

## PROPOSAL FOR A REMOTE GENERAL MEETING DECISION AND ANNOUNCEMENT OF REMOTE GENERAL MEETING DECISION PROCEDURE

Dear shareholders,

given the extraordinary measures taken by the state administration to contain the spread of the COVID-19 infection, the Board of Directors of **Kofola ČeskoSlovensko a.s.**, ID No: 242 61 980, registered seat at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava (hereinafter the "**Company**") announced on 27 October 2020 a remote vote on a resolution outside the General Meeting; the announcement was published in the Business Bulletin and on the Company's website: <https://investor.kofola.cz/en/general-meeting/> .

In view of the above, the Board of Directors would like to present the draft resolution on the distribution of the Company's profit generated in 2019 for remote General Meeting vote.

### Draft resolution:

"The General Meeting of the Company approves the distribution of profit generated by the Company in 2019 in the total amount of **CZK 472,901,000.11** the following way:

- a) a part of the profit in the amount of **CZK 300,941,298** shall be distributed among the shareholders as the share in profit (hereinafter the "Dividend"). The Dividend amounts to CZK 13,50 per one share before taxation. The relevant date to exercise the right to the Dividend is **October 26, 2020**. Persons registered as shareholders of the Company on the relevant date to exercise the right to Dividend according to the previous sentence shall be entitled to the Dividend. The amount of the Dividend is calculated from the total number of shares issued by the Company, i.e. 22,291,948 shares. The Dividend allocated to treasury shares held by the Company at the relevant date shall not be paid. The amount corresponding to the Dividend attributable to the treasury shares held by the Company at the relevant date to exercise the right to the Dividend shall be transferred to the account of undistributed profit of previous years. The Dividend is payable on December 2, 2020. The Dividend shall be paid through Česká spořitelna, a.s., Identification No.: 45244782, registered seat: Olbrachtova 1929/62, 140 00 Prague 4, in the way presented to this General Meeting. The Dividend shall be paid out until December 2, 2023.
- b) the rest of the profit generated by the Company in 2019 in the amount of **CZK 171,959,702.11** shall be transferred to the account of undistributed profit of previous years."

### Reasoning:

The financial statement of the Company was approved by the ordinary General Meeting of the Company held on August 5, 2020 and is still available on the Company's website: <https://investor.kofola.cz/en/general-meeting/> . The decision on the distribution of the profit generated by the Company was postponed to the expiry of the loan repayment moratorium. The decision on the distribution of profit falls within the competences of the General Meeting of the Company. The proposal of the Board of Directors of the Company on the distribution of profit for 2019 is based on the current and estimated development of the financial situation. The proposal presumes that the profit generated by the Company in 2019 in the total amount

of CZK 472,901,000.11 shall be distributed in the following way: a part of the profit in the amount of CZK 300,941,298 shall be paid as the share in profit to the Company's shareholders, and the rest of the profit in the amount of CZK 171,959,702.11 shall be transferred to the account of undistributed profit of previous years. The proposed amount of the Dividend to be paid out to the shareholders shall be CZK 13.50 per share before tax. The full text of the Board of Directors' proposal is available on the Company's website: <https://investor.kofola.cz/en/general-meeting/>. The Supervisory Board of the Company has reviewed the proposal submitted by the Board of Directors on the distribution of profit of the Company for 2019 and concluded that a profit distribution mechanism has been in accordance with legislation and the Articles of Association of the Company and recommended the proposal to be approved by the General Meeting.

The Company's shareholders registered in the book-entry securities register administered by the Central Securities Depository as of **26 October 2020** will be authorized to vote on the above-mentioned draft resolution.

The period for the delivery of the ballots starts on **2 November 2020** and ends on **18 November 2020** (11:59 PM).

