

**APPENDIX NO. 1 TO THE CURRENT REPORT NO. 9/2011**

**RESOLUTIONS ADOPTED BY THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS HELD ON JUNE 29, 2011**

**RESOLUTION NO.1  
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.  
with the registered office in Warsaw  
of June 29, 2011  
on election of the Chairman**

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

**RESOLUTION NO. 2  
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.  
with the registered office in Warsaw  
of June 29, 2011  
on approval of the agenda of the Meeting**

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

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 authorisation to the Supervisory Board of the Company to adopt a uniform text of the Articles of association.
12. Closing of the General Meeting.

**RESOLUTION NO.3  
of the Ordinary General Meeting of Shareholders of KOFOLA S.A.  
with the registered office in Warsaw  
of June 29, 2011  
on review and approval of the report of the Management Board  
on the activity of the Company for the financial year 2010 and review and approval of the financial  
statements of the Company for the financial year 2010**

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 activity of the Company for the financial year 2010 and the financial statements of the Company for the financial year 2010 including:

1. introduction to the financial statements;
2. the balance sheet prepared as at December 31, 2010, showing at the assets and liabilities the sum of **1.012.322** thousand PLN (one billion twelve million three hundred twenty two thousand zlotys);
3. the profit and loss account for the period January 1, 2010 - December 31, 2010 showing a net profit of **25.186** thousand PLN (twenty five million one hundred eighty six thousand zlotys);
4. the statement of comprehensive income for the period January 1, 2010- December 31, 2010 showing a total income of **25.186** thousand PLN (twenty five million one hundred eighty six thousand zlotys);
5. the statement of changes in equity for the period January 1, 2010- December 31, 2010 showing a decrease in equity of the amount of **22** thousand PLN (twenty two thousand zlotys);
6. the cash- flow statement showing an increase in net cash, in the period January 1, 2010- December 31, 2010, of the amount of **8.664** thousand PLN (eight million six hundred sixty four thousand zlotys);
7. additional information and explanations;

with the opinion of the auditor of the company- BDO sp. z o.o. of examination of the financial statements of the Company for the period January 1, 2010- December 31, 2010 with the report of the auditor of the company- BDO sp. z o.o. of examination of the financial statements of the Company for the financial year 2010.

**RESOLUTION NO.4**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**on review and approval of the report of the Management Board**  
**on the activity of the capital group of KOFOLA for the financial year 2010 and review and**  
**approval of the consolidated financial statements of the capital group of KOFOLA for the financial**  
**year 2010**

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 the Company, hereby approves the report of the Management Board on the activity of the capital group of the Company for the financial year 2010 and the financial statements of the capital group of the Company for the financial year 2010 including:

1. consolidated balance sheet prepared as at December 31, 2010, showing at the assets and liabilities the sum of **1.281.101** thousand PLN (one billion two hundred eighty one million one hundred one thousand zlotys);
2. the consolidated profit and loss account for the period January 1, 2010- December 31, 2010 showing a net loss of **28.592** thousand PLN ( twenty eight million five hundred ninety two thousand zlotys);
3. the consolidated statement of comprehensive income for the period January 1, 2010- December 31, 2010 showing a loss of **26.085** thousand PLN (twenty six million eighty five thousand zlotys);
4. the consolidated statement of changes in equity for the period January 1, 2010- December 31, 2010 showing a decrease in equity of the amount of **56.307** thousand PLN (fifty six million three hundred seven thousand zlotys);
5. the consolidated cash- flow statement showing an increase in net cash, in the period January 1, 2010- December 31, 2010, of the amount of **4.760** thousand PLN (four million seven hundred sixty thousand zlotys);
6. additional information including an introduction to the financial statements and additional information and explanations.

with the opinion of the auditor of the company- BDO sp. z o.o. of examination of the consolidated financial statements of the Capital Group of Kofola for the period January 1, 2010- December 31, 2010 with the report of the auditor of the company- BDO sp. z o.o. of examination of the consolidated financial statements of the Capital Group of Kofola for the financial year 2010.

**RESOLUTION NO.5**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Member of the Management Board and of the President of the Management Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.6**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 Nováková** for the discharge of duties of the Member of the Management Board in the period January 1, 2010- April 30, 2010.

**RESOLUTION NO.7**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 Mateáš** for the discharge of duties of the Member of the Management Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.8**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Member of the Management Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.9**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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. Tomáš Jendřejek** for the discharge of duties of the Member of the Management Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.10**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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. Bartosz Marczuk** for the discharge of duties of the Member of the Management Board in the period May 1, 2010- December 31, 2010.

**RESOLUTION NO.11**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Chairman of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.12**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Vice-Chairman of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.13**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Member of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.14**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Member of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.15**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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 the Member of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.16**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**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. Anthony Brown** for the discharge of duties of the Member of the Supervisory Board in the period January 1, 2010- December 31, 2010.

**RESOLUTION NO.17**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**on creation the reserve capital**  
**and on distribution of profit for 2010**

Acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code and § 16 point 1 sub-point b) and § 25 point 3 of the Articles of association of the Company, the Ordinary General Meeting of the Company decides:

**§ 1.**

To create in the Company a reserve capital allocated to the dividend (fund dividend) on which the retained profits for previous financial years in the amount of **20.583.000** Pln (twenty million five hundred eighty three thousand zlotys) are allocated.

**§ 2.**

To divide the profit of the Company for 2010 in the amount of **25.186.525,32** Pln (twenty five million one hundred eighty six thousand five hundred twenty five zlotys and thirty two grosz) as follows:

- a) the amount of **8.959.512,08** Pln (eight million nine hundred fifty nine thousand five hundred twelve zlotys and eight grosz) allocate for the reserve capital (fund dividend) referred to in § 1 above.
- b) the amount of **16.227.013,24** Pln (sixteen million two hundred twenty seven thousand thirteen zlotys and twenty four grosz) allocate for dividend payment.

**§ 3.**

1. The shares of the Company of all series: A, B, C, D, E, F and G shall participate in the dividend of 0,62 Pln (sixty two grosz) per one share.
2. The date of the dividend is established for September 29, 2011.
3. The date of the dividend payment is established for December 6, 2011.

**RESOLUTION NO. 18**  
**of the Ordinary General Meeting of Shareholders of KOFOLA S.A.**  
**with the registered office in Warsaw**  
**of June 29, 2011**  
**on amendments to the Articles of association of the Company**  
**and on the authorisation of the Supervisory Board to adopt the uniform text of the Articles of association of the Company.**

Acting pursuant to art. 430 § 1 of the Commercial Companies Code and §16 point 1 sub-point g) of the Articles of association of the Company, the Ordinary General Meeting decides:

**§ 1.**

The Ordinary General Meeting decides to amend § 3 of the Articles of association of the Company as follows:

„§ 3  
The Company's registered office is Kutno.”

**§ 2.**

The Ordinary General Meeting decides to amend § 13 of the Articles of association of the Company as follows:

”§ 13

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.”

**§ 3.**

Acting on the basis of the Article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of KOFOLA S.A. hereby authorises the Supervisory Board to adopt the uniform text of the Articles of association of the Company including the amendments mentioned in §1 and 2 above.

**§ 4.**

This resolution shall come into force on September 25, 2011.