

## **Draft Rules of Procedure and Voting Rules of the General Meeting of the Company**

### **RULES OF PROCEDURE AND VOTING RULES of the ordinary General Meeting of Kofola ČeskoSlovensko a.s. to be held on June 23, 2022**

#### **§ 1**

##### **Basic provisions**

1. In accordance with Act. No 90/2012 Coll. On Business Corporations and Cooperatives (the "**Business Corporations Act**"), these Rules of Procedure and Voting Rules of the Ordinary General Meeting of the company **Kofola ČeskoSlovensko a.s.** (the "**Company**") govern the way of registration of the Company's shareholders, the procedure of the General meeting, the way of exercising of the shareholders' rights at the General meeting and the method of voting at the General meeting.
2. For the purpose of these Rules of Procedure and Voting Rules, a "**shareholder**" also means a shareholder's proxy, unless stipulated otherwise.
3. Should the interpretation of any provision of these Rules of Procedure and Voting Rules be unclear or should a situation occur that is not provided for by the legal provisions, the Company's Articles of Association or these Rules of Procedure and Voting Rules, the further procedure of the General meeting shall be decided on by the Chair of the General meeting in compliance with the principles of the legal regulation of joint-stock companies contained in applicable law.

#### **§ 2**

##### **Registration of Shareholders**

1. Registration desks are set up for the registration of shareholders in an attendance list and for the issuance of identification cards and ballots. The ballots include name, surname and number of votes the shareholder holds. By signing the Attendance list, the shareholder confirms that they were given ballots and identification cards with identification numbers corresponding to the numbers on the registration card. If any of the shareholders loses their identification card, the registration desk will re-issue the identification card at the shareholder's request at any time during the General meeting.
2. Shareholders' attendance will be registered throughout the duration of the General meeting. At registration, authorised persons at registration desks will verify the identity of the shareholders and their right to attend the General Meeting. Shareholders who sign the attendance list and do not express their will to end their attendance at the General meeting by a written statement made at a registration desk are considered present for the entire duration of the General meeting. If a 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.

3. For shareholders that are legal entities with the registered office in the Czech Republic, the presence and completeness of the data on the beneficial owner of the shareholder in the Register of Beneficial Owners will be verified by upon registration. Should data on the beneficial owner of a shareholder be missing in the Register, the shareholder is not entitled to vote and will not be given a ballot upon registration. Nonetheless, the shareholder will be allowed to participate in the General Meeting and to exercise others of its rights except the right to vote.

### **§ 3**

#### **Rules of Procedure**

1. Until the election of a chair of the General meeting, the General meeting is opened by and chaired by its convenor or a person appointed by them. If the General meeting is convened by the collective body the collective body must appoint (until the election of a chair of the General meeting or if a chair is not elected) one of its members or to decide to charge other person to chair the General meeting. The convenor or a person appointed by them must ensure that the General meeting will elect a chair of the General meeting, a minute taker, and one or more minute verifier(s) and scrutineer(s). The General meeting may decide that the chair of the General meeting and the minute verifier shall be the same person and that the chair of the General meeting shall also scrutinise votes provided that it does not jeopardize the due and proper course of proceedings of the General meeting. After the election of the chair of the General meeting the General meeting is further chaired by its chair.
2. At the General meeting, the shareholders are entitled to require and obtain explanations in respect of matters relating to the Company and the parties controlled by the Company provided that such explanation is necessary in order to be able to assess the contents of the matters included in the agenda of the General meeting or to exercise the shareholder's rights at the General meeting. Every shareholder has a period of five (5) minutes to present their request unless decided otherwise by the chair of the General meeting. Shareholder may request the explanation mentioned in the first sentence in writing. The request must be filed after the publication of the invitation to the General Meeting and before the General Meeting is held. Request of explanation in writing must not exceed size of A4 page format with a font size 12. Every shareholder is entitled to make proposals and counterproposals on matters included in the agenda of the General meeting. Every shareholder making a proposal or counterproposal has a period of five (5) minutes to present their request unless decided otherwise by the chair of the General Meeting. Proposals submitted by the Board of Directors or the Supervisory Board are submitted for vote, then proposal of the Supervisory Board and then the proposals and counterproposals of the shareholders, in the order in which they have been brought forward. Once a certain proposal (counterproposal) has been approved, other proposals or counterproposals are not submitted for vote. Shareholders, members of the Board of Directors, and members of the Supervisory Board may raise an objection against a resolution of the General meeting and request that such objection be recorded in the minutes of the General Meeting. If the recording of the content of the objection is not requested, the minute taker is not obliged to record the content of the objection in the minutes of the General meeting.

