

**Kofola ČeskoSlovensko a.s.**  
Identification number: 242 61 980  
Registered office: Nad Porubkou 2278/31a, Poruba, 708 00  
Ostrava  
Registered in Commercial Register maintained by the Regional  
Court in Ostrava, Section B., file 10735  
(« **Company** »)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON 03/02/2017, IN  
THE REGISTERED OFFICE OF THE COMPANY ON THE ADDRESS OF NAD PORUBKOU  
2278/31a, PORUBA, 708 00, OSTRAVA, FROM 10 AM.**

Present members of the Board of Directors:  
Daniel Buryš, member of the Board of Directors  
Tomáš Jendřejek, member of the Board of Directors

Present members of the Supervisory Board:  
René Sommer, Chairman of the Supervisory Board  
Pavel Jakubík, member of the Supervisory Board

The meeting of the General Meeting was opened by a member of the Board of Directors, Mr. Daniel Buryš, who was appointed by the convener the Company's Board of Directors to chair the General Meeting until the chairman is appointed. He welcomed the present shareholders and introduced the present members of the Board of Directors and the Supervisory Board.

Mr. Daniel Buryš stated that the General Meeting was duly convened by an invitation published on January 1, 2017 on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz) and simultaneously in the Commercial Bulletin pursuant to Article 11 par. 11.4 of the Articles of Association of the Company.

Mr. Daniel Buryš further stated that the General Meeting was quorate at the moment of meeting commencement since under Article 11 paragraph 11.5. of the Articles of Association of the Company the presence of shareholders who hold shares with nominal value exceeding 50% of the Company share capital that are connected with a right to vote, is necessary for the General Meeting to be quorate. Whereas according to the details in the attendance list of the present shareholders, the shareholders owning and disposing of 20.937.000 pieces of shares with a total nominal value of one share of CZK 100 are present or represented by a proxy. Therefore, the present shareholders represent 93,9 % of the share capital of the Company, reduced by shares in nominal value of CZK 195.600 which are held by the Company and by which is not possible to exercise the right to vote, and therefore they have 93,9 % of all votes.

The attendance list of the present shareholders remains at the seat of the Company, in materials concerning this General Meeting and will be attached to the minutes of the General Meeting.

Daniel Buryš, a member of the Board of Directors authorized to chair the Company's General Meeting until the election of its bodies, reminded an agenda of the General Meeting by referring to the invitation.

**Point 2: Approval of the Rules of Procedure and Voting Rules of the General Meeting, election of a chairman of the General Meeting, minute taker, minute verifiers and scrutinisers, approval of audiovisual recording of the General Meeting**

Daniel Buryš, within the meaning of the set agenda, presented the Board of Director's proposal to approve the General Meeting's Rules of Procedure and Voting Rules published on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz). Further Mr. Daniel Buryš informed the present shareholders of methods of voting at the General Meeting. The shareholders were simultaneously in accordance with Article 14 paragraph 14.2 of the Articles of Association entitled to cast their votes by correspondence, as they were properly instructed in the General Meeting's invitation. Mr. Daniel Buryš stated that two of the Company's shareholders actually used option pursuant to the previous sentence. Subsequently, Mr. Daniel Buryš invited the General Meeting to vote on the following proposal:

**RESOLUTION No. 1:**

**"The General Meeting approves the Rules of Procedure and the Voting Rules of the General Meeting of the company Kofola ČeskoSlovensko a.s. presented by the Board of Directors of the Company."**

Mr. Daniel Buryš invited the General Meeting to vote about the proposed resolution by using of ballots.

Mr. Daniel Buryš stated that to adopt a decision on approval of the General Meeting's Rules of the Procedure and Voting Rules a majority of votes of the present shareholders is required.

**After the completion of voting and the counting of votes, Mr. Daniel Buryš stated that the General Meeting approved the General Meeting's Rules of Procedure and Voting Rules of the Company according to the submitted proposal by 20.937.000 votes, i.e. 100 % votes of all present shareholders.**

Further Mr. Daniel Buryš presented a proposal for a composition of the General Meeting's bodies:

Chairman of the General Meeting: Jakub Onisko

Minute taker: Pavel Jakubík

Minute verifier: Beata Pulcer

Scrutiniser: Karin Josefusová.

