KOFOLA ČESKOSLOVENSKO A.S. BOARD OF DIRECTORS AND SUPERVISORY BOARD MEMBERS REMUNERATION POLICY

Kofola ČeskoSlovensko a.s., ID No.: 242 61 980, with its registered seat at Nad Porubkou 2278/31a, Poruba, 708 00 Ostrava, registered in the Commercial Register administered by the Regional Court in Ostrava, Section B, Insert 10735 (hereinafter the "**Company**"), in accordance with Section 121j and the following of Act No. 256/2004 Coll., Capital Market Business Act, established the remuneration policy defining general principles and processes of remuneration of members of the governing body and the supervisory body of the Company (hereinafter the "**Remuneration Policy**"). If the Board of Directors delegates everyday management of the Company to a General Manager who is not a member of the Company Board of Directors, remuneration rules for members of the Board of Directors according to this Remuneration Policy will adequately apply to the appointed Managing Director and on their Deputy (if there is any).

The Remuneration Policy summarises principles, rules and criteria that serve as a basis for the remuneration of members of the governing body and the supervisory body of the Company. The Remuneration Policy does not state specific remuneration amounts or numbers because if the negotiating position of the Company was set and known in advance, this might harm the Company on the labour market.

The specific criteria of remuneration in the period concerned including key indicators are subject to the business secret of the Company because an up-to-date, comprehensive list of these criteria and the target values would enable any third parties including the Company's competitors to know the focus of the Company in the following period, the planned timing of important measures (or their absence), and the main interests of the Company. This is why the Company cannot include the detailed information into its Remuneration Policy.

The Remuneration Policy is based on the following principles:

- **Accordance with legal and regulatory requirements**
  The remuneration scheme is based on the principles of good governance and management of business companies and is in line with legal and regulatory requirements

- **Variable remuneration component interlinked with the interests of the shareholders**
  The remuneration scheme takes into account the interest of the shareholders in the growth of the value of their investment into the Company's shares

- **Performance-based remuneration**
  The remuneration scheme stems from the practice of granting remuneration based on results

- **Internal and external comparability of remunerations**
  The remuneration scheme honours the internal comparability of remunerations by explicitly stating the responsibilities of individual members of governing bodies in their Contracts for the performance of duties. If relevant, this Remuneration Policy also takes external market benchmarks into account.

This policy and motivational structures of the Company are in line with short-term and long-term commercial strategies.

The Company has a two-tier internal system with a Board of Directors and a Supervisory Board. Given the size and the organisation structure of the Company, there is no Remunerating Committee: Company's Supervisory Board is in charge of these responsibilities.

Article 1
Components of remuneration of the Board of Directors members

The Supervisory Board of the Company approves the Executive service agreements of members of the Board of Directors including the remuneration conditions of members of the Board of Directors.

The Company pays remuneration to the members of the Board of Directors with whom it has concluded an Executive service agreement for pecuniary interest. The remuneration of a member of the Board of Directors may have the following components:

- Fixed monthly base salary
- Variable remuneration component (yearly bonus)
- Other benefits and compensations
- Royalty
- Remuneration in the form of shares (Option Plan)
- Payment upon the termination of a member's office
- Pension scheme

1.1. Fixed monthly salary

The Company is a parent company of KOFOLA Group, a manufacturer and distributor of non-alcoholic beverages and other foods. Given the large scale of activities coming into the category of business management carried out by the Board of Directors, the responsibilities of individual members of the Board are divided by fields. The fixed component of the remuneration is based on the role and the importance of the member's organisational responsibilities.

1.2. Variable remuneration component (yearly bonus)

Every year, the Board of Directors presents a three-year strategic and financial plan of KOFOLA Group. The plan serves as a basis for the yearly budget for the next year. The Supervisory Board may grant the members of the Board of Directors a variable remuneration component (yearly bonus) for the fulfilment of the benchmarks set in the Executive service agreement to motivate the members of the Board of Directors to focus on the results of the Company and the Group. The entitlement of the Company governing body members to be granted the variable remuneration component is based on EBITDA.

