

CURRENT REPORT

No. 7/2017

KOFOLA ČESKOSLOVENSKO A.S.

8 June 2017

Restructuring of shareholdings in, and contemplated transactions relating to, Kofola ČeskoSlovensko a.s.

Report pursuant to Clause 125(1) of the Act No. 256/2004 Coll., the Czech Capital Markets Act, as amended (inside information), as well as pursuant to Article 17 of EU Regulation No 596/2014 on market abuse (Market Abuse Regulation)

The Board of Directors of Kofola ČeskoSlovensko a.s. ("**Kofola**") hereby announces that KSM Investment S.A. ("**KSM**"), René Musila and Tomáš Jendřejek wish to restructure their current shareholdings in Kofola ("**Restructuring**"). Under the Restructuring, KSM, René Musila and Tomáš Jendřejek would transfer their shares in Kofola to AETOS a.s., a newly established wholly owned subsidiary of KSM, and René Musila and Tomáš Jendřejek wish to become shareholders of AETOS (next to KSM as the current shareholder). AETOS would become a shareholder in Kofola holding shares in Kofola representing approximately 56% of the total share capital of Kofola. Subsequently, KSM (which is currently owned by Czech nationals) intends to merge into AETOS and thus AETOS as the controlling shareholder of Kofola would be held solely by Czech nationals.

The Restructuring does not affect the business of Kofola itself or the shares of other shareholders and its goal is simplification and transparency of the persons controlling Kofola.

The Board of Directors of Kofola ČeskoSlovensko a.s. ("**Kofola**") hereby further announces that KSM, CED GROUP S. à r.l. ("**CED**"), René Musila and Tomáš Jendřejek, the current shareholders of Kofola, and AETOS, entered on 8 June 2017 into an agreement relating to certain transactions involving Kofola and shares in Kofola ("**Transaction Agreement**").

Based on the Transaction Agreement, the following steps are being contemplated:

- CED wishes to transfer to AETOS shares of CED in Kofola representing 12% of the total share capital of Kofola for a purchase price of CZK 440 per share ("**Transfer of CED Shares**"). The Transfer of CED Shares is subject to, *inter alia*, AETOS having secured sufficient funds to pay the purchase price. The intention is to finalize the transfer by the end of July 2017, in each case after the General Meeting of Kofola and payment of the dividend (as proposed in the agenda of the General Meeting).
- RADENSKA, d.o.o., a wholly owned subsidiary of Kofola, intends to launch a tender offer for shares in Kofola representing up to 5% of the total share capital of Kofola for an offer price CZK 440 per share ("**Tender Offer**"). The launch of the Tender Offer is subject, *inter alia*, the Tender Offer having been approved by Kofola as a sole shareholder of RADENSKA d.o.o. The closing of the Tender Offer is subject to the dividend having been distributed to the shareholders of Kofola. The intention is to launch the Tender Offer by end of June 2017 for duration of up to eight (8) weeks.
- The parties wish to implement a new dividend policy of Kofola with the aim of distributing of a dividend to the shareholders of Kofola of at least 60% of its consolidated net profit achieved in each financial year from 2017 until 2020, subject to sufficient distributable profits.
- The parties agreed to cooperate towards a potential placement or offering of all remaining CED shares in Kofola and of AETOS' shares in Kofola representing up to 3% of the total share capital of Kofola. Subject to, *inter alia*, market conditions the parties might implement such transaction during 2018.

Furthermore, the Supervisory board of Kofola approved today a management incentive program based on which its executives (11 persons) will be acquiring from 2017 to 2019 up to 202 466 shares in Kofola (0.9% of the total share capital of Kofola) subject to the conditions set out therein.

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