

## THE CURRENT REPORT

### **KOFOLA S.A.**

7 of April 2009

The current report no 15/2009

The subject: **The registration of merger, the increase of the share capital**

The legal basis: Art. 56 paragraph 1 point 2 of the Act on Offer- the current and periodical informations

The Management Board of KOFOLA S.A. with the site in Warsaw ("Company", "KOFOLA"), hereby informs, that on the day of 6 of April 2009 received the information, that on 31 of March 2009, the District Court for the capital city Warsaw, XII Commercial Department of the National Court Register, registered the merger of KOFOLA S.A. with the site in Warsaw with companies Przedsiębiorstwo Produkcji Wód Mineralnych „Woda Grodziska” sp. z o.o. with the site in Grodzisk Wielkopolski („PPWM Woda Grodziska”) and PAOLA S.A. with the site in Bielany Wrocławskie („Paola”) („merger”), which the Company informed until that time in reports no 49/2008, no 1/2009, no 5/2008, no 10/2009 and no 11/2009 (the day of merger) and registered the increase of share capital of the Company.

The merger was made on the basis of art. 492 § 1 point 1) of the Commercial Companies Code and on the basis of consistent resolutions of the General Meeting of KOFOLA, General Meeting of Paola and Meeting of Shareholders of PPWM Woda Grodziska.

The merger was made through the transfer of whole assets of PPWM Woda Grodziska and Paola on Kofola in exchange for the shares of the new issue of KOFOLA, granted for the previous shareholders of PPWM Woda Grodziska other than KOFOLA. As a result of the merger PPWM Woda Grodziska and Paola ceased to exist.

As a result of merger KOFOLA with the companies PPM Woda Grodziska and Paola, the share capital of KOFOLA was increased from the amount of 26.171.918 (twenty six millions one hundred seventy one thousands nine hundred eighteen) zlotys, by amount of 684 (six hundred eighty four) zlotys, to amount of 26.172.602 (twenty six millions one hundred seventy two thousands six hundred two) zlotys, through the issue of 684 (six hundred eighty four) of ordinary bearer shares series G, at the nominal value of 1 (one) zloty each share ("Shares of G Series"). As a result of merger mentioned above, the share capital of KOFOLA shall amount 26.172.602 zlotys and shall be divided into 26.172.602 of shares entitled to 26.172.602 of votes on the General Meeting of Shareholders.

As a result of merger of companies KOFOLA- according to the content of art. 494§1 of Commercial Companies Code- entered into Paola's and PPWM Woda Grodziska's rights and obligations. Pursuant to the content of art. 494§4 of Commercial Companies Code on the date of merger the shareholders of PPWM Woda Grodziska other than KOFOLA became the Shareholders of KOFOLA.

Paola and PPWM Woda Grodziska were the subsidiary companies in relation to KOFOLA. All companies mentioned above had jointly 100% of shares in the share capital of company HOOP POLSKA sp. z o.o. with the site in Warsaw, which occupies the production and distribution activity of beverages, juices and mineral waters in Poland, while companies PPWM Woda Grodziska and Paola did not conducted the operational activity (PPWM Woda Grodziska and Paola occupied the management of the shares in HOOP POLSKA sp. z o.o., while KOFOLA occupies the management of the capital group of KOFOLA).