EBITDA (operating result without depreciation and amortization) is one of the most commonly accepted indicators of operational performance of the Company and the Group in the long term. EBITDA is widely used for the assessment of companies in acquisitions. EBITDA is also fit for the comparison of individual companies because it levels the particularities of individual companies including those in the same sector.

The basic EBITDA value that must be attained in the relevant period for the members of the Board of Directors to be entitled to the bonus set in the annex of the Executive service agreement of a member of the Board of Directors is approved by the Supervisory Board. The basic EBITDA value for a new period is updated in an annex to the Executive service agreement.

On the basis of the degree of attainment of the benchmark, the variable remuneration component may represent up to 150 % of the fixed base salary paid to the governing body member over the year. If the set benchmark (i.e. the basic EBITDA value) is not attained, the members of the Board of Directors are not entitled to the bonus. The payment of the bonus is subject to the submission of the audit report on the Company's financial statements for the relevant year.

The Company does not reserve the right to the variable remuneration component or its part to be returned in a contract. This is without prejudice to the obligation of the member of the Board of Directors to render gains obtained under the Executive service agreement or to render gains and pay damages caused by the violation of the statutory obligation of due managerial care.

1.3. Other benefits and compensation

a) liability insurance

The Company provides non-monetary benefit in the form of professional liability insurance to the governing body members to cover damage caused within the performance of duties of a Company governing body.

b) non-monetary benefits

The members of governing body are provided computer and mobile equipment and cars for the performance of their duties as members of the Board of Directors; the equipment can also be used for private purposes.

c) perquisites and benefits in scale and amount similar to those provided to Company employees

The Executive service agreement also provides for other performances that are also generally provided to Company's employees, such as paid leave, remuneration compensation for the first 14 days of incapacity to work, meal allowances in the form of meal vouchers in the amount set by the internal regulations of the Company, travel expenses, product samples, job perquisites, and other benefits similar to those granted to employees set by the internal regulations of the Company.

d) expense reimbursement

Besides the above-mentioned perquisites and benefits, the Company covers expenses efficiently incurred in the performance of the member's duties, including travel expenses for domestic and international business trips in the amount set by the applicable labour legislation.

1.4. Payments upon the termination of a member's office

The term of office of the Company's members of the Board of Directors is 5 years. The members of the Company's Board of Directors are appointed and dismissed by the Supervisory Board. A member can also resign from their office. The conditions of termination of the office of a member of the Board of Directors are governed by Act No. 90/2012 Coll., on business corporations; the termination period in the case of resignation can be extended in the Executive service agreement.

The Executive service agreement can set an entitlement of a member of the Board of Directors to a severance pay if the member is dismissed. The amount of severance pay depends on the period of the contractual relationship with the Company. The member can be granted up to 5times the amount of their average monthly remuneration as a severance pay. A member is not entitled to the severance pay if they are dismissed for substantial violation of obligations of a member of the Board of Directors. Other conditions of severance pay eligibility can be specified in the Executive service agreement.

1.5. Royalty

Pursuant to Article 19.4 of the Articles of Association of the Company, the governing body members can be granted a share in profit (Royalty) in the amount approved by the General Meeting.

1.6. Option Plan 2017-2020

The members of the Board of Directors were also entitled to acquire shares of the Company free of charge based on the agreement on participation in the Kofola Group Senior Management Long-term Remuneration Program. Since 31 December 2019 the Program can no longer be joined. In line with the conditions of the Program, the decisive periods relevant for the pair and performance shares entitlements are still active. The objective of the Program was to motivate and stabilize senior executives by the opportunity to participate in the success of KOFOLA Group. At present, only one part of the Program is in operation:

The Share Acquisition Plan that enabled the participants to buy Kofola shares on the market and, if specified conditions were fulfilled, to receive the corresponding number of Kofola pair shares free of charge.

