meeting should be convened within two (2) weeks from the date when a relevant request is submitted by an authorised person, and the meeting should be scheduled for a date falling within four (4) weeks from the date of submitting the request. The Supervisory Board meetings must be convened by registered mail, electronic mail or fax sent at least two (2) weeks before the planned date of the meeting.
- 16.11 Members of the Supervisory Board can adopt resolutions outside a meeting (*per rollam*) of the Supervisory Board by use of technical means. The conditions of the decision-making must be determined so as to enable verification of identity of the member of the Supervisory Board authorized to participate at the decision-making. The Supervisory Board may also adopt decisions outside a meeting (*per rollam*) in writing. The proposal for adoption of a resolution outside a meeting is submitted by any member of the Supervisory Board, provided that such member determines the deadline for voting and the manner of voting; the deadline must not be shorter than two (2) business days or longer than ten (10) business days. The member of the Supervisory Board proposing a resolution will make a record of the resolution adopted outside the meeting and will inform the Supervisory Board on adoption of the resolution.
- 16.12 Minutes of the meetings are drawn up and signed by the Chairman and a minute taker to document the course of the Supervisory Board's meetings and its decisions; an attendance list is attached to the minutes.
- 16.13 The Supervisory Board can adopt its Rules of Procedure that will regulate a course of meetings of the Supervisory Board within the conditions stipulated by law and these Articles of Association. The Rules of Procedure may regulate establishment of committee(s) of the Supervisory Board having the powers stipulated therein.

17. AUDIT COMMITTEE

- 17.1 Kofola forms the Audit Committee. The Audit Committee is composed of three (3) members appointed and recalled by the General Meeting from among members of the Supervisory Board or third parties.
- 17.2 Powers of the Audit Committee are stipulated by law.
- 17.3 The Audit Committee constitutes a quorum if a majority of its members is present or otherwise takes part in a meeting. It takes a decision by a majority of votes of present or otherwise participating members.
- 17.4 The term of a member of the Audit Committee is five (5) years. Reappointment is possible.
- 17.5 The Audit Committee elects and recalls from its members a chairman of the Audit Committee whose vote is decisive in case of equality of votes.
- 17.6 A meeting of the Audit Committee is convened by a written or electronic invitation, stating a place, date, time of the meeting and its agenda. The invitation must be delivered at least 14

days prior to the meeting, together with the materials that should be discussed by the Audit Committee. If there is a risk of delay, this deadline may be shortened to a necessary extent.

- 17.7 Members of the Audit Committee can adopt resolutions outside a meeting (*per rollam*) of the Audit Committee by use of technical means. The conditions of the decision-making must be determined so as to enable verification of identity of a member of the Audit Committee authorized to participate at the decision-making. The Audit Committee may also adopt decisions outside the meeting (*per rollam*) in writing. The proposal for adoption of a resolution outside the meeting is submitted by any member of the Audit Committee, provided that such member determines the deadline for voting and the manner of voting; the deadline must not be shorter than seven (7) business days or longer than fourteen (14) business days. The member of the Audit Committee proposing a resolution will make a record of the resolution adopted outside a meeting and will inform the Audit Committee on adoption of the resolution.
- 17.8 Minutes of meetings are drawn up and signed by the Chairman and a minute taker to document the course of the Audit Committee's meetings and its decisions; an attendance list is attached to the minutes.
- 17.9 The Audit Committee can adopt its Rules of Procedure that will regulate course of meetings of the Audit Committee within the conditions stipulated by law and these Articles of Association. The Rules of Procedure may regulate establishment of committee(s) of the Audit Committee having the powers stipulated therein.

18. ACTING ON BEHALF OF COMPANY, SIGNING ON BEHALF OF COMPANY

- 18.1 Kofola is represented in all matters by any two members of the Board of Directors acting jointly.
- 18.2 The person who signs on behalf of Kofola attaches its signature and information on its position or employment title next to Kofola's business name.

