

## INVITATION TO THE ORDINARY GENERAL MEETING

The Board of Directors of the company **Kofola ČeskoSlovensko a.s.**, ID No.: 242 61 980, with its registered seat at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, registered in the Commercial Register administered by the Regional Court in Ostrava, Section B, Insert 10735 (hereinafter as the "**Company**"), hereby convenes

### AN ORDINARY GENERAL MEETING

**that will be held on February 6, 2018 at 10 AM at the seat of the Company on the address of Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava.**

#### Items on the agenda of the General Meeting:

1. Opening of the General Meeting
2. Appointment of a new member of the Supervisory Board
3. Appointment of an auditor for performance of obligatory audit for the accounting period of the years 2018 to 2020
4. Discussion
5. Closing

#### The decisive date for participation in the General Meeting and an explanation of its relevance for voting at the General Meeting:

The decisive date for participation in the General Meeting is **January 30, 2018** (hereinafter as the "**Decisive Date**"). The relevance of the Decisive Date for participation in the General Meeting lays in the fact that the right to attend the General Meeting and exercise at the General Meeting all the rights granted to the shareholder, including voting, has only the person registered as of the Decisive Date as the owner of share (shareholder) of the Company in the book-entry securities register administered by the Central Securities Depository, alternatively a person authorized to represent such shareholder at the General Meeting. The Company shall arrange for an extract of this register as of the Decisive Date.

#### Participation in the General Meeting:

##### 1. Registration and representation of the shareholder at the General Meeting

Registration of the present shareholders into the attendance list (hereinafter as the "registration") will start at 9:30 AM on the day and at the place of holding of the General Meeting.

The shareholder who is a natural person proves its identity by presentation of its identification card or passport.

The shareholder that is a legal person participates in a General Meeting through a person entitled to represent the shareholder, namely its statutory body or member of its statutory body (authorized person). 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 **shall 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 also present his identification card or passport in order to prove his/her identity.

The Power of Attorney for the General Meeting must be granted in writing and clearly state, whether was granted for representation at one or more General Meetings of the Company.

If a shareholder who is a natural person 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** with such **signature being officially verified**.

If a shareholder that is a legal person 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 one or more authorized person(s) on behalf of the shareholder according to the manner of representation of the shareholder resulting from a registry extract or other reliable document with such **signature(s) being officially verified**. 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 for 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.

The Company may allow on the General Meeting a shareholder, person authorized to act on behalf a shareholder or an agent, if there is no doubt about their identification and their authorization to act on behalf a shareholder even if the documents that have to be submitted under the above requirements (in accordance with par. 12.3. to 12.5. of the Articles of Association of the Company) are not submitted as fully signed or if the signatures are not notarized.

A shareholder may be represented at the General Meeting in exercising all rights attached to the shares recorded at the relevant account including voting at General Meeting also by a manager registered in the investment instruments register or other person authorised to exercise the rights attached to the shares in compliance with such register. Authorization of such persons at the registration is proved by the Extract from the investment instruments register arranged for by the Company (the manager registered in the investment instruments register shall not submit a Power of Attorney granted to represent the shareholder).

The company hereby notifies the shareholders that a form of a Power of Attorney that can be used for granting of the Power of Attorney is available in a written form starting from January 5, 2018 till the day of the General Meeting at the Company registered seat at the address: Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava on every business day from 10 a.m. to 3 p.m. Simultaneously, a form of the Power of Attorney will be posted during the same period on the Company's website: [www.firma.kofola.cz](http://www.firma.kofola.cz), under the link "INVESTOR" in the section "General meeting". At own expense and risk, everybody has the right to request sending of a hard copy of a form of the Power of Attorney (request to be sent to the registered seat of the Company) or via electronic means to the address: [valnahromada@kofola.cz](mailto:valnahromada@kofola.cz).

The Company will accept electronic notices stating that a Power of Attorney was granted to represent a shareholder at the General Meeting or that it was revoked at the following email address: [valnahromada@kofola.cz](mailto:valnahromada@kofola.cz). This notice shall contain electronic signature issued by an accredited provider of certification services. Details concerning acceptance or revocation of the Power of Attorney and requirements on their contents are stated by the Board of Directors on the Company's website: [www.firma.kofola.cz](http://www.firma.kofola.cz).

