

**The notice of convention  
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.  
on June 29, 2011**

The Management Board of KOFOLA S.A. with the registered office in Warsaw, at ul. Jana Olbrachta 94, entered into register of entrepreneurs of the National Court Register in District Court for the capital city –Warsaw in Warsaw, XII Commercial Department of the National Court Register under no. 0000134518 (“Company”), acting on the basis of art. 398 and art. 399 § 1 and art. 402 (1) § 1 of the Commercial Companies Code (“C.C.C.”), hereby convenes on **June 29, 2011, at 11.00 the Ordinary General Meeting of Shareholders** (“OGMS”, “General Meeting”). The Ordinary General Meeting of Shareholders shall be held in the registered office of the Company, in Warsaw at ul. Jana Olbrachta 94.

**The detailed agenda of the OGMS is as follows:**

1. Opening of the Ordinary General Meeting of Shareholders.
2. The election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Confirmation of the correctness of convening of the General Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda of the General Meeting.
5. Review and approval of the report of the Management Board on the activity of KOFOLA S.A. for the financial year 2010 and review and approval of financial statements of KOFOLA S.A. for the financial year 2010.
6. Review and approval of the report of the Management Board on the activity of the capital group KOFOLA for the financial year 2010 and review and approval of consolidated financial statements of the capital group of KOFOLA for the financial year 2010.
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 2010.
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 2010.
9. Adoption of resolution concerning the creation of reserve capital (fund dividend) allocated to the payment of dividend.
10. Adoption of resolution concerning the distribution of profit reported by the Company for the financial year 2010.
11. Adoption of resolution on amendments to the Articles of association of the Company and authorization to the Supervisory Board of the Company to adopt a uniform text of the Articles of association.
12. Closing of the General Meeting.

**The record date for participation in the General Meeting referred to in art. 406 (1) of the C.C.C..**

**The record date** for participation in the Ordinary General Meeting of KOFOLA S.A. falls on **June 13, 2011.**

### **Information of the right to participation in the General Meeting**

The right to participation in the General Meeting of the Company have, pursuant to art. 406 (1), 406 (2) and 406 (3) of the C.C.C., those who are shareholders of the Company for sixteen days before the date of the Ordinary General Meeting of Shareholders, i.e. **June 13, 2011** (record date for participation in the General Meeting).

In order to participate in the Ordinary General Meeting of Shareholders, those who are entitled from the dematerialized bearer shares have the right to require the entity managing their securities account to issue an individual certificate of the right to participate in the General Meeting. Such request should be submitted not earlier than after the announcement of convening the General Meeting and not later than on the first weekday after the record date for participation in General Meeting, i.e. **from June 2, 2011 until June 14, 2011**.

The bearer shares in a form of the document gives the right to participate in General Meeting of the Company if the documents of shares are submitted in the company not later than on the record date for participation in the general meeting and shall not be received before the end of this date. Instead of shares, it may be submitted the certificate issued as the proof of deposit of shares:

a) at the notary public Danuta Kosim-Kruszewska leading Notary Office at ul. Szara 14/15 in Warsaw,  
b) in the Bank of KOMERCNI BANKA A.S. with the site in Prague, address: Na Prikope 33, 114-07 Praga 1.

In accordance with art. 407 § 1 of the C.C.C. three weekdays before the General Meeting, in the registered office of the Company a list of shareholders entitled to participate in the General Meeting shall be opened for inspection.

Persons entitled to participate in the General Meeting shall be able to register and receive a cards to vote on the date of General Meeting, in the registered office of the Company in Warsaw, at ul. Jana Olbrachta 94, from 10.30 until 11.00.

### **Instruction concerning where and how a person entitled to participate in the General Meeting may obtain the full text of documents, including projects of resolutions of the General Meeting**

The full text of documents, **including projects of resolutions of the General Meeting**, which shall be presented to the General Meeting and other information relating to the General Meeting shall be available on the website of the Company since the date of convention of the Ordinary General Meeting of Shareholders under address:

[www.kofola.pl](http://www.kofola.pl).

### **The description of procedures for participation in the Ordinary General Meeting of Shareholders and exercise voting rights:**

**a) the right of shareholder to request inclusion of certain matters in the agenda of the General Meeting,**

In accordance with art. 401 § 1 of the C.C.C. a shareholder or shareholders representing at least one-twentieth of the share capital may request the inclusion of certain matters in the agenda of the Ordinary General Meeting of Shareholders. The request should be notified to the Management Board

of the Company not later than twenty-one days before the appointed date of the Meeting, i.e. **until June 7, 2011**. The request may be submitted in writing on the following address:

KOFOLA S.A.

01-102 Warszawa

ul. Jana Olbrachta 94

or in electronic form on the following e-mail address: [rikofola@kofola.pl](mailto:rikofola@kofola.pl).

The request shall include a justification or a project of resolution concerned the proposed agenda item.

The Management Board shall announce immediately the alterations of the agenda made by the shareholders, not later than eighteen days before the date of the General Meeting, i.e. June 10, 2011.

