

## CURRENT REPORT

No. 19/2018

### KOFOLA ČESKOSLOVENSKO A.S.

19 September 2018

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

*Article 17 sec. 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.*

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 up to all 2,768,445 shares in the Company held by CED, by way of an accelerated bookbuilding and block trade(s) (“**Transaction**”).

In addition, the Company, Erste Group Bank AG and Wood & Company Financial Services, a.s. (acting as the joint global coordinators and joint bookrunners in connection with the Transaction) (“**Placing Agents**”) executed a customary lock-up undertaking, pursuant to which the Company for the period falling 180 days after 20 September 2018 or such other date agreed between CED and the Placing Agents and notified to the Company in writing (the “**Settlement Date**”) will not, without the prior written consent of the Placing Agents 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 will terminate on the earlier of: (i) the date (if any) on which the placement agreement between CED and the Placing Agents 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); or (iii) the date, if any, on which the Undertaking is waived in whole in a written form (including in the form of an email) by the Placing Agents.

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

Moreover, the Company and the Placing Agents executed a side letter containing customary representations and warranties of the Company towards the Placing Agents.

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 all the shares in Kofola ČeskoSlovensko a.s., (the “**Company**”) held by CED (the “**Shares**”) by way of an accelerated bookbuilding (the “**ABB**”) and block trades.

The books for the ABB will open with immediate effect and are expected to be closed on 20 September 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 and Wood & Company Financial Services, a.s. act as the joint global coordinator and joint bookrunners 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 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 or Wood & Company Financial Services, a.s. (the “**Managers**”) and has not been independently verified thereby.

The Managers are 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.

The Managers and any of their respective related parties, may participate in the ABB on a proprietary basis.”

For more information please contact:

**Lenka Frostová**

IR manager

lenka.frostova@kofola.cz

Kofola ČeskoSlovensko a.s.

Nad Porubkou 2278/31a

708 00 Ostrava – Poruba

Czech Republic

<http://investor.kofola.cz/en>