



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 13/08/2018, IN THE
REGISTERED OFFICE OF THE COMPANY ON THE ADDRESS OF NAD PORUBKOU
2278/31a, PORUBA, 708 00, OSTRAVA, FROM 3 PM**

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
Pavel Jakubík, member of the Supervisory Board

The meeting of the annual General Meeting was opened at 3 p.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 Mr Petr Kulovaný who would be nominated to the bodies of the General Meeting. Further for the purpose of drawing up of the notarial record regarding the decision on decrease of the registered capital the notary public Ms Petra Vlčková was invited.

Mr Daniel Buryš stated that the General Meeting was duly convened by an invitation published on July 13, 2018 on the Company's website 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 owning and disposing of 17,931,347 pieces of listed common registered shares each of a face value of CZK 100, therefore the shares with a total nominal value of CZK 1,793,134,700, which represent 84,67 % (eighty four point six seven percent) of the share capital of the Company; it is noticed that 3,052 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, 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 reading it.

Further Mr Daniel Buryš informed the present shareholders of methods of voting at the General Meeting by voting ballots. The shareholders were simultaneously entitled 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 voting shareholder is present at the General Meeting only for the purpose of voting on those points of the program to which he cast 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 still present shareholders owning and disposing 17,931,347 pieces of listed common registered shares, each of a face value of CZK 100, therefore shares of total face value of 1,793,134,700 CZK, which represent 84.67 % (in words: eighty-four point six seven) of the share capital of the Company reduced by 3,052 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.

Before a first point on the agenda of the General Meeting, the voting on bodies of the General meeting took place, the present shareholder D. asked why the shareholders who cast their votes by correspondence do not vote on the bodies of the General Meeting. Mr Daniel Buryš explained that a proposal on composition of bodies of the General Meeting was not included in the invitation and a correspondence ballot.

Afterwards 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: Beata Pulcer

Minute verifier: Pavel Jakubík

Scrutiniser(s): Petr Kulovaný.

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 elects Mr Jakub Onisko as a Chairman of the General Meeting, Ms Beata Pulcer as a minutes taker, Mr Pavel Jakubík as a minutes verifier, and Mr Petr Kulovaný 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, it was stated that the General Meeting approved the resolution by 17,930,459 votes, i.e. 99,99 % of votes of all present shareholders. 888 votes abstained from voting.

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

Elected Chairman of the General Meeting welcomed once again the present shareholders.

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

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

RESOLUTION No. 2:

"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 17,930,459 votes, i.e. 99,99 % of votes of all present shareholders. 888 votes were against the approval.

Further for the purposes to make the execution of the minutes of the General Meeting easier the Chairman of the General Meeting presented a proposal to vote on granting a permission to the Company to take sound recording of the General Meeting. No queries or other proposals were raised by the present shareholders as to this proposal.

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

RESOLUTION No. 3:

"The General Meeting approves making of the sound recording of the General Meeting by 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 17,931,347 votes, i.e. 100 % of votes of all present shareholders.

Afterwards, the discussion under the Point 1 was ended.

Point 2: Decision on decrease of the registered capital of the Company

The discussion concerning second point on the agenda of the General Meeting was opened.

The Chairman of the General Meeting invited Board of Directors' representative Mr. Daniel Buryš to make the present shareholders acquainted with the Board of Directors' proposal on decrease of the registered capital of the Company as well as its reasoning.

Mr Daniel Buryš stated that a reason for proposed decrease of the registered capital is to optimise equity structure. The reason is to ensure sufficient available resources for their future distribution to the shareholders even in the event of potential revaluation adjustments of a Polish subsidiary in the Company's accounts. This measure will allow to continue with a current dividend policy and shall not have as consequence any deterioration of the financial situation of the Company. Such accounting adjustments of the Polish subsidiary shall not have impact on a debt situation of the Company and therefore the Board of Directors do not see why available resources for distribution to the shareholders should be capped.

