

THE CURRENT REPORT

KOFOLA S.A.

16 of June 2009

The current report no 20/2009

The subject: **Draft of Resolutions of General Shareholders Meeting**

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 site in Warsaw (“Company”) makes, to the publicly known, the drafts of the Resolutions (with justification) which shall be the subject of the session of Ordinary General Shareholders Meeting, convened on 30 of June 2009.

RESOLUTION NO 1
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on election of the Chairman of the Meeting

Acting pursuant to art. 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders elects Mr as the Chairman of the Ordinary General Meeting of Shareholders.

RESOLUTION NO 2
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on approval of the agenda of the Meeting

The Ordinary General Meeting of Shareholders hereby approves the following agenda of Ordinary General Meeting of Shareholders:

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 of KOFOLA S.A. 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.

RESOLUTION NO 3
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on review and approval of report of the Management Board
on the operations of the Company in the financial year 2008 and review and approval of
financial statements of the Company for the financial year 2008

The Ordinary General Meeting of Shareholders of KOFOLA S.A., acting pursuant to art. 395 § 2 point 1 of the Commercial Companies Code and §16 point 1 sub-point a) of the Articles of association of the Company, hereby approves the report of the Management Board on the operations of the Company in the financial year 2008 and the financial statements of the Company for the financial year 2008 including:

- i) Introduction to the financial statements,
 - ii) Balance sheet prepared as at December 31st 2008, showing at the assets and liabilities the sum of 1.224.222 thousand PLN (say: one billion two hundred twenty four million two hundred twenty two thousand zlotys),
 - iii) The profit and loss account for the period January 1st 2008- December 31 st 2008 showing a net profit of 16.987 thousand PLN (say: sixteen million nine hundred eighty seven thousand zlotys),
 - iv) Statement of changes in equity showing an increase in equity of the amount of 557.616 thousand PLN (say: five hundred fifty seven million six hundred sixteen thousand zlotys),
 - v) Cash- flow statement showing an increase in net cash, in the period January 1st 2008- December 31st 2008, of the amount 1.844 thousand PLN (say: a one million eight hundred forty four thousand zlotys),
 - vi) additional information and explanations,
- with the Opinion of Auditor of company- BDO Numerica International Auditors & Consultants sp. z o.o. of examination of the financial statements of the Company for the period January 1st 2008- December 31st 2008 and the report of the Auditor of company- BDO Numerica International Auditors & Consultants sp. z o.o. of examination of financial statements of the Company for the financial year 2008.

RESOLUTION NO 4
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on review and approval of report of the Management Board
on the operations of the capital group of KOFOLA in the financial year 2008 and review
and approval of financial statements of the capital group of KOFOLA for the financial
year 2008

The Ordinary General Meeting of Shareholders of KOFOLA S.A. acting pursuant to §16 point 1 sub-point a) of the Articles of association of Company, after examination and hearing of the opinion of Auditor of BDO Numerica International Auditors & Consultants sp. z o.o. of the examination of consolidated financial statements of the capital group of the Company for the period January 1st 2008- December 31st 2008 and the report of Auditor of BDO

Numerica International Auditors & Consultants sp. z o.o., of the examination of consolidated financial statements of the capital group of the Company for the period January 1st 2008- December 31st 2008, hereby approves the report of Management Board on operations of capital group of Company for the financial year 2008 and the financial statements for the financial year 2008 including:

- a) Introduction to the financial statements.
- b) Consolidated balance sheet prepared as at December 31st 2008, showing at the assets and liabilities the sum of 1.621.765 thousand PLN (a one billion six hundred twenty one million seven hundred sixty five thousand).
- c) Consolidated profit and loss account for the period January 1st 2008- December 31 st 2008 showing a net profit of 12.443 thousand PLN (twelve million four hundred forty three thousand).
- d) Statement of changes in consolidated equity showing an increase in equity of the amount of 616.722 thousand zł (six hundred sixteen milion seven hundred twenty two thousand).
- e) Consolidated Cash- flow statement showing an increase in net cash, in the period January 1st 2008- December 31st 2008, of the amount 34.772 thousand PLN (thirty-four million seven hundred seventy-two thousand).
- f) additional information and explanations.

RESOLUTION NO 5
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on non granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting does not grant vote of acceptance to **Mr Dariusz Wojdyga** for the discharge of duties of President of the Management Board and the Member of the Management Board in the period January 1st 2008 – November 10th 2008.