Daniel Buryš the General Meeting to vote on the following proposal:

**RESOLUTION No. 2:**

**"The General Meeting elects Mr Jakub Onisko as a chairman of the General Meeting, Mr Pavel Jakubík as a minute taker, Ms Beata Pulcer as a minute verifier, and Ms Karin Josefusova as scrutiniser."**

Mr. Daniel Buryš stated that also to adopt a decision on approval of this resolution a majority of votes of the present shareholders is required.

**After the completion of voting and counting of votes, Mr. Daniel Buryš stated that the proposal was adopted by 20.937.000 votes, i.e. 100 % votes of all present shareholders.**

Afterwards Mr. Daniel Buryš invited Chairman-elect of the General Meeting to take its office.

The Chairman-elect of the General Meeting, Mr. Jakub Onisko, thanked for the trust and assumed the leadership of the General Meeting. The Chairman of the General Meeting declared that the extraordinary General Meeting of the Company is quorate since shareholders owning or representing 93,9% of the Company's share capital reduced by shares in nominal value of CZK 195.600 which are held by Company and by which is not possible to exercise the right to vote, are present.

Furthermore, the Chairman of the General Meeting invited the present shareholders to give their consent to procure the audio-visual recording of the General Meeting.

**RESOLUTION No. 3:**

**"The General Meeting approves making audio-visual recording of the General Meeting."**

The Chairman of the General Meeting stated that to adopt this resolution a majority of votes of the present shareholders is required.

**After the completion of voting and the counting of votes, the Chairman of the General Meeting stated that proposal was adopted by 20.937.000 votes, i.e. 100 % votes of all present shareholders.**

**Point 3: Decision on Delisting of Shares from Trading on Warsaw Stock Exchange**

The Chairman of the General Meeting reminded that delisting of Shares from Trading on Warsaw Stock Exchange (in Polish: *Giełda Papierów Wartościowych*) pursues the Company's intention to suspend trading of its shares on regulated market in Poland. Since none of the present shareholders raised any request for explanation, the Chairman of the General Meeting invited the General Meeting to vote on the following proposal:

**RESOLUTION No. 4:**

**"The General Meeting decides on (i) the re-materialization (in Polish: *zniesienie dematerializacji akcji*) of common registered shares of Kofola ČeskoSlovensko a.s., with each share having a nominal value of CZK 100, issued as book-entered securities, ISIN CZ0009000121, traded on the Warsaw Stock Exchange (in Polish: *Giełda Papierów Wartościowych*) ("Shares") in compliance with Sec. 91 and Sec. 92 point 3 of Polish Act dated 29 July 2005 on Public Offerings and Conditions for Listing on Financial Instruments on Organized Trading Platforms and on Public Companies (in Polish: *Ustawa z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych*), (ii) delisting of Shares from trading on the Warsaw Stock Exchange (in Polish: *Giełda Papierów Wartościowych*) in compliance with Sec. 421 (2) (i) of the Act on Business Corporations, and (iii) granting of**

consent with the Board of Directors of Kofola ČeskoSlovensko a.s. performing all necessary legal actions and other steps to implement this decision, including submission of an application to the Polish Financial Supervisory Commission (in Polish: *Komisja Nadzoru Finansowego*), Polish National Depository of Securities (in Polish: *Krajowy Depozyt Papierów Wartościowych S.A.*), Warsaw Stock Exchange (in Polish: *Giełda Papierów Wartościowych*) and other relevant bodies.”

Before commencement of voting, the Chairman of the General Meeting stated again that the General Meeting is still quorate since shareholders owning shares whose nominal value represents 93,9 % in total of the Company’s share capital reduced by shares in a nominal value of CZK 195.600 which are held by Company and by which is not possible to exercise the right to vote, are present.

Further the Chairman of the General Meeting stated that for adopting of the above mentioned resolution in compliance with Sec. 421 (2) of the Act No. 90/2012 Coll., on Business Corporations, a consent of at least  $\frac{3}{4}$  majority of votes of the present shareholders is required. According to the Polish law  $\frac{9}{10}$  majority of the votes cast in the presence of shareholders representing at least half of the share capital of the Company is required.

