

**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 ORDINARY GENERAL MEETING HELD ON 18/12/2017, IN THE REGISTERED OFFICE OF THE COMPANY ON THE ADDRESS OF NAD PORUBKOU 2278/31a, PORUBA, 708 00, OSTRAVA, FROM 10 A.M.**

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

Present members of the Supervisory Board:  
René Sommer, chairman of the Supervisory Board

The meeting of the ordinary General Meeting was opened at 10 a.m. 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.

Mr. Daniel Buryš stated that the Board of Directors invited to the General Meeting other persons for technical back-up of the General Meeting, namely Mr Jakub Onisko, Ms Beata Pulcer and Karin Josefusová who would be nominated to the bodies of the General Meeting.

Mr Daniel Buryš stated that the General Meeting was duly convened by an invitation published on November 16, 2017 on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz) and simultaneously in the Commercial Bulletin.

Mr Daniel Buryš further stated that the General Meeting was quorate at the moment of meeting commencement pursuant to the Articles of Association of the Company whereas on the General Meeting are present shareholders who own 19.945.093 pieces of listed common registered shares each of a face value of CZK 100,- therefore the shares with a total nominal value of 1,994.509.300 CZK, which represent 94,18 % (in words ninety-four point one eight) of the share capital of the Company; it is noticed that 3052 pieces of shares which are held by the Company and 1,114.109 pieces of shares which are held by the controlled company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o. by which the voting right cannot be performed were deduced and the number representing hundred percent of shares of the company was diminished this way.

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

Further Mr Daniel Buryš informed the present shareholders of voting procedures at the General Meeting by voting ballots. The shareholders were simultaneously authorised to cast their votes by correspondence, as they were properly instructed in the General Meeting's invitation. Mr

Daniel Buryš stated that one of the Company's shareholders actually used option pursuant to the previous sentence. It is assumed that the shareholder voting by correspondence is present at the General Meeting only for the purpose of voting on those points of the program to which he casts his votes by correspondence.

Further it was stated that for the purpose of voting on resolutions about organization of the General Meeting, a shareholder owning and holding 112,424 shares, who had voted by correspondence was considered as absent at the General Meeting for voting resolution under the Point 1. The General Meeting is quorate, whereas for the purpose of voting on resolutions under the Point 1 were present shareholders owning and disposing 19.832.669 pieces of listed common registered shares, each of a face value of CZK 100, therefore shares of total face value of 1,983.266.900 CZK, which represent 93,65 % (in words: ninety-three point six five) of the share capital of the Company reduced by 3052 pieces of shares held by the Company and by 1,114.109 pieces of shares held by the controlled company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o. by which the voting right cannot be performed.

Afterwards, the General Meeting moved to the voting on approval of attendance of third persons at the general meeting.

Mr. Daniel Buryš put forward the following proposal of a resolution:

"The General Meeting approves attendance of the third persons for technical back-up of the meeting dated December 18, 2017."

No queries were raised by the present shareholders as to this point of the General Meeting's agenda, and Mr Daniel Buryš therefore invited the General Meeting to vote on the following proposal:

**RESOLUTION No. 1:**

**"The General Meeting approves attendance of the third persons, Mr. Jakub Onisko, Ms. Beata Pulcer and Ms. Karin Josefusová for technical back-up of the meeting dated December 18, 2017."**

A majority of votes of the present shareholders is required to adopt a decision on approval of third persons' attendance at the General Meeting.

**After the completion of voting and the counting of votes, Mr. Daniel Buryš stated that the General Meeting approved the resolution by 19.832.669 votes, i.e. 100 % of votes of all present shareholders.**

Further it was moved to the voting on bodies of the General Meeting.

Mr Daniel Buryš presented a proposal of the Board of Directors for a composition of the General Meeting's bodies as follows:

Chairman of the General Meeting: Jakub Onisko

Minute taker: René Sommer

Minute verifier: Beata Pulcer

Scrutiniser(s): Karin Josefusová.

No queries were raised by the present shareholders as to this point of the General Meeting's agenda, and Mr Daniel Buryš therefore invited 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 René Sommer as a minutes taker, Ms Beata Pulcer as a minutes verifier, and Ms Karin Josefusova as a scrutiniser."**

A majority of votes of the present shareholders is required to adopt a decision on election of the bodies of the General Meeting.