RESOLUTION NO 6
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on non granting vote of acceptance to Vice-President
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting does not grant vote of acceptance to **Mr Marek Jutkiewicz** for the discharge of duties of Vice-President of the Management Board in the period January 1st 2008 – May 30th 2008.

RESOLUTION NO 7
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Janis Samaras** for the discharge of duties of Member of the Management Board in the period April 1st 2008- December 31st 2008.

RESOLUTION NO 8
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Ireneusz Sudnik** for the discharge of duties of Member of the Management Board in the period May 30th 2008- November 26th 2008.

RESOLUTION NO 9
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mrs Simona Novakova** for the discharge of duties of Member of the Management Board in the period May 30th 2008- December 31st 2008.

RESOLUTION NO 10
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Martin Mateas** for the discharge of duties of Member of the Management Board in the period May 30th 2008- December 31st 2008.

RESOLUTION NO 11
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Rene Musila** for the discharge of duties of Member of the Management Board in the period May 30th 2008- December 31st 2008.

RESOLUTION NO 12
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Management Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Tomas Jendrejek** for the discharge of duties of Member of the Management Board in the period May 30th 2008- December 31st 2008.

RESOLUTION NO 13
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Andrzej Jesionek** for the discharge of duties of Member of the Supervisory Board in the period January 1st 2008- May 30th 2008.

RESOLUTION NO 14
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Tomasz Krysztofiak** for the discharge of duties of Member of the Supervisory Board in the period January 1st 2008- May 30th 2008.

RESOLUTION NO 15
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mrs Beata Martynowska** for the discharge of duties of Member of the Supervisory Board in the period January 1st 2008- May 30th 2008.

RESOLUTION NO 16
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Marek Rocki** for the discharge of duties of Member of the Supervisory Board in the period January 1st 2008- November 26th 2008.

RESOLUTION NO 17
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Raimondo Eggink** for the discharge of duties of Member of the Supervisory Board in the period January 1st 2008- December 11th 2008.

RESOLUTION NO 18
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Marek Jutkiewicz** for the discharge of duties of Chairman of the Supervisory Board in the period May 30th 2008- November 10th 2008.

RESOLUTION NO 19
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Jacek Zbikowski** for the discharge of duties of Member of the Supervisory Board in the period May 30th 2008- November 14th 2008.

RESOLUTION NO 20
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Robert Piotr Ogór** for the discharge of duties of Member of the Supervisory Board in the period May 30th 2008- November 26th 2008.

RESOLUTION NO 21
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Kostas Samaras** for the discharge of duties of Member of the Supervisory Board in the period May 30th 2008- November 26th 2008.

RESOLUTION NO 22
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Martin Dokoupil** for the discharge of duties of Member of the Supervisory Board in the period May 30th 2008- December 11th 2008.

RESOLUTION NO 23
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Ajit Virk** for the discharge of duties of Member of the Supervisory Board in the period May 30th 2008- December 11th 2008.

RESOLUTION NO 24
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Ivan Jakubek** for the discharge of duties of Member of the Supervisory Board in the period November 26th 2008- December 11th 2008.

RESOLUTION NO 25
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Ireneusz Stolarski** for the discharge of duties of Chairman of the Supervisory Board in the period November 26th 2008- December 11th 2008.

RESOLUTION NO 26
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Jacek Woźniak** for the discharge of duties of Member of the Supervisory Board in the period November 26th 2008- December 11th 2008.

RESOLUTION NO 27
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the Company

Acting pursuant to art. 395 § 2 point 3) of the Commercial Companies Code and §16 point 1 sub-point c) of the Articles of association of the Company, the Ordinary General Meeting hereby grants vote of acceptance to **Mr Dariusz Prończuk** for the discharge of duties of Member of the Supervisory Board in the period November 26th 2008- December 11th 2008.

RESOLUTION NO 28
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on distribution of profit

1. Acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code and § 16 point 1 sub-point b) of the Articles of association of the Company, the Ordinary General Meeting decides to allocate to dividend the net profit earned by the Company, in the period January 1st 2008- December 31st 2008, in the amount of 16.987 thousand PLN (say: sixteen million nine hundred eighty seven thousand zlotys).
2. Persons entitled to receive dividend are the holders of Series A, B, C, D, E, F and G Shares.