3. The explanation may be provided in the form of a summary statement concerning several similar issues. It shall be deemed that shareholders have been provided with an explanation even if the relevant information (the supplementing explanation in respect of individual items on the agenda of the General Meeting) is published on the Company's website no later than on the day preceding the date of the General Meeting and is available to the shareholders for inspection at the venue of the General Meeting. If the information is provided to the relevant shareholder, any other shareholder may also request such information without having to follow the procedure applicable to the exercise of the right to an explanation described above.
4. Shareholders were also entitled to make their proposals and counterproposals concerning the matters included in the agenda of the General meeting before the publication of the invitation to the General Meeting. Proposals delivered to the Company no later than five days before the publication of the invitation to the General Meeting shall be published by the Board of Directors, including an opinion of the Board of Directors, along with the invitation to the General Meeting. Section 362 of the Business Corporations Act shall apply by analogy to the proposals delivered after this time limit.
5. At a General Meeting, shareholders may make proposals and counterproposals concerning matters on the agenda of the General Meeting. Proposals and counterproposals delivered to the Company 3 days before the General Meeting at the latest are published by the Board of Directors on the Company's website <https://investor.kofola.cz/en/general-meeting/> without undue delay. If they are delivered 5 days before the General Meeting at the latest, the Board of Directors will publish them along with its opinion. The Board of Directors must provide an opinion on each proposal or counterproposal of a shareholder.
6. Matters not included in the agenda of the General meeting may only be discussed at the General Meeting or decided on if all shareholders of the Company agree.
7. Shareholders may make their requests for explanation, proposals, counterproposals and objections either in writing on a comment slip or orally at the invitation of the Chair of the General meeting after proving their identity by an identification card. Comment slips must contain the shareholder's identification number (as specified in the identification card) and the shareholder's signature. Shareholders must submit comment slips to the information centre. When submitting a comment slip, the shareholder must prove its identity by its identification card.
8. The General meeting's information centre will number the comment slips according to the order in which they are received and will hand them over to the Chair of the General meeting.
9. The Chair of the General meeting decides on who to give the floor to. A member of the Board of Directors and a member of the Supervisory Board must be permitted to take the floor whenever they request this. If somebody disturbs the orderly conduct of the General meeting, the Chair of the General meeting may reprimand this person. If such person fails to change their behaviour even after being reprimanded, the Chair of the General meeting may suspend the General meeting until order is restored.

10. Sound or visual recordings of the General meeting may not be made without the prior approval of the General meeting.

#### **§4 Voting Rules**

1. Voting is performed by ballots received by the shareholders upon registration or during the General meeting based on the instructions of the Chair of the General meeting; the ballots state the number of votes the relevant shareholder has. Before each vote, the Chair of the General Meeting will inform the shareholders of the resolution to be voted on. Upon request of the Chair of the General Meeting, shareholder vote by raising their ballot.
2. The votes shall be counted by scrutineers. As soon as they ascertain that the number of votes necessary for making a decision on the proposed resolution has been achieved, they will inform the Chair of the General Meeting. The Scrutineers will then continue counting the remaining votes; complete results are recorded in the minutes of the General Meeting and possibly announced during the General Meeting. For the vote on each proposed resolution, a record of the General Meeting's quorum must be made.