**After the completion of voting and the counting of votes, Mr. Daniel Buryš stated that the General Meeting approved the resolution by 19.832.649 votes, i.e. 99,999 % of votes of all present shareholders. Against this resolution voted 20 votes.**

Afterwards Mr Daniel Buryš stated that the bodies of the General meeting were elected and invited the Chairman-elect of the General Meeting to take its office.

Elected Chairman of the General Meeting, Mr Jakub Onisko, welcomed the present shareholders.

Further he invited the General Meeting to vote by ballots the General Meeting's Rules of Procedure and Voting Rules that were published on the Company's website [www.firma.kofola.cz](http://www.firma.kofola.cz). No queries or other proposals were raised by the present shareholders as to this proposal.

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

**RESOLUTION No. 3:**

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

A majority of votes of the present shareholders is required to adopt a decision on approval of this resolution.

**After the completion of voting and the counting of votes, the Chairman of the General Meeting stated that the General Meeting approved the resolution by 19.832.649 votes, i.e. 99,999 % of votes of all present shareholders. Against this resolution voted 20 votes.**

Furthermore, the Chairman of the General Meeting invited the present shareholders to give their consent to the sound recording of the General Meeting for the purpose of drawing up minutes of the General Meeting.

Mr Dobrovský, one of the present shareholders, raised question to the already presented proposal regarding a possibility to make a sound recording of the General Meeting by the shareholders. The Chairman of the General Meeting informed the shareholder that the General Meeting decides on granting of the approval to make a sound recording of the General Meeting. In order to be allowed to make a sound recording of the General Meeting any of the present shareholders would have to propose adoption of the General Meeting's resolution on approval of a sound recording made by the shareholders. Even after such advice none of the present shareholders proposed adoption of such resolution.

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

**RESOLUTION No. 4:**

**“The General Meeting approves sound recording of the General Meeting by the Company.”**

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

**After the completion of voting and the counting of votes, the Chairman of the General Meeting stated that the General Meeting approved the resolution by 19.832.649 votes, i.e. 99,999 % of votes of all present shareholders. 20 votes abstained from voting.**

The Chairman of the General Meeting stated that the resolution was adopted.

Afterwards, the discussion under the Point 1 was ended.

**Point 2: Appointment of a new member of the Supervisory Board**

The General Meeting moved onto the Point 2 of the agenda.

The Chairman of the General Meeting invited a representative of the Supervisory Board to explain to the shareholders a reason why it is necessary to appoint a new member of the Supervisory Board and Audit Committee of the company.

Election resulted from a need to appoint a new member of the Supervisory Board and Audit Committee of the company since the previous member Mr. Chocholáček resigned from his positions in the Supervisory Board and Audit Committee due to his professional reasons for which he cannot fulfil his positions with due care and time-availability. Resignation was delivered by Mr. Chocholáček in writing on October 24, 2017 into the hands of the chairman of the Supervisory Board and also legal representative of the company. Resignation was effective on November 24, 2017, to this date a membership of Mr. Chocholáček in the Supervisory Board and Audit Committee of the company terminated.

For this reason it is necessary to appoint a new member of the Supervisory Board and the Audit Committee in order to reach a number of members laid down by the Articles of Association of the company. Members of the Supervisory Board and Audit Committee are elected by the General Meeting therefore the General Meeting was convened.

Mr. Bartosz Kwiatkowski who with regard to his experience and qualification is a suitable candidate is proposed to fill a vacancy for Supervisory Board member post. Afterwards a short summary of qualification and activities of the proposed candidate took place.

The shareholder Mr. Dobrovský subsequently asked if the proposed candidate excused himself from today's General Meeting. The chairman of the Supervisory Board informed the shareholder that yes.

The Chairman of the General Meeting further added that the candidate submitted prescribed declarations and consents with an appointment into the position of a member of the Supervisory Board and the Audit Committee therefore in legal point of view the terms for his appointment have been met.