RESOLUTION NO 29
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on review and approval of report of the Management Board
on the operations of P.P.W.M. „WODA GRODZISKA” sp. z o.o. in the financial year 2008
and review and approval of financial statements of the P.P.W.M. „WODA GRODZISKA”
sp. z o.o. for the financial year 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA

GRODZISKA” sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby approves the report of the Management Board on operating of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the period January 1st 2008- December 31st 2008 and the financial statements of P.P.W.M. „WODA GRODZISKA” sp. z o.o. for the period January 1st 2008- December 31st 2008 including:

- a) introduction to the financial statements,
- b) balance sheet showing at the assets and liabilities the sum 26.873.565,81 PLN,
- c) the profit and loss account showing a net loss in amount 350.188,61 PLN,
- d) cash- flow statement showing a decrease in net cash in the amount of 126.469,64 PLN,
- e) statement of changes in equity showing a decrease in equity of the amount of 350.188,61 PLN
- f) additional information and explanations.

RESOLUTION NO 30
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Management Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Andrzej Waląg** for the discharge of duties of the President of the Management Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 31
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Dariusz Wojdyga** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- September 15th 2008.

RESOLUTION NO 32
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Marek Jutkiewicz** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- September 15th 2008.

RESOLUTION NO 33
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Tomasz Jankowski** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 34
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Janis Samaras** for the discharge of duties of the Member of the Supervisory Board in the period September 15th 2008- December 31st 2008.

RESOLUTION NO 35
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of the P.P.W.M. „WODA GRODZISKA” sp. z o.o.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of P.P.W.M. „WODA GRODZISKA sp. z o.o., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Vassilen Tzanov** for the discharge of duties of the Member of the Supervisory Board in the period September 15th 2008- December 31st 2008.

RESOLUTION NO 36
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on review and approval of report of the Management Board
on the operations of PAOLA S.A. in the financial year 2008 and review and approval of
financial statements of the PAOLA S.A. for the financial year 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of PAOLA S.A., the Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby approves the report of the Management Board on operating of PAOLA S.A. for the period January 1st 2008- December 31st 2008 and the financial statements of PAOLA S.A. for the period January 1st 2008- December 31st 2008 including:

- a) introduction to the financial statements,
- b) balance sheet showing at the assets and liabilities the sum of 28.350.877,81 PLN
- c) the profit and loss account showing a net loss in amount 651.439,45 PLN
- d) statement of changes in equity showing a decrease in equity of the amount of 651.439,45 PLN
- e) cash- flow statement showing a decrease in net cash in the amount of 94.431,37 PLN
- f) additional information and explanations.

RESOLUTION NO 37
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Management Board of PAOLA S.A.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of PAOLA S.A., Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Wojciech Górski** for the discharge of duties of the President of the Management Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 38
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of PAOLA S.A.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A.

with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of PAOLA S.A., Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Tomasz Jankowski** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 39
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of PAOLA S.A.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A. with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of PAOLA S.A., Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mr Ireneusz Sudnik** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 40
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on granting vote of acceptance to Member
of the Supervisory Board of PAOLA S.A.
for the discharge of duties in 2008

Due to the fact that on 31 of March 2009 the District Court for Capital City –Warsaw in Warsaw, XII Commercial Department of National Court Register issued an order file No WA.XII NS-REJ.KRS/005965/09/222 concerned the registration of merger of KOFOLA S.A.

with the registered office in Warsaw and P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and PAOLA S.A. with the registered office in Bielany Wrocławskie on the basis on art. 492 § 1 point 1) and art. 506 § 1 of the Commercial Companies Code through the acquisition of the assets of such companies in exchange for the shares which were issued other, than KOFOLA S.A., shareholders of P.P.W.M. „WODA GRODZISKA” sp. z o.o. with the registered office in Grodzisk Wielkopolski and due to the fact that as a result of merger, on the basis of art. 494 § 1 of the Commercial Companies Code, KOFOLA S.A. entered into the rights and obligations of PAOLA S.A., Ordinary General Meeting of Shareholders of KOFOLA S.A., hereby grants vote of acceptance to **Mrs Anna Kulesza** for the discharge of duties of the Member of the Supervisory Board in the period January 1st 2008- December 31st 2008.

RESOLUTION NO 41
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on appointment of new Member of the Supervisory Board of KOFOLA S.A.