**b) the shareholder's right to submit projects of resolutions on matters placed on the agenda of the General Meeting or matters which shall be placed on the agenda before the date of the General Meeting,**

A shareholder or shareholders representing at least one-twentieth of the share capital, before the date of the General Meeting, may report to the Company the projects of resolutions concerned the matters included in the agenda of the Ordinary General Meeting of Shareholders or matters which shall be included in the agenda.

Such request may be submitted in writing on the following address:

KOFOLA S.A.

01-102 Warszawa

ul. Jana Olbrachta 94

or in electronic form on the following e-mail address: [rikofola@kofola.pl](mailto:rikofola@kofola.pl)

The Company immediately shall announce the projects of resolutions on the website under address: [www.kofola.pl](http://www.kofola.pl).

**c) shareholder's right to submit projects of resolutions on matters placed on the agenda during the session of General Meeting,**

Shareholders, during the session of the General Meeting, have the right to submit projects of resolutions on matters placed on the agenda of the Ordinary General Meeting of Shareholders.

The proposals referred to above, should be drawn up in polish language in writing separately to each of the project of resolution and should include: the name and surname or the name of company of shareholder, the proposed content of the resolution and its short justification. Then they should be submitted to the Chairman of the General Meeting. The proposal of resolutions and its amendments or additions are subject to the vote after its presentation by the Chairman to the Ordinary General Meeting of Shareholders.

If, in one matter are presented proposals of resolutions covering a different scope, in the first place, is voting on far-reaching proposals.

**d) the exercise of voting rights by proxy and the manner of notification of the company via the electronic communication means of the appointment of the proxy**

The power of attorney should be prepared in writing or granted in electronic form in accordance with art. 412 (1) § 2 of the C.C.C. and with the rules described below.

The Company should be informed about the fact of granting the power of attorney in electronic form on the address rikofola@kofola.pl in an e-mail form, with applying due care in order to allow effective verification of the validity of a power of attorney.

Together with the notice of granting power of attorney in an electronic form, a shareholder should send a scan of the identity card or passport which allow a shareholder's identification as the mandator, but it should be done in one e-mail. If the proxy is a legal person or entity referred to art. 33<sup>1</sup> of the Civil Code, a shareholder as a mandator should additionally send a scan of the excerpt from the register in which the proxy is registered. Documents sent in electronic form should be translated into polish language by certified interpreter.

In the document of the power of attorney, the proxy should be indicated in the manner enabling his/her identification by giving a social security number and series and number of identity document, which a person holding a power of attorney should submit at drawing up a list of attendance on the meeting.

A shareholder sending the notice of granting the power of attorney should simultaneously send to the Company his/her e-mail address and telephone number of the shareholder and of the proxy, through which the Company shall be able to communicate with the shareholder and with the proxy. Sending by e-mail above documents is not exempt the proxy from the presentation of the documents for his/her identification at the drawing up the list of persons entitled to participate in the Ordinary General Meeting of Shareholders of the Company.

The Company shall take appropriate actions to identify the shareholder and the proxy to verify the validity of the power of attorney granted in electronic form. This verification is based on turning question in the electronic or telephone form to the shareholder and to the proxy in order to confirm the fact of granting the power of attorney.

The rules concerned the shareholder's identification shall apply appropriately to the notice of the Company of the cancellation of a power of attorney. The notification of granting and cancellation of a power of attorney without complying with the requirements indicated above, has no legal effect to the Company.

The Company shall make available, since the date of convening the General Meeting, on the website [www.kofola.pl](http://www.kofola.pl) a form of instructions given for proxy on voting at the session of the General Meeting of the Company.

**e) the opportunity to participate in the general meeting via electronic communication means**

The documents of the Company does not provide the opportunity to participate in the General Meeting of Shareholders via electronic communication means.

**f) the manner of comment during the general meeting via electronic communication means**

The documents of the Company does not provide the opportunity to comment during the General Meeting of Shareholders via electronic communication means.

**g) the manner of executing of voting rights via correspondence way or via electronic communication means**

The documents of the Company does not provide the opportunity to exercise voting rights via correspondence way or via electronic communication means.

Pursuant to the provision in the Article 402<sup>3</sup> § 1 point 2, the Management Board of KOFOLA S.A. hereby informs:

Company's share capital is divided into 26.172.602 of shares (representing 26.172.602 of votes), including 13.088.576 of dematerialized shares (representing 13.088.576 of votes) and 13.084.026 of bearer shares representing 13.084.026 of votes.

**Due to the intended amendments to the Articles of association of the Company, in accordance with Article 402 § 2 of the C.C.C., the Company's Management Board hereby presents the current wording of the Articles of association and the proposed amendments to the Articles of association:**

**The current wording of § 3 of the Articles of association:** *The Company's registered office is Warsaw.*

**The proposed wording of § 3 of the Articles of association:** *The Company's registered office is Kutno.*

**The current wording of § 13 of the Articles of association:** *General Shareholders Meetings shall be held at the Company's registered office.*

**The proposed wording of § 13 of the Articles of association:** *General Shareholders Meetings shall be held at the Company's registered office, or in Warsaw. The Management Board decides the place of the General Meeting.*