

**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 06/02/2018, 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  
Pavel Jakubík, member 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 Ms Kateřina Šrámková, 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 January 5, 2018 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 15,271,628 pieces of listed common registered shares each of a face value of CZK 100,- therefore the shares with a total nominal value of 1,527,162,800 CZK, which represent 72.11 % (in words seventy-two point one one) 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, 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 15,159,204 pieces of listed common registered shares, each of a face value of CZK 100, therefore shares of total face value of 1,515,920,400 CZK, which represent 71.58 % (in words: seventy-one point five eight) 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.

Afterwards, the General Meeting moved within the point No. 1 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: Kateřina Šrámková

Minute taker: Beata Pulcer

Minute verifier: Pavel Jakubík

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. 1:**

**"The General Meeting elects Ms Kateřina Šrámková as a Chairman of the General Meeting, Ms Beata Pulcer as a minutes taker, Mr. Pavel Jakubík 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 15,159,204 votes, i.e. 100 % of votes of all present shareholders.**

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, Ms Kateřina Šrámková, welcomed the present shareholders.

Further she 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](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. 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 15,159,204 votes, i.e. 100 % of votes of all present shareholders.**

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 Mr. Sommer to explain to the shareholders a reason why it is necessary to appoint a new member of the Supervisory Board of the Company.

Election resulted from a need to appoint a new member of the Supervisory Board of the Company since the previous member Mr. Woźniak resigned from his position in the Supervisory Board due to his professional reasons for which he cannot fulfil his positions with due care and time-availability. Resignation was delivered by Mr. Woźniak in writing on December 21, 2017 into the hands of the chairman of the Supervisory Board of the Company. Resignation was effective on January 21, 2018, to this date a membership of Mr. Woźniak in the Supervisory Board of the Company terminated.

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

Mr. Dariusz Romuald Prończuk who with regard to his experience and qualification is a suitable candidate is proposed to fill a vacancy for Supervisory Board member post. He has already been a member of the Supervisory Board of the Company. 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.

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

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

**RESOLUTION No. 3:**

**"The General meeting appoints as a member of the Supervisory Board Mr. Dariusz Romuald Prończuk, born 14. 10. 1961, residing in 02-776 Warsaw, Podpułkownika Zbigniewa Stanisława Kiedacza 12 C, 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 15,159,204 votes, i.e. 99.26 % of votes of all present shareholders. 112,424 votes, i.e. 0.74 % of votes of all present shareholders abstained from voting.**

**The Chairman of the General Meeting stated that the resolution on appointment of the new member of the Supervisory Board Mr. Prończuk 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 an auditor for performance of obligatory audit for the accounting period of the years 2018 to 2020**

The Chairman of the General Meeting stated that the proposal to appoint the company KPMG Česká republika Audit, s.r.o. as the auditor for performance of obligatory audit for the accounting period of the years 2018 to 2020 is submitted by the Supervisory Board of the Company in compliance with the recommendation of the Audit Committee of the Company. According to the legal provisions and the Articles of Association of the Company an appointment of the auditor falls within the powers of the General Meeting of the Company.

The Chairman of the General Meeting asked if any of the present shareholders has any questions, statement or counterproposal concerning this specific point on the agenda of the General Meeting and received a negative answer.

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

**RESOLUTION No. 4:**

**"The General meeting of the Company appoints the company KPMG Česká republika Audit, s.r.o., ID No.: 496 19 187, with its registered seat in Prague 8, Pobřežní 648/1a, P. C. 186 00 as the auditor for the statutory audit for the accounting period of years 2018 to 2020."**

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 voted for approval of this resolution.

**After the completion of voting and the counting of votes it was stated that for adoption of this resolution was 15,271,628 votes, i.e. 100 % of votes of all present shareholders.**

**The Chairman of the General Meeting stated that the proposal of the company KPMG Česká republika Audit, s.r.o. to be elected as the auditor for the years 2018 to 2020 was approved.**

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.

None queries were raised by the present shareholders.

**Point 5: Conclusion**

With regard to the fact that the agenda of the General Meeting has been exhausted the Chairman of the General Meeting thanked the shareholders for their attendance.

The General Meeting was closed at 10,20 a.m.

In Ostrava, on February <sup>12</sup>....., 2018



Kateřina Šrámková  
Chairman



Beata Pulcer  
Minutes taker



Pavel Jakubík  
Minutes verifier