

## CURRENT REPORT

### **KOFOLA-HOOP S.A.**

July 7th 2008

Current Report No. 24/2008

### **Draft Resolutions of the Ordinary General Shareholders Meeting**

The Management Board of KOFOLA- HOOP S.A. hereby releases the draft resolutions to be debated at the Annual General Shareholders Meeting convened for July 23rd 2008.

**RESOLUTION No. 1**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on review and approval of the Directors' Report and the financial**  
**statements for the financial year 2007**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Par. 16.1a) of the Company's Articles of Association, the Annual General Shareholders Meeting of KOFOLA-HOOP S.A. hereby approves the Directors' Report on the Company's activities in the financial year 2007 and the Company's financial statements for the financial year 2007, including:

- i) Introduction to the financial statements,
- ii) Balance sheet prepared as at December 31st 2007, showing a balance-sheet total of PLN 589,649 thousand (five hundred and eighty nine million, six hundred and forty nine thousand złoty),
- iii) Income statement for the financial year January 1st – December 31st 2007, showing a net profit of PLN 18,581 thousand (eighteen million, five hundred and eighty one thousand złoty),
- iv) Statement of changes in equity, showing an increase in equity of PLN 255,112 thousand (two hundred and fifty five million, one hundred and twelve thousand złoty),
- v) Cash-flow statement for the period January 1st – December 31st 2007, showing an increase in net cash of PLN 2,513 thousand (two million, five hundred and thirteen thousand złoty),
- vi) Notes to the Financial Statements,  
along with the Auditor's Opinion on the Company's financial statements for the period January 1st – December 31st 2007 and the Auditor's Report, issued by BDO Numerica S.A.

**RESOLUTION No. 2**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on distribution of profit**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Par. 16.1 b) of the Company's Articles of Association, the Annual General Shareholders Meeting resolves to allocate the net profit of PLN 18,581 thousand (eighteen million, five hundred and eighty one thousand zloty), generated by the Company in the period January 1st – December 31st 2007, to statutory reserve funds.

**RESOLUTION No. 3**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by the President of the Company's Management Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1 c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Dariusz Wojdyga**, President of the Management Board, in the period January 1st – December 31st 2007.

**RESOLUTION No. 4**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by the Vice-President of the Company's Management Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1 c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Marek Jutkiewicz**, Vice-President of the Management Board, in the period January 1st – December 31st 2007.

**RESOLUTION No. 5**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by a Member of the Company's Supervisory Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1 c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Andrzej Jesionek**, Supervisory Board Member, in the period January 1st – December 31st 2007.

**RESOLUTION No. 6**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by a Member of the Company's Supervisory Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Raimondo Eggink**, Supervisory Board Member, in the period January 1st – December 31st 2007.

**RESOLUTION No. 7**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by a Member of the Company's Supervisory Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1 c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Tomasz Krysztofiak**, Supervisory Board Member, in the period January 1st – December 31st 2007.

**RESOLUTION No. 8**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by a Member of the Company's Supervisory Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Ms Beata Martynowska**, Supervisory Board Member, in the period January 1st – December 31st 2007.

**RESOLUTION No. 9**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on discharge of duties by a Member of the Company's Supervisory Board**

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code and Par. 16.1 c) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby approves the discharge of duties by **Mr Marek Rocki**, Supervisory Board Member, in the period January 1st – December 31st 2007.

**RESOLUTION No. 10**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on the rules, conditions and amounts of remuneration of Members the Company`s**  
**Supervisory Board**

Acting pursuant to Art. 392.1 of the Commercial Companies Code and Par. 16.1 m) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby resolves to grant the Supervisory Board Members monthly gross remuneration in the following amounts:

1. for the Chairman of the Supervisory Board – .....
2. for a Member of the Supervisory Board – .....

The above remuneration shall be paid in arrears by the tenth day of the month following the month for which the remuneration is payable.

This resolution shall become effective on.....

**RESOLUTION No. 11**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on removal of a Member of the Company's Management Board**

1. Acting pursuant to Par. 16.1 o) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby removes Mr/ Ms ..... from the Management Board of KOFOLA-HOOP S.A.
2. This resolution shall become effective on.....

**RESOLUTION No. 12**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw**  
**of July 23rd 2008**  
**on appointment of a Member of the Company's Management Board**

1. Acting pursuant to Par. 16.1 o) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby appoints Mr/ Ms ..... as a Member of the Management Board of KOFOLA-HOOP S.A.
2. This resolution shall become effective on.....