Ballots can be sent by mail to the registered seat of the Company; by electronic message to the Company's databox ID: da4j73b; or by e-mail at [valnahromada@kofola.cz](mailto:valnahromada@kofola.cz). The signature on the ballot must be notarized. A ballot e-mailed at the above-stated address must bear an electronic signature of a person entitled to sign the ballot. If the ballot is sent from a shareholder's databox, a simple electronic copy of the ballot is sufficient (the signature on the ballot does not have to be notarized and the electronic copy does not have to bear a guaranteed electronic signature). If the ballot is signed by a shareholder's representative, the ballot must be accompanied by a power of attorney signed by the shareholder (if the shareholder is a natural person) or by a person authorized to act on behalf of the shareholder (if the shareholder is a legal entity). A power of attorney is not required if a shareholder is represented by a manager registered in the investment instruments register or by another person authorized to exercise rights related to the share as certified by an entry in the register; the authorization of these persons is proved by the extract from the investment instruments register arranged for by the Company. Signatures on the power of attorney must be notarized. If the ballot is sent in electronic form (i.e. to the data box or by e-mail), the power of attorney must be converted from paper form to electronic form by means of authorized document conversion.

Forms for the power of attorney to represent a shareholder as well as details about the delivery of notifications of granting or withdrawing the power of attorney, and requirements as to the text of these notifications are available on the Company's website: <https://investor.kofola.cz/en/general-meeting/> until the expiry of the ballot delivery period.

A shareholder that is a legal entity shall submit an original or a certified copy of a registry extract or another reliable document that proves the existence of the shareholder and the authorization of the authorized person(s) to sign the correspondence ballot in the name of the shareholder, or to sign the power of attorney based on which the ballot was signed by a representative. If these documents are issued in a language other than Czech or English, an official translation of the documents or their necessary parts into Czech or English must be attached. These documents shall not be older than three (3) months. All materials needed for

the adoption of a resolution are available on the Company's website at <https://investor.kofola.cz/en/general-meeting/> from 2 November 2020.

The ballots will be issued in forms enabling to vote in favour or against the draft resolution. If a shareholder fails to deliver their ballot to the Company within the set period, the shareholder is presumed to vote against the proposal. The cast ballots (votes) cannot be changed or withdrawn.

The shareholders are entitled to require and obtain explanations from the Company on matters concerning the Company or entities controlled by the Company, provided that such an explanation is necessary for a shareholder to be able to consider the draft resolution to be voted on remotely. The Board of Directors is ready to provide answers to the shareholders' requests for explanation delivered no later than on 11 November 2020. The requests must be submitted in one of the ways set for the delivery of the ballot (if notarized signature or a guaranteed electronic signature is required for the ballot, the same applies for the request). The Board of Directors will publish answers to eligible requests on the Company's website <https://investor.kofola.cz/en/general-meeting/> on 13 November 2020 at the latest.

The shareholders are entitled to make proposals and counterproposals on matters included in the agenda of the remote General Meeting vote on or before 11 November 2020. Counterproposals must be submitted in one of the ways set for the delivery of the ballot (if notarized signature or a guaranteed electronic signature is required for the ballot, the same applies for the counterproposal). The Company will publish the counterproposals together with the Board of Directors' opinions on the Company's website: <https://investor.kofola.cz/en/general-meeting/> no later than 3 working days as of their delivery. The shareholders' counterproposals will not be submitted for vote in the first round. If the Board of Directors' draft resolution is not adopted by the remote vote, the shareholder's delivered counterproposals will be submitted for vote in the second round which will take place no later than 30 days as of the announcement of the first round results.

A shareholder or shareholders who hold shares with an aggregate face value of at least 1 % of the registered capital (hereinafter as the "Qualified Shareholder") may request the Board of Directors to include a matter determined by them in the agenda of the remote General Meeting provided that every matter is accompanied by a draft resolution or its inclusion is justified. If the request is delivered after 29 October 2020 (noon), the proposal by the entitled shareholder will be submitted for vote as individual proposal.

The majority required for the adoption of a resolution is based on the total number of votes held by all the shareholders. The registered capital of the Company amounts to CZK 1,114,597,400 (in words: one billion one hundred and fourteen million five hundred and ninety-seven thousand four hundred Czech crowns) and is divided into 22,291,948 (in words: twenty two million two hundred and ninety-one thousand and nine hundred and forty-eight) listed common registered shares, each of a face value of CZK 50, issued as book-entry shares. Each share of the Company with a face value of CZK 50 carries one (1) vote. The total number of votes in the Company amounts to 22,291,948 votes.

The results of the vote will be announced in the same way the General Meetings are convened, i.e. by means of an announcement published in the Business Bulletin and on the Company's website: <https://investor.kofola.cz/en/general-meeting/> .

Board of Directors of Kofola ČeskoSlovensko a.s.