19. CHANGES TO REGISTERED CAPITAL, FINANCIAL ASSISTANCE AND DIVISION OF PROFIT AND COMPANY'S FUNDS

- 19.1 Unless stated otherwise, the increase and decrease of the registered capital will be governed by the relevant provisions of the Czech Companies Act.
- 19.2 Decrease of the registered capital by withdrawal of shares from circulation based on a draw is not allowed.
- 19.3 Kofola may provide financial assistance under the terms set out by the Czech Companies Act.
- 19.4 A share in profit may be distributed among the shareholders, members of Kofola's bodies and Kofola's employees in the amount approved by the General Meeting. The General Meeting may approve distribution of a share in profit among other persons than those listed in the preceding sentence.
- 19.5 Kofola may distribute interim dividends under the terms stipulated by the Czech Companies Act.
- 19.6 Unless a resolution of the General Meeting or an agreement with a shareholder provides otherwise, Kofola will distribute a share in profit in cash form (i) to the address maintained in the register of book-entry securities as of the decisive date for exercising the right to a profit

share or (ii) to a shareholder's bank account which a shareholder communicated to Kofola for the purpose of payment of a share in profit in cash form.

- 19.7 Unless the law provides otherwise, Kofola is not obliged to create and replenish a reserve fund. Kofola may create and replenish a voluntary fund pursuant to legal regulations, for instance from profit or other own sources. Voluntary funds may be used in full or in part in compliance with legal regulations or may be cancelled.


20. FINAL PROVISIONS

- 20.1 All activities of Kofola, as well as its legal relationships, are governed by legal regulations determined by the jurisdiction of the Czech Republic.
- 20.2 Kofola has submitted to the Czech Companies Act as a whole.

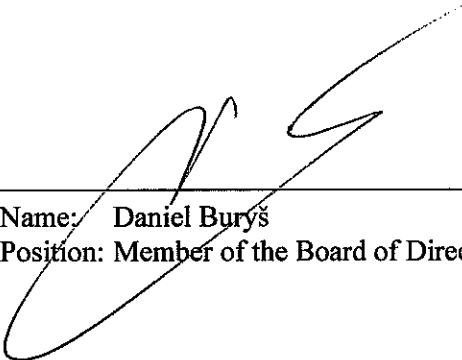
SIGNATURE PAGE

This Project was executed on the date mentioned on the initial page of this Project.

Kofola ČeskoSlovensko a.s.




Name: Janis Samaras
Position: Chairman of the Board of Directors

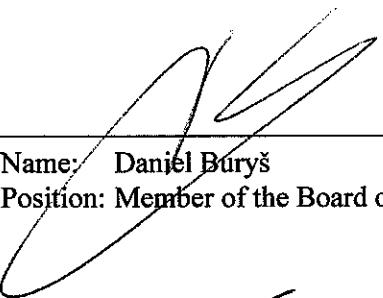


Name: Daniel Buryš
Position: Member of the Board of Directors

Kofola CS a.s.

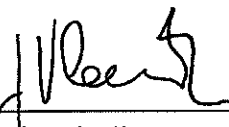


Name: Janis Samaras
Position: Chairman of the Board of Directors

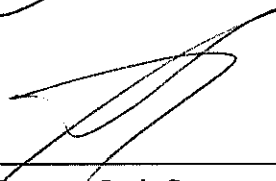


Name: Daniel Buryš
Position: Member of the Board of Directors

PINELLI spol. s r.o.

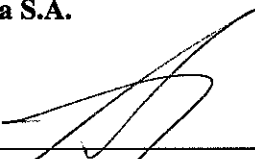


Name: Jiří Vlasák
Position: Executive

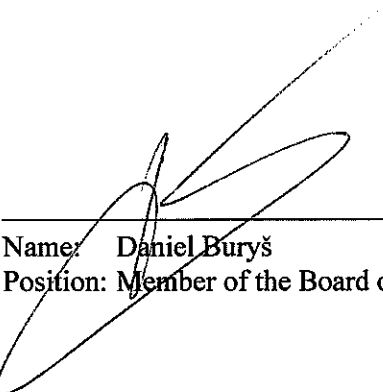


Name: Janis Samaras
Position: Executive

Kofola S.A.