Afterwards, Mr. Daniel Buryš read draft resolution:

"The General Meeting decides on decrease of the registered capital of the company Kofola ČeskoSlovensko a.s., with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, ID No.: 242 61 980, registered in the Commercial Register administered by the Regional Court in Ostrava, Section B, Insert 10735 (hereinafter referred to as the "company"):

1. The registered capital of the company shall be decreased by the amount of 1,114,902,600 CZK (in words: one billion one hundred and fourteen millions nine hundred and two thousand six hundred Czech crowns), namely from the amount of 2,229,500,000 CZK (in words: two billions two hundred and twenty nine millions five hundred thousand Czech crowns) to the amount of 1,114,597,400 CZK (in words: one billion one hundred and fourteen millions five hundred and ninety seven thousand four hundred Czech crowns).
2. The reason for the proposed decrease of the registered capital of the company is to optimise the equity structure. The new structure shall ensure sufficient available resources for their future distribution to the shareholders, even in the event of potential revaluation adjustments of HOOP Polska Sp. z o.o., a Polish subsidiary in the company's accounts and further creation of a special equity fund for the purpose of its future distribution to the shareholders of the company.
3. The registered capital of the company shall be decreased by (i) cancelling of 3,052 pcs of company's shares in the total nominal value of 305,200 CZK, in the possession of the company and further by (ii) decreasing of a par value of other company's shares by 50,- CZK (in words: fifty Czech crowns), namely from the par value of 100,- CZK (in words: one hundred Czech crowns) to 50,- CZK (in words: fifty Czech crowns).
4. The amount corresponding to the decrease of the registered capital, namely the amount of 1,114,902,600 CZK (in words one billion one hundred and fourteen millions nine hundred and two thousand six hundred Czech crowns) shall be used as follows:
 - (i) the amount of 496,265,415.40 CZK (in words: four hundred and ninety six millions two hundred and sixty five thousand four hundred and fifteen Czech crowns forty halers) shall be transferred to the Other reserves equity fund account;
 - (ii) the rest in the amount of 618,637,184.60 CZK (in words: six hundred and eighteen millions six hundred and thirty seven thousand one hundred and eighty four Czech crowns sixty halers) shall be transferred to the newly created special equity fund account.
5. Cancelling of the shares hold by the company and decrease of the par value of the remaining company's shares shall be carried out on the basis of an instruction addressed to the person administering the recording of securities in book-entry form."

The Chairman of the General Meeting asked the present shareholders if they have any questions or notifications regarding content of the mentioned draft resolution that can be addressed.

The present shareholder P. asked if the Company has any idea how the revaluation adjustments of the Polish subsidiary in Company's accounts shall look like. Mr Daniel Buryš stated that the Company still works on the revaluation. The amount proposed by the Board of Directors should be sufficient in order to a risk be captured. The amount of 496,265,415.40 CZK is transferred to the other reserves equity fund account which is at this moment in negatives figures corresponding to this amount. The amount of 618,637,184.60 CZK which is transferred to the newly created special equity fund, is determined to cover eventual decreasing of a value of Polish investment. Further the shareholder state that if this subsidiary should be sold (which is one of the possibilities) it would be reflected in the results. Mr Daniel Buryš stated that if the Company decided to sell the subsidiary the received amount would improve the financial situation of the Company (from an accounting perspective it should mean a loss, therefore the special fund is created to cover the accounting loss).

Further the shareholder asked if proposed decrease of the registered capital has been discussed with the banks. Mr Daniel Buryš confirmed, that the Company obtained their consent.

Afterwards the shareholder D. raised a question that from the invitation he got an impression that the amount of decrease is primarily intended to be pay out to the shareholders as dividend. With regard to the above mentioned it looks otherwise, that there is no scope for dividend. Mr Daniel Buryš stated that proposed solution is chosen to be possible to pay out the dividend to the shareholders next year.

Further the shareholder D. asked if the revaluation corresponds approximately to the amount of ½ billion. Mr Daniel Buryš confirmed this.

The shareholder D. raised a question if the Company considered tax aspects of the proposed decrease of the registered capital, resp. pay out of dividend from the special equity fund, in particular with regard to the shareholders' taxation. At this moment the actual problem is solved. The Company will of course inform the shareholders in good time about the tax impacts.