Acting pursuant to § 16 point 1 sub-point j) of the Articles of association, the Ordinary General Meeting appoints Mr..... the Member of the Supervisory Board of Company.

RESOLUTION NO 42
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.
with registered office in Warsaw
of June 30 th 2009
on amendments of the Articles of association and authorization of the Supervisory Board to adopt the uniform text of the Articles of association of the Company

§ 1

Acting pursuant to art. 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting, hereby makes amendments to the Articles of association of the KOFOLA S.A. through deletion of § 14 point 6 of the Articles of association of the Company in the following wording:

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

§ 2

The Ordinary General Meeting of KOFOLA S.A. acting pursuant to art. 430 § 5 of the Commercial Companies Code, hereby authorises the Supervisory Board to adopt the uniform text of the Articles of association of the Company including the amendment mentioned in §1.

THE JUSTIFICATION OF RESOLUTIONS OF ORDINARY GENERAL MEETING OF SHAREHOLDERS CONVENED ON 30 OF JUNE 2009

In the implementation of rules, mentioned in point 1 sub-point 4 part II of Good Practices of the Companies listed on WSE, the Management Board of KOFOLA S.A. presents the justification of the drafts of resolutions of the Ordinary General Meeting of Shareholders of KOFOLA S.A. convened on 30 of June 2009.

The resolutions included in drafts no 1 and no 2 are the order resolutions, while the resolutions from no 5 to no 28 are mandatory resolutions adopted on Ordinary General Meeting of Shareholders pursuant to art. 395 § 2 of the Commercial Companies Code and to provisions of Law on Accounting. The resolutions mentioned above concerned the review and approval of the report of Management Board on operating of the Company for the financial year 2008 and review and approval of the financial statements of the Company for the financial year 2008, granting vote of acceptance to members of the Company governing bodies for discharge of duties in 2008 and distribution of profit earned by the Company in 2008.

The resolution no 4 on review and approval of consolidated financial statements of capital group of KOFOLA for the financial year 2008 is a typical resolution adopted by company, which is the obligation to prepare consolidated financial statements for the capital group. The necessity of adoption of such resolution arised from the art. 395§4 of the Commercial Companies Code in relation to art. 63c point 4 of the Law on Accounting.

The proposal of the resolutions no 5 and no 6 on non granting vote of acceptance for two former Members of the Management Board of the Company is the result of consideration by the Management Board of the Company potential raising claims at civil character, against the former members of the Management Board, remaining in connection with the performance of duties in the Management Board of the Company.

The necessity of adoption of resolutions included in drafts no 29 and 36 on review and approval of the financial statements and report of the Management Board of P.P.W.M. „WODA GRODZISKA” sp. z o.o. and PAOLA S.A. for the financial year 2008 arised from the fact, that on 31 of March 2009 it was the merger KOFOLA S.A. and companies: P.P.W.M. „WODA GRODZISKA” sp. z o.o. and PAOLA S.A. (the acquiring company was KOFOLA S.A.), due to this fact the approval of aforementioned documents of companies being acquired by the approving governing body of the acquiring company is necessary and justifiable in relation to the wording of art. 494§1 of the Commercial Companies Code.

The resolutions no 37-40 on granting vote of acceptance to members of the Management Board of P.P.W.M. „WODA GRODZISKA” sp. z o.o. and PAOLA S.A. are also the consequence of the aforementioned merger.

The project of a resolution no 41 concerned of potential appointment of new member of the Supervisory Board, pursuant to § 17 point 1 of the Articles of association which provides that the Supervisory Board of the Company consists of 5 to 6 members. Due to this fact, that the Supervisory Board at present consists of 5 members, it is planned the appointment of the 6th member of the Supervisory Board of the Company.

The project of resolution no 42 concerns the amendment of the Articles of association in the scope of deleting the obligation of announcement of the information about convening the General Meeting of Shareholders in Monitor Sądowy i Gospodarczy. The proposed amendment to the Articles of association is connected with alterations in provisions of Commercial Companies Code in terms of convening and organization of general meeting of shareholders (introducing by Law dated 5 of December 2008 on alteration of Law- Commercial Companies Code and Law on trading in financial instruments, Journal of Laws 2008, No 16, pos. 69; it shall enter into force on 3 of August 2009), under which in public companies, the announcement mentioned above, shall not be required.