

## **NOTICE OF INCLUSION OF AN ITEM ON THE AGENDA OF THE GENERAL MEETING AND WORDING OF THE COUNTERPROPOSAL OF A QUALIFIED SHAREHOLDER, WITH THE BOARD OF DIRECTORS' STANDPOINT**

The Board of Directors of the company Kofola ČeskoSlovensko a.s., ID No. 242 61 980, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava (hereinafter referred to as the "**Company**"), in connection with the ordinary general meeting of the Company to be held August 25, 2017 at 10 a.m. in the registered office of the Company at the address Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava (hereinafter referred to as the "**General Meeting**"), and pursuant to Act No. 90/2012 Coll., on commercial companies and cooperatives, as amended (hereinafter as the "CCC"), hereby notifies

- A) the inclusion of an item on the agenda of the General Meeting in compliance with a request of a qualified shareholder,
- B) the wording of the counterproposal of the qualified shareholder to item No. 3 on the agenda of the General Meeting, and the standpoint of the Board of Directors to this counterproposal.

### **Ad A) Notice of inclusion of an item on the agenda of the General Meeting**

On August 7, 2017 the Board of Directors received a request from a qualified shareholder, the company **AETOS a.s.**, ID No. 061 67 446, with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, owning 12,483,804 pc of shares issued by the Company in total nominal value of 1,248,380,400 CZK that corresponds to approx. 55,99 % of the registered capital (hereinafter as the "**Qualified shareholder**"), for the inclusion of a new item, No. 4, on the agenda of the General Meeting: "Approval of acquisition of shares issued by the company Kofola ČeskoSlovensko a.s. by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o."

The Board of Directors has added this new item to the agenda of the General Meeting, in compliance with the request of the Qualified shareholder, as item No. 4 on the agenda of the General Meeting. The current items No. 4 and 5 on the agenda of the General Meeting (4. Discussion and 5. Closing) shall be newly referred to as items No. 5 and 6. In light of the aforementioned, the following items shall be on the agenda of the General Meeting:

1. Opening of the General Meeting
2. Approval of the Facility agreement and Financial Documents
3. Approval of acquisition of shares issued by the company under the public bid to buy shares made by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o.
4. Approval of acquisition of shares issued by the company Kofola ČeskoSlovensko a.s. by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o.
5. Discussion
6. Closing

### **Wording of the request and additional information about the request of the Qualified shareholder:**

The Qualified shareholder presented the following draft resolution of and rationale for the item (No. 4) newly added to the agenda of the General Meeting:

#### Draft resolution:

"In compliance with Section 301 par. 1 letter a) and par. 2 of the Business Corporations Act in connection with Section 318 par. 1 of the Business Corporations Act the General Meeting of the company approves that the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o., a limited liability company incorporated and existing under the Slovenian laws, with its registered seat at Boračeva 37, 9252 Radenci, Republic of Slovenia, ID No. 5056152000, may acquire up to 1,114,750 listed common registered shares issued as book-entry shares by the company, each of a face value of 100 CZK and carrying one vote at the General Meeting of the company admitted to trading on the Prague Stock Exchange (Burza cenných papírů Praha, a.s.) and registered by the Central Securities Depository Prague under ISIN code CZ0009000121 that carry in total 1,114,750 votes at the General Meeting of the company, representing 5 % of all votes at the General Meeting of the company for a minimum and maximum price of 440 CZK per share within a period of 5 years commencing on the date of adoption of this resolution."

#### Rationale:

On July 4, 2017 the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o., a limited-liability company established and existing pursuant to laws of the Republic of Slovenia, with its registered office at Boračeva 37, 9252 Radenci, Republic of Slovenia, Identification Number: 5056152000 (hereinafter as "Radenska") a public offer to purchase shares issued by the company Kofola ČeskoSlovensko a.s. that was published on July 10, 2017 in the Commercial Bulletin under No. OV: OV00551488 (hereinafter as the "Bid").

