

CURRENT REPORT

KOFOLA S.A.

June 5th 2009

Current report no 19/2009

Subject: **Convening of the Ordinary General Meeting of Shareholders**

Legal basis: Art. 56.1.2 of the Act on Public Offering – current and periodic informations

The Management Board of KOFOLA S.A. with the registered office in Warsaw, at ul. Jana Olbrachta 94, entered in the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Department of the National Court Register under No. KRS 0000134518 („Company”), acting pursuant to art. 398 in conjunction with art. 399§1 and art. 402 of Commercial Companies Code and § 14 of the Articles of association, hereby convenes the Ordinary General Meeting of Shareholders for 2.30pm on **June 30th 2009**. The Ordinary General Meeting of Shareholders shall be held at the Company’s registered office, in Warsaw, at ul. Jana Olbrachta 94.

The agenda of the Meeting includes following matters:

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation of the correctness of convening of the Meeting and its capacity to adopt resolutions.
4. Approval of the agenda of the Meeting.
5. Review and approval of report of the Management Board on the operations of KOFOLA S.A. in the financial year 2008 and review and approval of financial statements for the financial year 2008.
6. Review and approval of report of the Management Board on the operations of capital group of KOFOLA in the financial year 2008 and review and approval of consolidated financial statements of capital group of KOFOLA for the financial year 2008.
7. Adoption resolutions concerning granting vote of acceptance to members of the Management Board of KOFOLA S.A. for the discharge of their duties in the financial year 2008.
8. Adoption resolutions concerning granting vote of acceptance to members of the Supervisory Board of KOFOLA S.A. for the discharge of their duties in the financial year 2008.
9. Adoption of resolution concerning distribution of profit reported by the Company for the financial year 2008.
10. Review and approval of report of the Management Board on the operations of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the financial year 2008 and review and approval of financial statements of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the financial year 2008.
11. Adoption resolutions concerning granting vote of acceptance to members of the Management Board of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the discharge of their duties in the financial year 2008.

12. Adoption resolutions concerning granting vote of acceptance to members of the Supervisory Board of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the discharge of their duties in the financial year 2008.
13. Review and approval of report of the Management Board on the operations of PAOLA S.A. for the financial year 2008 and review and approval of financial statements of PAOLA S.A. for the financial year 2008.
14. Adoption resolutions concerning granting vote of acceptance to members of the Management Board of PAOLA S.A. for the discharge of their duties in the financial year 2008.
15. Adoption resolutions concerning granting vote of acceptance to members of the Supervisory Board of PAOLA S.A. for the discharge of their duties in the financial year 2008.
16. Adoption of resolutions concerning changes in the composition of the Supervisory Board of the Company.
17. Adoption of resolution on amendments to the Articles of association of the Company and on authorization of the Supervisory Board to adopt the uniform text of the Articles of association of the Company.
18. Closing of the Meeting.

The Management Board of the Company hereby informs, that pursuant to art. 406 of Commercial Companies Code, the following persons are entitled to participate in the General Meeting of Shareholders:

- 1) Holders of bearer shares, provided that the share certificates shall be submitted not later than one week prior to the date of the General Meeting of Shareholders and shall not be collected prior to the closing the Meeting; instead of the share certificates, it may be submitted the documents confirming that shares have been deposited:
 - a) at notary public Danuta Kosim-Kruszewska, Notariat Office, at ul. Szara 14/15 in Warsaw,
 - b) in Bank KOMERCNI BANKA A.S. with registered office in Prague, address: Na Prikope 33, 114-07 Praga 1.
- 2) Holders of bearer shares in dematerialised form, provided that they submit deposit certificates, issued to their names by entities keeping securities accounts, pursuant to the art. 9 and 10 of Act on Trading in Financial Instruments, dated 29 of July 2005, not later than one week prior to the date of General Meeting of Shareholders and do not collect them prior to the closing of the Meeting.

The share certificates or the documents confirming that shares have been deposited, mentioned above, and deposit certificates shall be submitted at the Company's registered office in Warsaw, at ul. Jana Olbrachta 94, in room 529, until **22 of June 2009** inclusive, on business days i.e. from Monday to Friday, between 9 am and 3 pm.

Pursuant to art. 407§1 of Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting of Shareholders, shall be made available for review, three days prior to the date of General Meeting of Shareholders.

Copies of documents and information materials pertaining to the General Meeting of Shareholders and required by law, shall be available at the registered office of the Company, between 9am and 3pm for the periods stipulated by statutory requirements.

Pursuant to art. 412 of Commercial Companies Code, shareholders may participate in the General Meeting of Shareholders and exercise their voting rights personally or through a proxy. Power of attorney shall be granted in writing under sanction of invalidity and duly paid.

Representatives of legal persons should present valid official excerpts of register, specifying the individuals authorised to represent those legal persons. Persons entitled to participate in the General Meeting of Shareholders will be able to register and receive voting cards on the day of the Meeting, at the Company's registered office, in Warsaw, at ul. Jana Olbrachta 94, between 9.30am and 2 pm.

In relation to the planned amendments to the Articles of association, pursuant to art. 402 § 2 of Commercial Companies Code, the Management Board of the Company proposes deleting of § 14.6 of Articles of association as follows:

„§ 14.6 General Meeting of Shareholders shall be convened by announcement in Monitor Sądowy i Gospodarczy, made at least three weeks prior to the date of General Meeting of Shareholders”.