

## CURRENT REPORT

### HOOP S.A.

November 28th 2007

Current Report No. 51/2007

#### **Plan of Merger of HOOP S.A. and Kofola SPV Sp. z o.o.**

With reference to Current Report No. 11/2007 of March 13th 2007 and Current Report No. 45/2007 of October 30th 2007, the Management Board of HOOP S.A. hereby reports that on November 27th 2007 it adopted a resolution to approve the Plan of Merger of HOOP S.A. and Kofola SPV Sp. z o.o. (subsidiary of KSM Investment S.A. and owner of 100% of shares in Kofola Holding A.S.).

HOOP S.A. is a producer and distributor of beverages, juices and mineral waters, and Kofola SPV Sp. z o.o. is the owner of 100% of shares in Kofola Holding A.S., whose business also involves the production and distribution of beverages, juices and mineral waters.

The objective of the merger of Kofola SPV Sp. z o.o. and HOOP S.A. is to increase the scale of operations, achieve synergies and expand onto new markets.

The two companies will be merged by HOOP S.A.'s taking over the entire assets of Kofola SPV Sp. z o.o. in accordance with the procedure provided for in Art. 492.1.1 of the Commercial Companies Code, i.e. by transferring the entire assets of Kofola SPV Sp. z o.o. to HOOP S.A. and concurrently increasing HOOP S.A.'s share capital through the issue of new shares to be delivered by HOOP S.A. to the shareholders of Kofola SPV Sp. z o.o. As a result of the merger, the share capital of HOOP S.A. will be increased from PLN 13,088,576 to PLN 26,171,918, i.e. by PLN 13,083,342.00, through the issue of 13,083,342 Series F ordinary bearer shares with a par value of PLN 1 (one) per share.

The Series F shares will be introduced to trading on the regulated market in accordance with the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz. U. of 2005, No. 184, item 1539).

As a result of the above, the shareholders in Kofola SPV Sp. z o.o. will receive – under the new dedicated issue – 13,083,342 HOOP S.A. shares, representing 49.99% of the Company's increased share capital. Following the merger, a majority interest (56.99%) in HOOP S.A. will be held by KSM Investment S.A., which now owns 14% of HOOP S.A.

Pursuant to Art. 506.1 and Art. 506.2 of the Commercial Companies Code, the merger will be performed based on analogous resolutions of the General Shareholders Meeting of HOOP S.A. and the General Shareholders Meeting of Kofola SPV Sp. z o.o., whereby the shareholders of HOOP S.A. and the shareholders of Kofola SPV Sp. z o.o. have approved the Plan of Merger.

Enclosed to his Report is the Plan of Merger and the report on the value of assets of Kofola SPV Sp. z o.o. and the value of assets of HOOP S.A. (attached as Appendices 4 and 5 to the Plan of Merger).

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