The shareholder G. stated that he got the impression that the fund is created for the purpose to be distributed not in a form of profit share as dividend but the amount of decrease of the registered capital. It shall not be a decrease of the registered capital, it may be decrease of other capital. It is from the equity, it happens very often and it is 100 % without tax. The shareholders should decrease purchase price by this pay out and it shouldn't be taxed. The rest of the amount in the special equity fund, if there would be any, shall be paid out by this method or otherwise? This measure is not primarily focused on the direction you mentioned. Mr Daniel Buryš stated that at this time it is discussed something what will happen potentially in the future. The Company hasn't know how will be the revaluation of the Polish investment, nor the amount of this year's profit yet. Based on this figures it will be decided if the profit will be distributed in a form of dividend or by distribution of the special equity fund.

Afterwards, the shareholder P. asked if it is irrelevant whether the steps are taken in advance. Is it possible to pay out the money on the special equity fund even after one year? Mr Daniel Buryš confirmed that it is possible.

No other queries were raised by the present shareholders as to this point of the General Meeting's agenda. Therefore the Chairman of the General Meeting invited the General Meeting to vote on the discussed draft resolution.

RESOLUTION No. 4:

"The General Meeting decides on decrease of the registered capital of the company Kofola ČeskoSlovensko a.s., with its registered office at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, ID No.: 242 61 980, registered in the Commercial Register administered by the Regional Court in Ostrava, Section B, Insert 10735 (hereinafter referred to as the "company"):

- 1. The registered capital of the company shall be decreased by the amount of 1,114,902,600 CZK (in words: one billion one hundred and fourteen millions nine hundred and two thousand six hundred Czech crowns), namely from the amount of 2,229,500,000 CZK (in words: two billions two hundred and twenty nine millions five hundred thousand Czech crowns) to the amount of 1,114,597,400 CZK (in words: one billion one hundred and fourteen millions five hundred and ninety seven thousand four hundred Czech crowns).**
- 2. The reason for the proposed decrease of the registered capital of the company is to optimise the equity structure. The new structure shall ensure sufficient available resources for their future distribution to the shareholders, even in the event of potential revaluation adjustments of HOOP Polska Sp. z o.o., a Polish subsidiary in the company's accounts and further creation of a special equity fund for the purpose of its future distribution to the shareholders of the company.**
- 3. The registered capital of the company shall be decreased by (i) cancelling of 3,052 pcs of company's shares in the total nominal value of 305,200 CZK, in the possession of the company and further by (ii) decreasing of a par value of other company's shares by 50,- CZK (in words: fifty Czech crowns), namely from the par value of 100,- CZK (in words: one hundred Czech crowns) to 50,- CZK (in words: fifty Czech crowns).**
- 4. The amount corresponding to the decrease of the registered capital, namely the amount of 1,114,902,600 CZK (in words one billion one hundred and fourteen millions nine hundred and two thousand six hundred Czech crowns) shall be used as follows:**
 - (i) the amount of 496,265,415.40 CZK (in words: four hundred and ninety six millions two hundred and sixty five thousand four hundred and fifteen Czech crowns forty halers) shall be transferred to the Other reserves equity fund account;**
 - (ii) the rest in the amount of 618,637,184.60 CZK (in words: six hundred and eighteen millions six hundred and thirty seven thousand one hundred and eighty four Czech crowns sixty halers) shall be transferred to the newly created special equity fund account.**
- 5. Cancelling of the shares hold by the company and decrease of the par value of the remaining company's shares shall be carried out on the basis of an instruction addressed to the person administering the recording of securities in book-entry form."**

The Chairman of the General Meeting stated that also the shareholder S. who delivered its votes by correspondence holding 112,424 votes voted in favour of approval of the resolution.

The Chairman of the General Meeting further summarized that not only majority but 2/3 majority of the present shareholder is required to adopt the resolution in question.

Based on the results of the voting, the Chairman of the General Meeting stated that the proposal was approved by 18,042,873 votes, i.e. 99,99 % votes of all shareholders present. 888 votes were against the approval and 10 votes abstained.

Afterwards, the Chairman of the General Meeting thanked the notary public Ms Petra Vlčková for her participation at the General Meeting and she left. About this decision of the General Meeting a separate notarial record is executed by the notary public Ms. Petra Vlčková, with her seat in Havířov.

Afterwards, the discussion under this Point was ended.

Point 3: Discussion

Within this final point, the shareholders were invited to ask questions or present their topics for discussion if they have any.