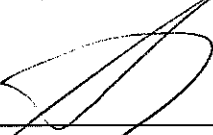


Name: Janis Samaras
Position: Chairman of the Board of Directors



Name: Daniel Buryš
Position: Member of the Board of Directors

KOFOLA, holdinška družba d.o.o.



Name: Janis Samaras
Position: Managing Director

Annex no. 05

Opening balance of the Successor
Company

1. OPENING STATEMENT OF FINANCIAL POSITION

1.1. OPENING STATEMENT OF FINANCIAL POSITION

as at 1 January 2016 in CZK thousand.

Assets	Note	1.1.2016 CZK '000
Non-current assets		4 309 831
Property, plant and equipment	5.1	49 128
Goodwill		30 675
Intangible assets	5.2	369 074
Investment in subsidiaries	5.3	3 565 501
Other receivables	5.4	54 848
Loans provided to related parties	5.5	240 405
Other non-financial assets		200
Current assets		364 010
Trade and other receivables	5.4	110 848
Income tax receivables		7 160
Cash and cash equivalents	5.6	246 002
Total assets		4 673 841
Liabilities and equity		
	Note	1.1.2016 CZK '000
Equity attributable to owners of the Company		2 114 258
Share capital		2 229 500
Other reserves		(371 265)
Retained earnings		256 023
Total equity		2 114 258
Non-current liabilities		1 283 174
Bank credits and loans	5.7	746 506
Bonds issued	5.8	325 885
Finance lease liabilities		7 641
Other payables	5.9	159 759
Deferred tax liabilities		43 383
Current liabilities		1 276 409
Bank credits and loans	5.7	1 070 729
Bonds issued	5.8	3 657
Finance lease liabilities		3 844
Trade and other payables	5.9	106 386
Other financial liabilities	5.11	51 298
Provisions	5.12	40 495
Total liabilities		2 559 583
Total liabilities and equity		4 673 841

The above separate statement of financial position should be read in conjunction with the accompanying notes.

Annex no. 06

Appointment of the Expert Institute
by the court

U S N E S E N Í

Krajský soud v Ostravě rozhodl samosoudkyní Mgr. Pavlou Halfarovou v právní věci navrhovatele a) **Kofola ČeskoSlovensko a.s.**, se sídlem Ostrava, Poruba, Nad Porubkou 2278/31a, PSČ 708 00, identifikační číslo 242 61 980, zastoupeného JUDr. Liborem Baslem, LL.M., advokátem se sídlem Praha 1, Klimentská 1216/46, PSČ 110 00, b) **Kofola CS a.s.**, se sídlem Ostrava, Poruba, Nad Porubkou 2278/31a, PSČ 708 00, identifikační číslo 276 63 001, zastoupeného Mgr. Ing. Pavlem Fekarem, LL.M., advokátem se sídlem Praha 1, Klimentská 1216/46, PSČ 110 00, c) **PINELLI spol. s r.o.**, se sídlem Krnov, Pod Bezručovým vrchem, Za Drahou 165/1, PSČ 794 01, identifikační číslo 498 11 908, zastoupeného Mgr. Petrou Jilgovou-Benešovou, advokátkou se sídlem Praha 1, Klimentská 1216/46, PSČ 110 00, za účasti **RSM TACOMA a.s.**, se sídlem Praha 8, Karolinská 661, PSČ 186 00, identifikační číslo 639 98 581, zastoupeného JUDr. Liborem Baslem, LL.M., advokátem se sídlem Praha 1, Klimentská 1216/46, PSČ 110 00, o návrhu na jmenování znalce

t a k t o :