**RESOLUTION NO. 13**  
**of the Annual General Shareholders Meeting**  
**of KOFOLA-HOOP S.A. of Warsaw,**  
**of July 23rd 2008,**  
**concerning buyback of the Company's own shares**  
**under Art. 362.1.2 of the Commercial Companies Code**

Acting pursuant to Art. 393.6 of the Commercial Companies Code in conjunction with Art. 362.1.2 of the Commercial Companies Code and Par. 16.1 i) of the Company's Articles of Association, the Annual General Shareholders Meeting hereby resolves as follows:

Par. 1.

1. The Annual General Shareholders Meeting hereby approves the acquisition by KOFOLA-HOOP S.A. of up to ..... of the Company's own shares with a view to offering them to current employees of KOFOLA-HOOP S.A. or to persons who were employed at the Company or at a related undertaking of the Company for a period of at least three years, and who, under their employment contracts, are entitled to a special bonus in the form of participation in the Company Stock Option Plan ("Eligible Employees").
2. The acquisition of the shares referred to in Par. 1.1 shall be financed from a special account in the amount of ..... . The special account shall be created through transfer of funds from the capital reserve created from the Company's net profit in previous years.
3. The Company may sell the shares referred to in Par. 1.1 to Eligible Employees at a price lower than their purchase price if it is required to do so under the employment contracts between the Company and Eligible Employees. The Management Board is hereby authorised to formulate the terms and conditions on which the shares will be offered to Eligible Employees.

Par. 2.

The Management Board of KOFOLA-HOOP S.A. is hereby authorised to carry out the share buyback programme for the purpose defined in Par. 1.1 of this Resolution ("the Programme"), in the period from ..... to ....., subject to the following terms and conditions:

- 1) The shares to be bought under the Programme shall be the Company shares traded on the Warsaw Stock Exchange;
- 2) Under the Programme, the Company shall purchase the shares until the funds in the special account referred to in Par. 1.2 are used up;
- 3) The Management Board may purchase the Company's own shares at a price which may not be the higher of: **the price in the last market-driven trade and the highest current market-driven bid in transactions executed during sessions on the Warsaw Stock Exchange;**
- 4) The number of shares purchased by the Management Board on each day of the Programme's term may not exceed 25% (twenty five percent) of the average daily trading volume of the Company shares on the Warsaw Stock Exchange in the 20 (twenty) days directly preceding the purchase date. In the event of unusually low liquidity of the Company shares, the Management Board may exceed the 25% (twenty five percent) threshold provided that it notifies the Polish Financial Supervision Authority in advance of its intention to exceed the threshold and announces this

intention to the public. However, the Management Board shall not be authorised to exceed the threshold of 50% (fifty percent) of the average daily trading volume of the Company shares on the Warsaw Stock Exchange in the 20 (twenty) days directly preceding the purchase date;

- 5) As long as the Company continues to purchase shares under the Programme, the Company shall not engage in transactions described in Article 6 of Commission Regulation (EC) No. 2273/2003 of December 22nd 2003, including: (a) selling of own shares, (b) trading during a period which is a closed period, (c) trading where the issuer has decided to delay the public disclosure of inside information.

Par. 3.

Acting in the Company's interest, the Management Board may:

- 1) abandon the Programme before the date specified in Par. 2 of this Resolution, even if the funds in the special account have not been fully used;
- 2) abandon the Programme altogether;
- 3) represent the Company in connection with any matters concerning the implementation of this Resolution which are not reserved for any other governing body of the Company, including in connection with any dealings between the Company and the National Depository for Securities, the Warsaw Stock Exchange and any other capital market institutions, including brokerage houses, if necessary.

Par. 4.

The Management Board of KOFOLA-HOOP S.A. is hereby authorised to disclose to the public – in the manner required under applicable laws – information on the implementation of the Programme, including in particular on:

- 1) the purpose of the Programme and its term;
- 2) the date when the buyback of the Company's own shares begins;
- 3) the occurrence of any of the events referred to in Par. 3 of this Resolution;
- 4) the maximum number of the Company's own shares which may be purchased by the Company under the Programme;
- 5) the maximum amount which the Company may use to buy back its own shares under the Programme;
- 6) the daily limit of shares which may be purchased (in %).

Par. 5.

This Resolution shall become effective on .....

Legal basis: Art. 56.1.2 of the Act on Public Offering – current and periodic information.