

## **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 the company Kofola ČeskoSlovensko a.s. to be held on 23 May 2016**

#### **§ 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 manner of registering the Company's shareholders, the procedure of the General meeting, the method in which shareholders exercise their 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 "**shareholders**" 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 Chairman 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 registering shareholders in an attendance list and for issuing identification cards and voting cards. The voting cards include name, surname and number of votes the shareholder holds. By signing the Attendance list, the shareholder confirms that he was given voting cards 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 certain 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

#### **Rules of Procedure**

1. The General meeting is opened by and chaired until the vote of chairman of the General meeting by its convenor or a person appointed by him. If the General meeting is convened by the collective body the collective body has to appoint (until the vote of chairman of the General meeting, eventually if the chairman will not be elected) one of its members, eventually to decide on other person to chair the General meeting. The task of the convenor or a person appointed by him is to ensure that the General meeting will elect chairman of the General meeting, minute taker, one or more minute verifier(s) and scrutinisers. After election of the chairman of the General meeting the General meeting is further chaired by its chairman.
2. At the General meeting, the shareholder is 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. Shareholder may request the explanation mentioned in the previous sentence in writing. The request must be filed after the invitation to the General Meeting is published and before the General Meeting is held. The shareholder is entitled to make proposals and counterproposals on matters included in the agenda of the General meeting. Proposals submitted by the Board of Directors or the Supervisory Board are voted on first. If these proposals are not adopted or made, shareholders' (counter) proposals are voted on. 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 on 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, every 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 in relation to the matters which are included in the agenda of the General meeting before the invitation to the General Meeting was published. Proposals delivered to the Company no later than seven 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 analogously to the proposals delivered after this time limit.

5. At a General Meeting, a shareholder may make proposal and counterproposal in relation to matters on the agenda of the General meeting. If a shareholder intends to make a counterproposal to any matter on the agenda of the General meeting, the shareholder shall deliver it to the Company within reasonable period before the date of the General Meeting; this shall not apply to proposals to appoint a certain persons to the company's bodies, which may be made by the shareholders both before the date of the General meeting and during the General meeting. The Board of Directors must provide an opinion on each proposal or counterproposal of the shareholder. The Board of Directors shall notify the shareholders, in the manner prescribed by the Business Corporations Act and by the Articles of Association of the Company for convening the General meeting, of the wording of a shareholder's counterproposal accompanied by its opinion; this shall not apply if the information was delivered less than two days before the date of the General meeting or if the expenses to deliver the opinion would be in gross disproportion to the relevance and contents of the counterproposal and/or if the text of the counterproposal contains more than 100 words. If the counterproposal contains more than 100 words, the Board of Directors shall inform the shareholders of the substance of the counterproposal and of its opinion, and shall publish the counterproposal on the Company's website.
6. Issues 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 an explanation, proposals, counterproposals and eventual objections either in writing on a comment slip or orally at the invitation of the Chairman of the General meeting after proving their identity based on an identification card. Comment slips must contain the shareholder's identification number (as specified on 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 presenting 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 Chairman of the General meeting.
9. The Chairman of the General meeting decides on who is entitled to take the floor. A member of the Board of Directors and a member of the Supervisory Board must be permitted to take the floor whenever he requests this. If somebody disturbs the orderly conduct of the General meeting, the Chairman of the General meeting may reprimand this person. If such person fails to change his behaviour even after being reprimanded, the Chairman of the General meeting may adjourn 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.

## **Voting Rules**

1. Voting is performed by voting cards, which the shareholders receive upon registration or, as the case may be, during the General meeting based on the instructions of the Chairman of the General meeting. Each time before votes are cast, the Chairman of the General meeting will inform the shareholders of the resolution which is being voted on. Upon a request of the Chairman of the General meeting shareholder votes by raising a voting card.
2. The votes shall be counted by scrutinisers. As soon as they ascertain that the number of votes necessary for making the decision on the proposed resolution has been achieved, they will inform the Chairman of the General meeting accordingly. The Scrutinisers will then continue counting the remaining votes. The complete results are recorded in the minutes of the General meeting and, possibly, announced during the General meeting. A record of the General Meeting's quorum has to be made when votes are taken on each proposed resolution.