**Based on the results of the voting, the Chairman of the General Meeting stated that the voting was carried out with the participation of shareholders represent 93,9 % of the share capital reduced by shares in the nominal value of CZK 195.600 which are held by Company and by which is not possible to exercise the right to vote. The Chairman of the General Meeting stated that proposal was approved by 20.937.000 votes, i.e. 100% votes of all present shareholders.**

Further, the meeting moved onto the next point on the agenda of the General Meeting:

**Point 4: Decision on Acquisition of Treasury Shares**

The Chairman of the General Meeting stated that proposed resolution is directly linked to the decision under Point. 3 on delisting of Shares from Trading on Warsaw Stock Exchange. None of the present shareholders asked any questions regarding this point of the agenda.

Subsequently the Chairman of the General Meeting invited the General Meeting to vote on the following proposal:

**RESOLUTION No. 5:**

**“The General Meeting decides pursuant to Sec. 301 (1) (a) of the Act on Business Corporations to grant its consent to Kofola ČeskoSlovensko a.s. with the acquisition of treasury shares under the following terms and conditions:**

- 1. The company may acquire no more than 5,000 (five thousand) common registered treasury shares with a nominal value of CZK 100 each, issued as book-entered securities;**
  
- 2. The company may acquire treasury shares over a period of time no longer than 5 (five) years from the adoption date of this decision for no more than 5 (five) years from the adoption date of this decision;**
  
- 3. If the company acquires treasury shares for consideration, the minimum price for which the company may acquire treasury shares is CZK 1.00 and the maximum price**

**for which the company may acquire treasury shares is the price for which the company is obligated to purchase shares as a result of their delisting from the Warsaw Stock Exchange (in Polish: Giełda Papierów Wartościowych) in compliance with applicable laws.”**

The Chairman of the General Meeting informed the present shareholders that to adopt this resolution a majority of votes of the present shareholders is required.

**Based on the results of the voting, the Chairman of the General Meeting stated that the proposal was approved by 20.937.000 votes, i.e. 100% votes of all shareholders present.**

**Point 5: Approval of the Service Agreement for a member of the Supervisory Board of the Company**

Under this point it is proposed to approve the Service Agreement entered into with the members of the Supervisory Board of the Company. The wording of the Service Agreement for a member of the Supervisory Board was posted on the Company’s website and in this wording it is proposed to the General Meeting for its approval.

To this point on the agenda of the General Meeting no questions were presented by the present shareholders.

Subsequently, the Chairman of the General Meeting invited the General Meeting to vote on the following proposal:

**RESOLUTION No. 6:**

**“The General Meeting approves an executive service agreement of the member of the Supervisory Board of the Company as presented by the Board of Directors of the Company to the General Meeting that will be entered into with the members of the Supervisory Board of the Company.”**

The Chairman of the General Meeting informed the present shareholders that to adopt this resolution a majority of votes of the present shareholders is required.

**Based on the results of the voting, the Chairman of the General Meeting stated that the proposal was adopted by all votes of present shareholders, i.e. shareholders possessing 20.937.000 votes, i.e. 100% votes of all shareholders present.**

**Point 6: Discussion**

Within this point the present shareholders were asked if they had any questions or topics for discussion, to be communicated. None of the present shareholders did so.

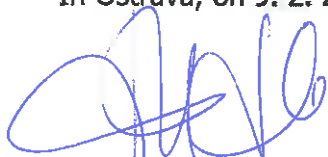
**Point 7: Conclusion**

The Chairman of the General Meeting finally concluded that all the resolutions on the agenda of the General Meeting were adopted. At the same time, all shareholders were informed that the minutes of the General Meeting will be published by the Company on its website [www.firma.kofola.cz](http://www.firma.kofola.cz) under the link „INVESTOR” in the section „General Meeting” within the statutory deadline. The Chairman of the General Meeting thanked the shareholders for their attendance.

The member of the Board of Directors, Mr. Daniel Buryš, furthermore also thanked on behalf of the Board of Directors the present shareholders for their participation in the General Meeting.

The General Meeting was closed at 11 a.m.

In Ostrava, on 9. 2. 2017



---

Jakub Onisko  
Chairman



---

Beata Pulcer  
Minute verifier



---

Pavel Jakubík  
Minute taker