- I. **Soud jmenuje RSM TACOMA a.s., akciovou společnost založenou a existující podle právního řádu České republiky, se sídlem Praha 8, Karolinská 661, PSČ 18600, Česká republika, IČ: 639 98 581, zapsanou v obchodním rejstříku vedeném Městským soudem v Praze, oddíl B, vložka 3439, znalecký ústav zapsaný do prvního oddílu seznamu ústavů kvalifikovaných pro znaleckou činnost v oboru ekonomika s rozsahem znaleckého oprávnění pro, mimo jiné, vypracování znaleckých zpráv o přeměnách společností, na základě rozhodnutí Ministerstva spravedlnosti ČR o změně rozsahu znaleckého oprávnění pro odbor ekonomika, č.j. 124/2013-OSD-SZN/5 z 20. srpna 2013, společným znalcem příslušným pro vypracování společné znalecké zprávy o přezkoumání projektu přeshraniční fúze sloučením (1) společnosti Kofola ČeskoSlovensko a.s., se sídlem Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Česká republika, IČ: 242 61 980, zapsané v obchodním rejstříku vedeném Krajským soudem v Ostravě, oddíl B, vložka 10735 (dále jen „Kofola Československo a.s.“), jako nástupnické společnosti, (2) společnosti Kofola CS a.s., se sídlem Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, Česká republika, IČ: 276 63 001, zapsané v obchodním rejstříku vedeném Krajským soudem v Ostravě, oddíl B, vložka 3109 (dále jen „Kofola CS a.s.“), jako zanikající společnosti, (3) společnosti PINELLI spol. s r.o., se sídlem Za Drahou 165/1, Pod Bezručovým vrchem, 794 01, Krnov, Česká republika, IČ: 498 11 908, zapsané v obchodním rejstříku vedeném Krajským soudem v Ostravě, oddíl C, vložka 37942 (dále jen „PINELLI spol. s r.o.“), jako zanikající společnosti, (4) Kofola S.A., akciové společnosti existující podle**

právního řádu Polské republiky, se sídlem ul. Wschodnia 5, 99-300 Kutno, Polská republika, registrační číslo KRS: 0000134518, číslo REGON: 012771739, zapsané v obchodním rejstříku vedeném Okresním soudem v Lodži, Polská republika, jako zanikající společnosti, a (5) Kofola, holdinška družba, d.o.o., společnosti s ručením omezeným existující podle právního řádu Republiky Slovinsko, se sídlem Boračeva 37, 9252 Radenci, Republika Slovinsko, identifikační číslo: 6744605000, zapsané v obchodním rejstříku vedeném Obvodním soudem v Ljubljana a Úřadem republiky Slovinsko pro veřejné rejstříky a podobné služby pod č. 2014/55764, jako společnosti zanikající, a to pro společnosti Kofola ČeskoSlovensko a.s., Kofola CS a.s. a PINELLI spol. s r.o.

II. Žádný z účastníků nemá právo na náhradu nákladů řízení.

O d ů v o d n ě n í :

Toto rozhodnutí neobsahuje odůvodnění výroku I. § 169 o.s.ř. ve spojení s ust. § 1 odst. 2 z.ř.s.).

Soud dále rozhodl, že žádný z účastníků nemá právo na náhradu nákladů řízení, když zde nejsou dány zákonné důvody pro přiznání náhrady nákladů řízení navrhovateli a znalci v řízení před soudem prvního stupně žádné náklady řízení nevznikly.

P o u č e n í : Proti tomuto usnesení lze podat odvolání do 15 dnů ode dne jeho doručení k Vrchnímu soudu v Olomouci prostřednictvím Krajského soudu v Ostravě.

V Ostravě dne 07.04.2016

Za správnost vyhotovení:
Beáta Valeriánová

Mgr. Pavla Halfarová, v.r.
samosoudkyně