

CURRENT REPORT

HOOP S.A.

April 1st 2008

Current Report No. 11/2008

Inside Information

The Management Board of HOOP S.A. hereby reports that the Extraordinary General Shareholders Meeting of HOOP S.A. ("the Company") held on March 31st 2008 adopted a resolution concerning the merger of HOOP S.A. and Kofola SPV Sp. z o.o. of Warsaw, reading as follows:

RESOLUTION NO. 3
of the Extraordinary General Shareholders Meeting
of HOOP S.A. of Warsaw,
dated March 31st 2008

concerning the merger with Kofola SPV Spółka z ograniczona odpowiedzialnością

1. Pursuant to Art. 492.1.1) and Art. 506.1 of the Commercial Companies Code, the General Shareholders Meeting resolves to merge HOOP S.A. of Warsaw with Kofola SPV Sp. z o.o. of Warsaw. The merger shall be effected by way of the acquisition of the assets of Kofola SPV Sp. z o.o. by HOOP S.A. in exchange for shares which shall be delivered to the shareholders of Kofola SPV Sp. z o.o.
2. As a result of the merger, the share capital of HOOP S.A. shall increase from PLN 13,088,576 (thirteen million, eighty-eight thousand, five hundred and seventy-six złoty) to PLN 26,171,918 (twenty-six million, one hundred and seventy-one thousand, nine hundred and eighteen złoty), i.e. by PLN 13,083,342 (thirteen million, eighty-three thousand, three hundred and forty-two złoty), through the issue of 13,083,342 (thirteen million, eighty-three thousand, three hundred and forty-two) Series F ordinary bearer shares with the par value of PLN 1 (one złoty) per share, which shall carry no preference. Series F shares shall carry the right to dividend starting from profit distributions for the 2008 financial year, i.e. from January 1st (first) 2008.
3. Since the share capital increase at HOOP S.A. is carried out as a result of the merger with Kofola SPV Sp. z o.o., the existing HOOP S.A. shareholders' pre-emptive rights are hereby waived in full in respect of the new issue shares.
4. All shares in the increased share capital of HOOP S.A., i.e. the 13,083,342 (thirteen million, eighty-three thousand, three hundred and forty-two) Series F ordinary bearer shares with the par value of PLN 1 (one złoty) per share, shall be acquired by the shareholders of Kofola SPV Sp. z o.o.
5. No preferences or benefits shall be awarded to members of the governing bodies of the merging companies, the shareholders or any other persons participating in the merger, in connection with the merger.
6. Pursuant to Art. 506.4 of the Commercial Companies Code, the General Shareholders Meeting hereby approves the Plan of Merger, which was published in *Monitor Sądowy i Gospodarczy* No. 239/2007, item 15305, on December 10th (tenth) 2007, and Appendices to the Plan of Merger; in particular, it approves the proposed amendments to the Articles of Association of HOOP S.A. contained in the draft attached to the Plan of Merger.
7. The merger shall be effected after all approvals and authorisations required by the applicable laws have been obtained.

Legal basis: Art. 56.1.1 of the Public Offering Act – Confidential information