

## **PROPOSAL OF THE BOARD OF DIRECTORS FOR THE DISTRIBUTION OF THE PROFIT OF THE YEAR 2022**

The Board of Directors of the Company **Kofola ČeskoSlovensko a.s.**, a joint stock company incorporated under the laws of the Czech Republic, with its registered office at Nad Porubkou 2278/31a, 708 00 Ostrava, Czech Republic, identification number: 242 61 980, registered with the Regional Court in Ostrava, Section B., Insert 10735, (hereinafter the "**Company**") after discussion and approval in the Board of Directors submits to the General Meeting for a decision outside its meeting (per rollam) this proposal to distribute the Company's profit generated in the accounting period January 1 - December 31, 2022 in the total amount of **CZK 400,852,497.21** in the following way:

- a part of the profit generated by the Company in 2022 in the amount of **CZK 99,911,199.21** shall be transferred to the account of undistributed profit of previous years;
- the rest of the profit generated by the Company in 2022 in the amount of **CZK 300,941,298.00** shall be distributed among the shareholders as profit share (hereinafter referred to as the "**dividend**").

The dividend proposed to be distributed among the shareholders of the Company is CZK 13.50 before taxation per one share.

The relevant date to exercise the right to the dividend is the seventh business day following the day on which the General Meeting adopts the decision on profit distribution by the per rollam procedure. A resolution outside the meeting shall be taken on the date on which the ballot of the last shareholder is received, or on the expiry of the last day of voting period, if the number of votes required to adopt the resolution has been reached. If the resolution is adopted by the expiry of the voting period, the relevant date to exercise the right to the dividend shall be 29 September 2023. Persons registered as shareholders of the Company on the relevant date to exercise the right to dividend, as evidenced by the extract from issuer's records administered by the Central Securities Depository acquired by the Company shall be entitled to exercise the right to the dividend.

The above-mentioned amount of dividend is calculated from the total number of the Company's issued shares which amounts to 22,291,948 shares. The dividend allocated to treasury shares held by the Company at the relevant date shall not be paid. The amount corresponding to the dividend attributable to the treasury shares held by the Company at the relevant date to exercise the right to the dividend shall be transferred to the account of undistributed profit of previous years.

The dividend shall be paid through **Česká spořitelna, a.s.**, ID No.: 452 44 782, with its registered seat in Prague 4, Olbrachtova 1929/62, P.C. 140 00.

All the original documents for payment shall be sent to the address for correspondence:  
Česká spořitelna, a.s.  
A332 Správa produktů finančních trhů  
Budějovická 1518/13b  
140 00 Praha 4

Information at the email address: [vyplatadividend@csas.cz](mailto:vyplatadividend@csas.cz)

The dividend shall be paid out in the following way:

**1. Shareholders – natural persons with permanent residence in the Czech Republic**

featuring in the extract of the issuer's records administered by the Central Securities Depository on the relevant date to exercise the right to the dividend (hereinafter "CSD") will be paid by bank transfer through branches of Česká spořitelna or central office. The dividend will be paid by bank transfer only to accounts maintained by finance institutions in the Czech Republic. Shareholders may request payment of dividend by bank transfer in person at a branch of Česká spořitelna from 1 November 2023 to 1 November 2026 upon the presentation of a valid personal ID card and signature of a statutory declaration of tax residency. Shareholder's proxies will be paid the dividend upon the presentation of a valid ID card, power of attorney, and a statutory declaration of tax residency unless the declaration is included in the presented power of attorney. If the total amount before taxation of the paid dividend exceeds CZK 10,000 (in words: ten thousand Czech Crown), the signatures of the shareholder or the principal on the power of attorney and statutory declaration of the tax residency shall be notarized. Česká spořitelna will also make the payment by bank transfer upon a properly completed "Application" form published on the Company's website <https://investor.kofola.cz/en/dividends>, which the shareholder delivers by mail to the address of Česká spořitelna central office in Prague stated above. A properly completed Application may also be delivered electronically to Česká spořitelna contact e-mail: [vyplatadividend@csas.cz](mailto:vyplatadividend@csas.cz). The shareholder must affix his/her qualified electronic signature or a recognised electronic signature within the meaning of Section 6 of Act No. 297/2016 Coll. Further the Application form may be sent from shareholder's data box to Česká spořitelna's data box – data box ID: wx6dkif. If by 1 November 2023 Česká spořitelna launches an application for online pay-out via bank identity for the Company, this method of pay-out will be made available to shareholders who are natural persons with permanent residence in the Czech Republic and who meet especially the following conditions: they are not represented by custodians, they are tax residents of the Czech Republic, have a bank account in the Czech Republic, have active authentication via Bank ID and have identical identification data, both in the Central Securities Depository and in the authenticating bank (i.e. birth number and surname). A detailed description of the conditions and procedure for using the online dividend payment option will be available on the Company's website <https://investor.kofola.cz/en/dividends>.