The maximal number of eligible investment shares could not exceed the specified annual limit - the number of shares which could be purchased on the regulated market for 50% of the basic annual gross salary (remuneration) paid to the participant by KOFOLA Group companies in the calendar year (i.e. from January 1, 2017 to December 31, 2017, from January 1, 2018 to December 31, 2018 and from January 1, 2019 to December 31, 2019). If the number of investment shares held by a participant on December 31 of a calendar year exceeded the determined limit, the Company´s shares purchased by the participant exceeding the stated limit were not taken into consideration for the Share Acquisition Plan and the participant could not claim the pair shares for these shares even though they fulfilled other conditions to constitute the claim. However, the shares not eligible as Investment shares in one calendar year could be eligible in one of the following calendar years. A participant could only receive pair shares if they held investment shares throughout the entire relevant period (2 years following the end of the calendar year that served as reference for the yearly limit) and, at the same time, if they were employed with the Company or a member of a Company body throughout the entire relevant period. The participant is obliged to hold the pair shares for at least 1 year as of their transfer to the participant. The Plan ended on 31 December 2019 but the Company will keep transferring pair shares to participants until 2022.

1.7. Option Plan 2021-2026

Under the agreement on participation in the new KOFOLA Group Senior Management Long-term Remuneration Program, members of the Board of Directors are again entitled to acquire Kofola shares free of charge. The new Option Plan is based on the ended Option Plan and enhances the dependence of the eligibility to Kofola shares on the profit of the group. The new Option Plan has been approved for the period to 31 December 2026.

The Plan consists of two separate, though complementary plans:

1. Share Acquisition Plan granting the Participants the opportunity to buy Kofola shares on the market (Investment Shares) and to acquire the corresponding number of Kofola pair shares free of charge under defined conditions. The maximal number of eligible Investment Shares cannot exceed the specified limit corresponding to the number of shares which can be purchased on the regulated market for 40 % of the basic annual gross salary (remuneration) the Participant is entitled to under contract(s) concluded with KOFOLA Group companies in the corresponding calendar year. The calculation of the Limit of Investment Shares is based on the average price of Kofola shares on the regulated market. Under the Share Acquisition Plan, there are two individual 3-years vesting periods. To be eligible for the acquisition of pair shares, the Participant must hold the Investment Shares for a set minimum period (2 years after the end of the calendar year the yearly limit is based on), they must be employed with the Company or be member of a Company's body throughout the entire vesting period, and at the same time, KOFOLA Group Equity Value must not be lower than the previous calendar year. Provided that the set conditions are met, pair shares will be transferred to the participants until 2029. Participants are obliged to hold the pair shares at least until 31 January of the calendar year following the calendar year they were transferred to the Participant.

2. Performance Shares Plan providing the Participant the opportunity to acquire a pre-determined amount of Kofola shares (Performance Shares) free of charge provided that KOFOLA Group has met performance targets. The period relevant for the Performance Shares Plan starts on 1 January 2021 and terminates on 31 December 2026. The total amount of Performance Shares to be distributed among the Participants is composed of 2 parts. The first part depends on the price of Kofola shares as of 31 December 2026 and the related market capitalization on the regulated market; the second part depends on the increase in Equity Value of KOFOLA Group as of the last day of the relevant period compared to the situation on 31 December 2020. To be eligible for the acquisition of Performance Shares, the participant must be employed with the Company or to be a member of a Company's body from the start of the Participant's participation in the Plan to the end of the relevant period provided that they participated in the Program for at least 3 years (with an exception set in the conditions of the Plan) and must hold Kofola shares of the set minimal value equal to the double of the yearly basic gross wage (remuneration) of the Participant in the last complete calendar year the Participant complied with the condition of employment or membership in a Company body. Performance Shares will be transferred to Participants eligible under the conditions of the Plan by 31 May 2027. Participants are obliged to hold the Performance Shares at least until 31 January of the calendar year following the calendar year they were transferred to the Participant.

1.8. Pension scheme

The Company does not provide any retirement benefits to members of the Board of Directors.

Article 2
Components of remuneration of the Company Supervisory Board members

Under the Articles of Association, the Supervisory Board has a supervisory function: it supervises the activity of the Board of Directors and of the Company. Given the role of the Supervisory Board in the Company, the principles of remuneration of the Supervisory Board members differ from the principles of remuneration of the members of the Board of Directors. The remuneration of the Supervisory Board members is not dependent on the fulfilment of the Company's targets or personal targets as no such targets are set to the Supervisory Board members.