The shareholder P asked where the other reserves equity funds were created. Mr Daniel Buryš stated that the other reserves equity fund account was created in course of a merger of the Company with its parent company Kofola SA two years ago. Behind the negative figures was revaluation of the companies during the merger.

The shareholder G. raised a question if it is possible to make preliminary the present shareholders acquainted with the results of the first half of the year 2018. Unfortunately, it is not possible to make the shareholders acquainted with the results before their publication. Mr Daniel Buryš assured that they were good.

The shareholder D. asked, how does the estimate of dividends for next year look like? The Company assumes that the dividends will be approximately about 300 mil. CZK. The Company, respectively the Board of Directors do not change the dividend policy. We believe that its level is optimal.

Further the shareholder G. raised a query if the Company has the approved programme of further acquisition of its shares. When at this moment own shares possessed by the Company are cancelled. The Chairman of the General Meeting explained that the Company's management remuneration programme was incorporated and also a contest was organized where the participants won the shares of the Company and this is the rest of the shares. It is not a focused policy of the Company to buy its own shares. The shares that should be had already been distributed. The reason why the shares are cancelled is the law. The statutory provisions lay down that in course of a decrease of the registered capital firstly the shares possessed by the Company must be cancelled. The Company does not yet prepare purchase of its own shares.

Further the shareholder G. asked, what are the foreign markets on which the Company run its business and where are the factories located. Mr Daniel Buryš stated that the manufacturing facilities are located in Poland, Czech Republic, Slovak Republic, Slovenia, Croatia and Russia. The commercial activities are developed in the countries where the manufacturing facilities are located. How does the Company see the Polish market, will the Company leave the market? If the Company removes its products from the market, it will be only from the mainstream part of the market. The last year acquisition Premium Rosa is really successful, it produces special, very natural juices and products with high added value. We believe that this is the way how to be successful on the Polish market, in small, on the small part of this market but with a standard margin. It means, in the event of a sale of the Polish subsidiary will it have any significant impact on the results of the Company, meaning future sales? Mr Daniel Buryš stated that sales will be affected. We declared in our presentation for investors that the sales will decrease. The sales of the whole group, if we sold the company HOOP at this moment, would fall by 14 %, but the results would not be affected because the results in Poland at this moment are null.

The shareholder G. further asked what success does the classic Kofola have in foreign markets or is it strictly connected to the Czechoslovak market. The classic Kofola has no results on foreign markets, because the taste is so specific. The Company has a strong position in Czech and Slovak markets. The Company still dreams of a foreign expansion with this mark to be done. But it will require significant marketing investments and we have to find a balance in the whole company.

Further a query regarding transfer of shares by one of the Company's shareholders and its importance for actual shareholders. It is very difficult for the Company to comment on this. Mr Daniel Buryš stated that it is true that one of the shareholders sold part of its shares and it significantly increased a free float which is almost 15 % at this time. Shares' transactions increased fivefold. The Company is of course glad, it is pleasing to see it, but the price is at this time as it is. The market probably waits for further increase of free float and improvement of results to evaluate correctly the price. Even fivefold increase of free float is not sufficient for the shareholders to buy shares.

The Company itself should issue proceed to issue a new shares only if it will know exactly what to do with the money that the Company will receive, i.e. a significant investment. That isn't in sight. The Company is focused on the Adriatic region, where the Company is successful and believes that the opportunities will be created in this area in future years.

The shareholder D. stated that other possibility how to increase free float is the shares possessed by Radenska. How will the Company deal with these shares? At this moment the Company does not consider their sale. Taking into account the actual market price which is underestimated, it shall not be for a benefit of the shareholders.

No other queries were raised by the shareholders. The discussion about this point of the agenda was closed.

Point 4: Closing

The agenda having been exhausted, the Chairman of the General Meeting thanked the members of the Company's bodies and the shareholders for having participated in the General Meeting.

Mr Daniel Buryš thanked the participants in the name of the Company's Board of Directors for having attended the meeting.

The General Meeting was closed around 4:02 PM.

In Ostrava, 22 August 2018



Jakub Onisko
The Chairman of the Board of Directors



Beata Pulcer
The Minute taker



Pavel Jakubík
The Minute verifier