## **2. Notice of the rights of the shareholders related to a participation in the General Meeting and a way of their exercise**

The shareholder is entitled to attend the General Meeting and vote at the General Meeting. The shareholder is further entitled to require and obtain from the Company explanations at the General Meeting of matters concerning the Company or the entities controlled by the Company provided that such explanation is necessary in order to be able to assess the content of the matters included in the agenda of the General Meeting or to exercise the shareholder's rights at the General Meeting. The period for presentation of a request of the shareholder at the General Meeting is five (5) minutes unless otherwise decided by the chairman of the General Meeting. The shareholder is also entitled to submit a request or a counterproposal in writing within a time period after the invitation to the General Meeting is published and before the General Meeting is held. Written request for explanation may not exceed a page form A4 when the font size of 12 is used.

The shareholder is further entitled to make proposals and counterproposals on the matters included in the agenda of the General Meeting and raise objections against General Meeting resolutions. Every shareholder making proposal or counterproposal shall be limited by five (5) minutes to make his/her presentation of proposal or counterproposal unless the chairman of the General Meeting determines otherwise.

The shareholders may exercise their rights personally, may be represented by their statutory body or proxy or by a manager registered in the investment instruments register or a person authorised to exercise the rights attached to the shares according to such record in the investment instruments register.

The shareholder bears the costs related to the participation in the General Meeting.

The Board of Directors may refuse, in full or in part, to provide an explanation due to the reasons laid down by the statutory provisions. The explanation may be provided in a form of a summary response to multiple questions of a similar content. A shareholder shall also be conclusively presumed to have received an explanation when the information was posted on the Company's website no later than on the date preceding the date of the General Meeting and is available to the shareholders at the place where the General Meeting is held.

An explanation of the matters concerning the ongoing General Meeting will be provided by the Company to the shareholder directly at the General Meeting. Where this is not possible due to the complexity of the explanation, it will be provided to the shareholders within 15 days after the General Meeting, regardless whether it is longer necessary in order to be able to assess the discussions at the General Meeting or to exercise the shareholder's rights at the General Meeting.

### **a) Right to make proposals and counterproposals**

The shareholder is entitled to make proposals and counterproposals on matters included in the agenda of the General Meeting. If the shareholder intends to make a counterproposal on matters included in the agenda of the General Meeting, the shareholder shall deliver its counterproposal at the latest by fifteen (15) calendar days before holding of the General Meeting; this shall not apply to proposals to appoint certain persons to the Company's bodies that might be submitted by the shareholder not only prior the General Meeting but directly at the General Meeting as well. The Board of Directors shall publish a counterproposal of the shareholder delivered after the publication and distribution of invitation to the General Meeting within 5 days prior to the Decisive Date for a participation in the General Meeting, in a manner prescribed by the Act No. 90/2012 Coll., on commercial companies and cooperatives (act commercial corporations) ("**Business Corporations Act**") and the Articles of Association of

the Company for convening of the General Meeting.

The Board of Directors shall notify the shareholders, in a manner prescribed by the Business Corporations Act and the Articles of Association of the Company for the convocation of the General Meeting, of the wording of the shareholder's counterproposal accompanied by its opinion; this shall not apply if the notification would have been delivered less than 2 days before the date of the General Meeting or if the expenses for delivery would have been in gross disproportion to the relevance and content of the counterproposal and/or if the wording of the counterproposal contains more than 100 words. Where the counterproposal contains more than 100 words, the Board of Directors shall notify the shareholders of the substance of the counterproposal accompanied by its opinion and shall publish the counterproposal on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz).

#### **b) The right to request inclusion of a matter into the agenda of the General Meeting**

The shareholder or shareholders who hold shares with an aggregate face value of at least 1 % of the registered capital (hereinafter as the "**Qualified Shareholder**") may request the Board of Directors to include a matter determined by him/them into the agenda of the General Meeting provided that every such matter is accompanied by a draft resolution or its inclusion is justified. In the event that the request was delivered after disclosure and dissemination of the invitation to the General Meeting, the Board of Directors shall disclose an addendum to the agenda of the General Meeting no later than five (5) days prior to the Decisive Date for the participation in the General Meeting, in the manner set for convocation of the General Meeting by the Business Corporations Act and by the Articles of Association of the Company for convening of the General Meeting.

