

CURRENT REPORT

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KOFOLA ČESKOSLOVENSKO A.S.

19 June 2018

CED GROUP S. à r.l. launches sale of its stake in Kofola ČeskoSlovensko a.s.

The Management Board of Kofola ČeskoSlovensko a.s. (the “**Company**”) hereby announces that today it became aware of the notification from its shareholder, CED GROUP S.à r.l. (“**CED**”), of an announcement on the launching by CED of a transaction involving the sale of a parcel of shares in the Company, by way of an accelerated bookbuilding (the “**Transaction**”).

The contents of the announcement referred to in the preceding sentence are presented below.

NOT FOR RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA.

CED GROUP S.à r.l., (“**CED**”) announces that today CED approved the launch of the sale of a parcel of shares in Kofola ČeskoSlovensko a.s., (the “**Company**”) (the “**Shares**”) by way of an accelerated bookbuilding (the “**ABB**”). CED intends to sell a parcel of the Shares for approximately EUR 10 million, however during the bookbuilding process CED may decide to increase the number of Shares to be sold in the ABB.

The books for the ABB will open with immediate effect and are expected to be closed on 20 June 2018 (subject to potential acceleration). Information on pricing and the allocation of the shares is expected to be announced immediately following the closing of the books. CED reserves the right to change the terms or timing of the ABB at any time.

Erste Group Bank AG acts as the sole bookrunner in connection with the sale of the Shares.

Legal disclaimer

This communication is not an offer for the sale of securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). CED does not intend to register any portion of the ABB in the United States and does not intend to conduct a public offering of securities in the United States.

This communication in the United States is intended only for QIBs and by accepting delivery of this communication in the United States, you confirm that you are a QIB. The securities referred to herein may only be sold pursuant to Regulation S of the Securities Act and in the US, pursuant to an exemption from the Securities Act, strictly only to a limited number of QIBs (as defined in Rule 144A under the Securities Act) and in certain other countries, only to authorized professional institutional investors. The securities are “restricted securities” as defined in Rule 144A under the Securities Act and any allocation will only be made on the basis of the purchaser executing an investor representation letter.

The material set forth herein is for information purposes only and is not an offer to sell, or the solicitation of an offer to buy, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful and, in particular, is not for release, publication or distribution in or into the United States, Australia, Canada or Japan.

This communication and any subsequent offer of securities may be restricted by law in certain jurisdictions, and persons receiving this communication or any subsequent offer should inform themselves about and observe any such restrictions and must not under any circumstances forward this communication to any other person. Failure to comply with such restrictions may violate the securities laws of any such jurisdiction. The ABB is only addressed to and directed at persons in Member States of the European Economic Area who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. In addition, in the United Kingdom, this communication is being distributed to, and is directed only at, qualified investors who: (i) are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”); (ii) persons falling within any of the categories of persons described in Article 49 of the Financial Promotion Order; and (iii) any other persons to whom it may otherwise lawfully be made (all such persons together being referred to as “relevant persons”).

Any investment or investment activity to which these materials relate are available only to relevant persons in the United Kingdom and qualified investors in any member state of the European Economic Area other than the United Kingdom and will only be engaged with such persons.

Any investment decision to buy shares must be made solely on the basis of publicly available information. Such information is not the responsibility of Erste Group Bank AG and has not been independently verified thereby.

Erste Group Bank AG is acting for CED and no one else in connection with the offering and will not be responsible to anyone other than CED for providing advice or the protections afforded to clients in relation to any transaction or any matters referred to in this communication.

Erste Group Bank AG and any of its respective related parties, may participate in the ABB on a proprietary basis.

In addition, the Company and Erste Group Bank AG (acting as the sole bookrunner in connection with the Transaction) (“**Placing Agent**”) executed a customary lock-up undertaking, pursuant to which the Company for the period falling 180 days after 22 June 2018 or such other date agreed between CED and the Placing Agent and notified to the Company in writing (the “**Settlement Date**”) will not, without the prior written consent of the Placing Agent issue, offer, sell or pledge, contract to sell, directly or indirectly, any securities of the Company similar to those offered in the Transaction or such other securities convertible into or exercisable or exchangeable for securities of the Company similar to those offered in the Transaction (the “**Undertaking**”). The Undertaking contains customary representations and warranties of the Company.

The Undertaking will terminate on the earlier of: (i) the date (if any) on which the placement agreement between CED and the Placing Agent is terminated or expires in accordance with its terms; or (ii) the date on which the Undertaking expires (i.e. after the lapse of 180 days after the Settlement Date).

The Company became aware that AETOS a.s., the majority shareholder of the Company executed an analogous lock-up undertaking with the Placing Agent, in relation to the shares of AETOS a.s. in the Company.

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