As the resolution proposed under the item No. 3 on the agenda of the General Meeting limits the possibility of acquiring shares of the company Kofola ČeskoSlovensko a.s. by the company Radenska to doing so only by means of the Bid, and by no other legal means of acquiring ownership, the company AETOS would consider it appropriate, in the event that the General Meeting should not act in approval of the acquisition of shares of the company Kofola ČeskoSlovensko by the company Radenska by means of the Bid, as stated in item No. 3 of the agenda of the General Meeting, and if, for any other reason, the acquisition of shares in compliance with the Bid should not be executed, that a new item, No. 4, be included in the agenda of the General Meeting, allowing a vote on the approval of the acquisition of shares in the company Kofola ČeskoSlovensko by the company Radenska by any legal means in compliance with the requirements stated in this resolution.

The request of the Qualified shareholder shall be made 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., from **August 10, 2017** up to, and including, the day of the General Meeting. Simultaneously the request of the Qualified shareholder shall also be made 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", from August 10, 2017. Information for shareholders will also be provided on the day and at the place of the General Meeting.

## **Ad B) A wording of the counterproposal of the qualified shareholder to the item No. 3 on the agenda of the General Meeting and the standpoint of the Board of Directors to this counterproposal**

The invitation to the General Meeting was published on July 25, 2017 under No. OV: OV00595672. Together with the request for inclusion of the item on the agenda of the General Meeting, the Qualified shareholder also submitted a counterproposal regarding item No. 3 on the agenda of the General Meeting (Approval of acquisition of shares issued by the company under the public bid to buy shares made by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o.). Therefore the counterproposal was submitted within a period laid down by the Articles of Association of the Company for delivery of proposals and counterproposals of the shareholders to the items on the agenda of the general meeting.

### **Wording of the counterproposal and additional information:**

Draft resolution to the item No. 3.:

“In compliance with Section 301 par. 1 letter a) and par. 2 of the Business Corporations Act in connection with Section 318 par. 1 of the Business Corporations Act the General Meeting of the company approves that the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o., a limited liability company incorporated and existing under Slovenian law, with its registered seat at Boračeva 37, 9252 Radenci, Republic of Slovenia, ID No. 5056152000, may acquire up to 1,114,750 listed common registered shares issued as book-entry shares by the Company, each of a face value of 100 CZK and carrying one vote at the General Meeting of the Company admitted to trading on the Prague Stock Exchange (Burza cenných papírů Praha, a.s.) and registered by the Central Securities Depository Prague under ISIN code CZ0009000121, carrying in total 1,114,750 votes at the General Meeting of the Company, representing 5% of all votes at the General Meeting of the Company by means of a public bid to buy shares of the Company made by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o. on July 4, 2017, announced on July 10, 2017, as amended of **August 7, 2017, published on August 9, 2017**, for a minimum and maximum price of 440 CZK per share, acquired by means of a public bid described above and within a period of 5 years commencing on the date of adoption of this resolution.”

On August 9, 2017 a notice of change to the bid document dated August 7, 2017 was published by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o., a limited-liability company established and existing pursuant to laws of the Republic of Slovenia, with its registered office at Boračeva 37, 9252 Radenci, Republic of Slovenia, Identification Number: 5056152000, regarding the public offer to purchase shares of the Company made by the company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o., dated July 4, 2017, published on July 10, 2017. With regard to the changes to the Bid mentioned above, the company AETOS made the aforementioned counterproposal to item No. 3 on the agenda of the General Meeting.

### **Standpoint of the Board of Directors:**

The Board of Directors acknowledges the counterproposal of the Qualified shareholder to item No. 3 on the agenda of the General Meeting, and with regard to the changes to the Bid as of August 7, 2017, published on August 9, 2017, the Board of Directors recommends that the General Meeting approve the draft resolution as proposed by the Qualified shareholder.

The counterproposal of the Qualified shareholder is included in the request of inclusion of the item on the agenda of the General Meeting and is available as mentioned above.

Ostrava, August 10, 2017

The Board of Directors  
Kofola ČeskoSlovensko a.s.