### **3. Number of shares and voting rights**

The registered capital of the Company amounts to CZK 2,229,500,000 (in words: two billion two hundred and twenty-nine million five hundred thousand Czech crowns) and is divided into 22,295,000 (in words: twenty two million two hundred and ninety-five thousand) listed common registered shares each of a face value of CZK 100, issued as book-entry shares. Each share of the Company with a face value of CZK 100 carries one (1) vote. The total number of votes in the Company amounts to **22,295,000** (in words: twenty two million two hundred and ninety-five thousand) **votes**.

### **4. Participation at the General Meeting and voting**

All the present shareholders are registered in an attendance list that contains information to the extent demanded by the Business Corporation Act. If a certain person is refused to be registered in the attendance list and to be admitted to the General Meeting, the refusal and its reasoning will be specified in the attendance list. The attendance list is available in the meeting room until the closing of the General Meeting.

Items on the agenda are discussed at the General Meeting gradually in the order determined in the invitation to the General Meeting. The items that were not included in the agenda of the General Meeting can only be discussed or decided if all the shareholders agree with it.

The chairman of the General Meeting will call on a person, who suggested a proposal, to present the proposal, and then he/she will call on a person, who suggested a counterproposal, to present the counterproposal. Each shareholder suggesting a proposal or a counterproposal is limited by a period of five (5) minutes to present his/her proposal or counterproposal unless the chairman of the General Meeting determines otherwise.

Following the presentation of proposals or counterproposals to a particular agenda item, the chairman of the General Meeting shall announce the proposals or counterproposals that have been submitted. Prior to the voting, the chairman of the General Meeting shall ask if there are any objections to the proposals, and the General Meeting will listen to these objections if there are any. First, the proposal made by the Board of Directors is being voted, followed by the proposal of members of the Supervisory Board, and then by proposals and counterproposals of the shareholders, determined the order of their presentation. When a particular proposal (or a counterproposal) is accepted, there is no more voting on other proposals and counterproposals.

Voting at the General Meeting is performed in compliance with the Articles of Association of the Company and the Rules of Procedure and Voting Rules approved by the General Meeting (draft Rules of Procedure and Voting Rules is published on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz)).

When the voting is over, the chairman of General Meeting will announce the result of the voting.

Shareholders vote by raising a voting card indicating the number of votes pertaining to the respective shareholder that he or she will obtain during the registration.

The General Meeting adopts decision by a majority of votes of the present shareholders, unless a different majority is required by the statutory provisions or by the Articles of Association of the Company.

The shareholders, members of the Board of Directors or members of the Supervisory Board may raise objections against a resolution of the General Meeting and further require a record of such objection in the Minutes of the General Meeting. In the event that recording of the content of the objection is not required, the minute taker is not obliged to record a content of such objection in the Minutes of the General Meeting.

## **5. Manner and procedure of correspondence voting or voting via electronic means**

The shareholders may also cast their votes by a correspondence voting. The shareholder votes in a way that he delivers the ballot for correspondence voting to the address of the registered seat of the Company: Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava. The ballot for correspondence voting must be delivered on the address of the registered seat of the Company at least one (1) business day before the General Meeting is commenced.

Those shareholders who vote by correspondence voting are deemed to be present at the General Meeting but only for the purpose of voting for those agenda items for which they have casted votes by correspondence voting.

The correspondence voting must include pursuant to Article 14 par. 14.3 of the Articles of Association of the Company:

- (a) Name, surname, date of birth and residence address of a shareholder (if a shareholder is a natural person) 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 which are at the shareholder's disposal,

- (e) Information whether a shareholder votes for, against or whether the shareholder abstains from voting, and
- (f) Officially verified signature of a person who signs a correspondence voting. If a correspondence voting is signed by a representative of the shareholder, the 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 person) must be attached. The signatures on the Power of Attorney must be officially verified.

