

CURRENT REPORT

KOFOLA-HOOP S.A.

September 29th 2008

Current Report No. 35/2008

Significant Blocks of Shares – Termination of the Existing Shareholders Agreement and Conclusion of a New Shareholders Agreement

The Management Board of KOFOLA –HOOP S.A. (“**the Company**”) hereby reports that on September 29th 2007 it received a notification from KSM INVESTMENT S.A. (“**KSM**”), one of the Company’s shareholders, concerning:

- 1) termination of the agreement (within the meaning of Art. 87.1.5 of the Public Offering Act) between KSM and Mr Marek Jutkiewicz, of which the Company informed in Current Report No.19/2008 of June 3rd 2008 (“**the Previous Agreement**”), and
- 2) entry into a new agreement (within the meaning of Art. 87.1.5 of the Public Offering Act) between KSM (the majority shareholder of the Company), Mr Rene Musila and Mr Tomas Jendrejek (minority shareholders of the Company) and CED GROUP S. à r. l. of Luxembourg (which is not a shareholder of the Company). The agreement sets out the respective rights and obligations of the parties and the terms of their mutual cooperation as shareholders of the Company, including voting in concert at its General Shareholders Meeting on issues material to the Company, in particular on amendments to its Articles of Association, appointment of Supervisory Board members and dividend payments (“**the New Agreement**”).

Under the terms of the Previous Agreement, prior to its termination KSM and Mr Marek Jutkiewicz held jointly 17,201,628 shares in the Company, conferring the right to 65.73% of the total vote at its General Shareholders Meeting and representing 65.73% of its share capital.

As at the day on which the Previous Agreement was terminated:

- 1) KSM held 13,395,373 shares in the Company, conferring the right to 13,395,373 votes at its General Shareholders Meeting, i.e. 51.18% of the total vote, and representing 51.18% of its share capital;
- 2) Mr Marek Jutkiewicz held 3,806,256 shares in the Company, conferring the right to 3,806,256 votes at its General Shareholders Meeting, i.e. 14.54% of the total vote, and representing 14.54% of its share capital.

As at the day on which the New Agreement was signed:

- 1) KSM held individually 13,395,373 shares in the Company, conferring the right to 13,395,373 votes at its General Shareholders Meeting, i.e. 51.18% of the total vote, and representing 51.18% of its share capital;

- 2) Mr Rene Musila held 760,209 shares in the Company, conferring the right to 760,209 votes at its General Shareholders Meeting, i.e. 2.9% of the total vote, and representing 2.9% of its share capital;
- 3) Mr Tomas Jendrejek held 760,160 shares in the Company, conferring the right to 760,160 votes at its General Shareholders Meeting, i.e. 2.9% of the total vote, and representing 2.9% of its share capital;
- 4) CED GROUP S. à r. l. did not hold any shares in the Company.

Following the conclusion of the New Agreement, its parties, i.e. KSM, Mr Rene Musila, Mr Tomas Jendrejek and CED GROUP S. à r. l, hold jointly 14,915,742 shares in the Company, conferring the right to 56.98% of the total vote at its General Shareholders Meeting and representing 56.98% of its share capital.

Legal basis: Art. 70.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.