The Executive service agreement of a Supervisory Board member including all remunerations and perquisites is subject to approval by the General Meeting.

The remuneration of a member of the Supervisory Board may consist of the following components:

- Fixed monthly base salary;
- Non-monetary benefits;
- Royalty;
- Benefits and expense reimbursement.

The Company does not provide remuneration in the form of shares and retirement benefits to members of the Company Supervisory Board. The term of office of the Supervisory Board members is 5 years. The Company has not established conditions other than statutory for the termination of office or severance pay related to the termination of office.

2.1. Fixed monthly salary
The member of the Supervisory Board may be granted remuneration in the amount adequate to the required time and complexity of the duties performed.

2.2. Non-monetary benefits
Non-monetary benefits are granted in the form of professional liability insurance to cover damage caused within the performance of duties of a Company Supervisory Body member.

2.3. Royalty
Pursuant to Article 19.4 of the Articles of Association of the Company, the body members can be granted a share in profit (attendance fees) in the amount approved by the General Meeting.

2.4. Benefits and expense reimbursement
The Supervisory Board members are entitled to reimbursement of expenses efficiently incurred in the performance of the member's duties, including travel expenses for domestic and international business trips in the amount set by the applicable labour legislation.

2.5. The relation of the Remuneration Policy to the remuneration of employees
The Remuneration Policy concerning the members of the Board of Directors of the Company is based on the principles of remuneration of chief executives of the Company and KOFOLA Group companies, namely:

- The fixed base salary for the members of the Board of Directors is set with regard to the complexity of duties and responsibility they perform in their office and field;
- The entitlement to the variable component of the remuneration is based on the fulfilment of performance indicators by KOFOLA Group. The basic limit of the performance indicator is set by the Supervisory Board of the Company.

- Like the Group´s top managers, the members of the Board of Directors participate in the Plan of free acquisition of the Company's shares which motivates them to focus on the profit of the Group;
- The members of the Board of Directors are granted the same perquisites and benefits as the Company's employees.

2.6. Decision-making process followed in the establishment, review and implementation of the Remuneration Policy, including the prevention and addressing of conflicts of interest

Under Article 16.2 (a) and (j) of the Articles of Association of the Company together with Section 438 (2) of the Act No. 90/2012, on Business Corporations, the Executive service agreement of a member of the Board of Directors and conditions of remuneration of the members are approved by the Supervisory Board of the Company.

The Executive service agreements of Supervisory Board members and the conditions of their remuneration are approved by the General Meeting of the Company.

The prevention of conflict of interest is ensured by the fact that two different bodies are responsible for the determination of the amount of remunerations of members of the Board of Directors and the Supervisory Board of the Company.

Any review of and amendment to the Remuneration Policy will be based, among other things, on the last vote results and the opinions of shareholders at the Company General Meeting that last decided on the approval of the Remuneration Policy or its Amendments.

2.7. Possibility to diverge from the Remuneration Policy

If there are grounds consisting in the change of the market conditions and if compatible with the commercial strategy and long-term interests of the Company, this Remuneration Policy may be diverged from for the necessary period.

The body authorized to decide on the approval of the Executive service agreement is entitled to decide on the deviation from this Remuneration Policy upon proposal of a person entitled to submit proposals to the relevant body. The proposal must duly identify the deviation, its scope and time period. The proposal must duly state reasons.

This is without prejudice to the responsibility of the General Meeting to decide on the approval of the Remuneration Policy as well as its substantial amendments.

2.8. Approval of the Remuneration Policy

The Remuneration Policy was approved by the General Meeting of the Company held on 5 August 2020. The Remuneration Policy as amended by the proposed amendments will be proposed by the Company's Board of Directors to the General Meeting held on 28 June 2021 for approval. The Remuneration Policy as amended will become effective on the day of its approval by the General Meeting of the Company.