Correspondence voting of the shareholder that is a legal person 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 shall be attached. These documents (except for the Power of Attorney) may not be older than three (3) months.**

Starting on January 5, 2018 till the day of the General Meeting (including), a form for correspondence voting (ballot for correspondence voting) is available to the shareholders for inspection and may be obtained at the registered seat of the Company on the address: Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, during the business days from 10 a.m. to 3 p.m. and as well as on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz), under the link "INVESTOR" in the section "General meeting".

Correspondence voting may be approved by the Company even if any of the documents mentioned above were not submitted or if they were submitted being not notarized, namely in case when there are no doubts as to the identity of thus voting shareholder and his/her right to vote.

Correspondence voting that has been received by the Company cannot be changed or cancelled. If the shareholder, who cast votes via correspondence voting, will be also present at the General Meeting, correspondence voting is disregarded.

## **6. Information about the manner and place for obtaining documents**

The documents referred to in provision 120b, par. 1 of the Act No. 256/2004 Coll., Capital Market Undertakings Act, namely invitation to the General Meeting and other documents related to the agenda of the General Meeting, unless the statutory provisions provide otherwise, a form for the correspondence voting, draft resolutions of the General Meeting and/or opinions of the Board of Directors to the individual items on the proposed agenda of the General Meeting, written version of received proposals or counterproposals of the shareholders, as well as a form of a Power of Attorney to represent the shareholder at the General Meeting are available for inspection at the registered seat of the Company at the address of Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, during business days, from 10 a.m. to 3 p.m. starting on January 5, 2018 till the day of the General Meeting (including).

All these documents are also available to the shareholders on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz), under the link "INVESTOR" in the section "General meeting", starting on January 5, 2018. The information for the shareholders will also be provided on the day and at the place of the General Meeting.

## **Draft resolutions on the individual items of the agenda of the General Meeting and their reasoning:**

## **Para 2: Appointment of a new member of the Supervisory Board**

### Draft Resolution:

"The General meeting appoints as a member of the Supervisory Board Mr. Dariusz Romuald Prończuk, born 14. 10. 1961, residing in 02-776 Warsaw, Podpułkownika Zbigniewa Stanisława Kiedacza 12 C, the Republic of Poland."

### Reasoning:

A notice of resignation of Mr. Jacek Woźniak, born 26. 3. 1968, residing in 03-984 Warsaw, Mariana Pisarka 17, the Republic of Poland, as a member of the Supervisory Board was delivered to the Company on 21. 12. 2017. In compliance with provisions of Section 59 subsec. 5 of the Act on Commercial corporations the office of the resigning member terminates one month after the delivery of such notification, namely on 21. 1. 2018. The notice of resignation of Mr. Jacek Woźniak is published on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz), under the link "INVESTOR" in the section "General meeting".

Proposed member of the Supervisory Board satisfied the legal requirements for the performance of a position of a member of the Supervisory Board. In view of the experience and qualifications, the proposed member of the Supervisory Board is suitable candidate for holding the above-mentioned office in the Supervisory Board.

## **Para 3: Appointment of an auditor for performance of obligatory audit for the accounting period of the years 2018 to 2020**

### Draft Resolution:

"The General meeting of the Company appoints the company KPMG Česká republika Audit, s.r.o., ID No.: 496 19 187, with its registered seat in Prague 8, Pobřežní 648/1a, P. C. 186 00 as the auditor for the statutory audit for the accounting period of years 2018 to 2020. "

### Reasoning:

According to the statutory provisions and the Articles of Association of the Company appointment of the auditor falls within the scope of powers of the General Meeting. In compliance with the recommendation of the Auditor's committee, the Supervisory Board presents to the General Meeting a proposal to appoint as the auditor for statutory audit the company KPMG Česká republika Audit, s.r.o., ID No.: 496 19 187, with its registered seat in Prague 8, Pobřežní 648/1a, P. C. 186 00.

## **Para 4: Discussion**

### Explanation

The shareholders will have an opportunity to ask questions and to discuss issues related to the agenda of the General Meeting at the end of the General Meeting.

In Ostrava on January 5, 2018

Janis Samaras,  
Chairman of the Board of Directors

Daniel Buryš,  
member of the Board of Directors