Further Mr. Dobrovský asked if the proposed member of the Supervisory Board and the Audit Committee will have enough time and space for performance of both positions when he didn't attend the General Meeting which should have decided on his appointment into positions. The chairman of the Supervisory Board Mr. Sommer explained that he believes that the proposed candidate will work actively in both bodies.

Further questions of the shareholder did not concern this point on the agenda of the General Meeting and the shareholder was referred to the discussion under point miscellaneous.

Afterwards the Chairman of the General Meeting asked if there are any other queries or counterproposals regarding this specific point on the agenda of the General Meeting.

Before the resolution was put to a vote a discussion on a communication of the company with the Supervisory Board and all the shareholders took place. The chairman of the Supervisory Board stated that communication with the shareholders takes place at the General Meeting as well as through reports and other details compulsory published.

Afterwards, it was stated that no other queries had been made and it is possible to put to a vote a following resolution:

**RESOLUTION No. 5:**

**"The General meeting appoints as a member of the Supervisory Board Mr. Bartosz Kwiatkowski, born 14. 4. 1987, residing at Kolejowa 47a/64, 01-210 Warsaw, the Republic of Poland."**

The Chairman of the General Meeting stated that the shareholder, who voted by correspondence, delivered its ballot to this point on the agenda of the General Meeting and that the shareholder has 112.424 votes and abstained from voting.

**After the completion of voting and the counting of votes it was stated that for adoption of this resolution was 19.832.669 votes, i.e. 99,44 % of votes of all present shareholders (93,65 % of all votes taking into account the shares held by the Company and the controlled company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o. by which is not possible to exercise the right to vote). 112.424 votes abstained from voting.**

**The Chairman of the General Meeting stated that the resolution on appointment of the new member of the Supervisory Board Mr. Kwiatkowski was adopted.**

The discussion related to the Point 2. of the agenda of General Meeting then ended and the General Meeting moved to further point.

**Point 3: Appointment of a new member of the Audit Committee**

The Chairman of the General Meeting stated that the discussion concerning proposed candidate into the position of a member of the Audit Committee took place under point 2 of the agenda of the General Meeting.

With regard to the above mentioned the Chairman of the General Meeting therefore presented the following draft resolution:

**RESOLUTION No. 6:**

**“The General meeting appoints as a member of the Audit Committee Mr. Bartosz Kwiatkowski, born 14. 4. 1987, residing at Kolejowa 47a/64, 01-210 Warsaw, the Republic of Poland. ”**

Afterwards the Chairman of the General Meeting invited the present shareholders to vote on the above-mentioned resolution.

The Chairman of the General Meeting stated that the shareholder, who voted by correspondence, according to its ballot abstained from voting on this resolution.

**After the completion of voting and the counting of votes it was stated that for adoption of this resolution was 19.832.649 votes, i.e. 99,44 % of votes of all present shareholders (93,65 % of all votes taking into account the shares held by the Company and the controlled company RADENSKA, družba za polnitev mineralnih voda in brezalkoholnih pijač, d.o.o. by which is not possible to exercise the right to vote). 20 votes were against and 112.424 votes abstained from voting.**

**The Chairman of the General Meeting stated that the proposal of Mr. Kwiatkowski to be elected as the member of the Audit Committee was approved.**

The discussion related to the Point 3. of the agenda of General Meeting then ended.

Afterwards the General Meeting moved to the last point on the agenda of the General Meeting, namely discussion.

#### **Point 4: Discussion**

Under that final point, the shareholders were invited to raise queries or topics to discuss if they had ones.

Mr. Dobranský asked about the reasons for resignation of Mr. Chocholáček from his positions in the Supervisory Board and the Audit Committee of the company. The chairman of the Supervisory Board stated that he talked to Mr. Chocholáček and he explained that he was very busy and assigned a new work position outside the Czech Republic.

No other queries were raised by the present shareholders.

#### **Point 5: Conclusion**

With regard to the fact that the agenda of the General Meeting has been the Chairman of the General Meeting thanked the shareholders for their attendance and wished them merry Christmas and happy new year.

The General Meeting was closed at 10,30 a.m.

In Ostrava, on December 21, 2017

Jakub Onisko  
Chairman

René Sommer  
Minutes taker

Beata Pulcer  
Minutes verifier