**2. Shareholders – legal entities with registered office in the Czech Republic** featuring in CSD will be paid the dividend after sending their bank details in writing (name of the financial institution in the Czech Republic including its code and address; account number). The document featuring these data must include notarized signatures of the shareholder's statutory bodies. The shareholder shall also present an extract of the Commercial Register not older than 3 (three) months printed out from the justice.cz website, a statutory declaration of residency that will include "Application" form for pay out. Česká spořitelna will check the existence of a beneficial owner registration pursuant to the Act on Registration of Beneficial Owners on the date of administration of the dividend payment; the dividend will not be paid to shareholders who do not have any beneficial owner registered on the date of administration of the dividend payment by Česká spořitelna. Alternatively, the "Application" form may be sent by e-mail to the mailbox: [vyplatadividend@csas.cz](mailto:vyplatadividend@csas.cz), while such application delivered electronically to the e-mail address must bear a qualified electronic signature or a recognised electronic signature within the meaning of the Act on Trust Services for Electronic Transactions of the person(s) authorised to act on behalf of the legal entity. Furthermore, the application form may be sent from the data box of the shareholder requesting the payment to the data box of Česká spořitelna – identifier: wx6dkif. Upon receipt of all the data, Česká spořitelna will pay the dividend by bank transfer to the account given by the shareholder and ensures the issuance and delivery of a certificate of the payment of the dividend if requested by the legal entity.

**3. Shareholders – natural persons with permanent residence outside the Czech Republic and legal entities with registered office outside the Czech Republic** will be paid the dividend after sending their bank details in writing (name of the financial institution in the Czech Republic or abroad (applies only to natural persons not represented by custodians with permanent residence in Slovakia) - including its code and address; account number). These persons/entities are obliged to present the foreign entity's declaration of beneficial ownership; certificate of tax domicile made in writing; and statutory declaration of residency. All documents mentioned in this paragraph shall be signed by persons entitled to handle the dividends based on the extract of the relevant commercial or other register or based on a certificate by foreign notary or registered officer; their signatures must be notarized and authenticated by a higher authority if required by the Czech legislation for official documents issued in the relevant country. If the above-mentioned confirmations of tax domicile are issued in a language other than Czech or Slovak, they must be presented by the shareholder together with an official translation of the documents into Czech; the costs of the translation shall be covered by the shareholder. The document featuring the bank details is exempt from this requirement if it is in English. If the shareholder fails to present the above-mentioned documents, i.e. the certificate of tax domicile; the foreign entity's declaration of beneficial ownership; and the statutory declaration of residency by 22 November 2023, a withholding tax in the amount set by applicable Czech legislation will apply.

**4. Shareholders represented by custodians of securities or participants maintaining a derivative registry** (hereinafter the "Custodian") are required to send their banking details in writing (name of the financial institution in the Czech Republic; its code and address; account number). Česká spořitelna will check the existence of a beneficial owner registration under the Beneficial Owners Registration Act as at the date of administration of the dividend payment and no dividend will be paid to the custodian or participant in respect of the aforementioned shareholder for whom the function of securities custodian is performed or derivative registry is kept, in the event that such shareholder has not beneficial owner registered under the Beneficial Owners Registration Act as at the date of administration of the dividend payment by Česká spořitelna. The Custodian will also present a joint statutory declaration with a list featuring all final beneficiaries and their tax residency. These shareholders will be notified by the Custodians that if they wish to apply the reduced tax rate under the double tax treaty, they must present a foreign entity's declaration of beneficial ownership and an up-to-date certificate of tax domicile no later than 23 October 2023. Both documents shall be signed by persons entitled to handle the dividends based on the extract of the relevant commercial or other register or based on a certificate by foreign notary or registered officer; their signatures must be notarized and authenticated by a higher authority if required by the Czech legislation for official documents issued in the relevant country. If the above-mentioned confirmations of tax domicile are issued in a language other than Czech or Slovak, they must be presented by the shareholder together with an official translation of the documents into Czech; the costs of the translation shall be covered by the shareholder. If the shareholder fails to present the above-mentioned documents, a withholding tax in the rate set by applicable Czech legislation will apply.

### **Conditions applicable to all shareholders**

Tax will be withheld pursuant to applicable generally binding legislation (mainly Act No. 586/1992 Coll., Income Tax Act, as amended („**Income Tax Act**")) or pursuant to the applicable double tax treaties between the Czech Republic and state of the tax residency of the beneficial owner of the income (dividend). Shareholders who fail to present the above-mentioned documents to confirm reduced withholding tax rates (under article 3 and 4) can apply for a tax refund until 30 October 2026. If the above-mentioned documents and a tax refund application are presented, the refund application will be handled within 2 months as of

its delivery, provided that the withholding tax has been refunded to the bank by the tax authority.

The dividend is payable on **1 November 2023** and shall be paid to shareholder's bank account without undue delay as soon as Česká spořitelna receives the shareholder's request within the meaning of the foregoing paragraphs.

**The dividend will be paid until 1 November 2026.**

In the event that the shareholder who is legally obliged to register a beneficial owner under the Beneficial Owners Registration Act applies for a dividend payment and the dividend payment is not made by 31 December 2023 at the latest because the shareholder does not have a beneficial owner registered in the beneficial owners register, the right of such shareholder to receive the dividend on 31 December 2023 will cease in accordance with the law.