

# **CONSOLIDATED REPORT**

**KOFOLA S.A. GROUP**



**HALF-YEAR 2009**

© **KOFOLA S.A.**

*WARSZAWA*

**31.08.2009**

## TABLE OF CONTENTS

<b>1</b>	<b>SEMI-ANNUAL CONDENSED CONSOLIDATED FINANCIAL STATEMENTS KOFOLA S.A. GROUP .....</b>	<b>5</b>
1.1	Consolidated income statement .....	5
1.2	Consolidated statement of comprehensive income .....	5
1.3	Consolidated balance sheet .....	6
1.4	Consolidated cash flow statement .....	7
1.5	Consolidated statement of changes in equity .....	8
<b>2</b>	<b>GENERAL INFORMATION .....</b>	<b>9</b>
<b>3</b>	<b>INFORMATION ABOUT THE METHODS USED TO PREPARE THE SEMI-ANNUAL CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE KOFOLA S.A. GROUP.....</b>	<b>10</b>
3.1	Basis for the preparation of the semi-annual condensed consolidated financial statements .....	10
3.2	Statement of compliance.....	10
3.3	Functional currency and presentation currency.....	10
3.4	Translation of amounts expressed in foreign currencies.....	10
3.5	Consolidation methods.....	11
3.6	Accounting methods and changes in presentation.....	11
3.7	Approval of financial statements .....	12
<b>4</b>	<b>NOTES TO THE SEMI-ANNUAL CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE KOFOLA S.A. GROUP.....</b>	<b>13</b>
4.1	Information about operating segments .....	13
4.2	Geographical segments .....	15
4.3	Expenses by type .....	17
4.4	Financial income .....	17
4.5	Financial expense.....	17
4.6	Changes in reserves and provisions .....	18
4.7	Dividends paid and declared .....	18
4.8	Tangible fixed assets .....	18
4.9	Intangible fixed assets .....	18
4.10	Assets (group of assets) held for sale .....	19
4.11	Bank credits and loans.....	19
4.12	Liabilities (group of liabilities) related to assets held for sale.....	19
4.13	Information on transactions with related parties.....	19
4.14	Business combinations.....	20
4.15	Contingent assets and liabilities .....	21
4.16	Significant court cases .....	22
4.17	Subsequent events.....	22
<b>5</b>	<b>THE DIRECTORS' REPORT ON THE ACTIVITIES OF THE KOFOLA S.A. GROUP.....</b>	<b>24</b>
5.1	The Group's structure and changes therein in the reporting period .....	24
5.2	Most significant events at the KOFOLA S.A. Group in the period from 1 January 2009 to the preparation of the present financial statements.....	25
5.3	Description of operating results and financial position .....	27
5.4	The holding company's Board of Directors and Supervisory Boards.....	30
5.5	The Management's standpoint on the feasibility of realizing previously published profit/loss forecasts for a given year, in view of the results presented in the quarterly report compared to the forecast results.....	30
5.6	The holding company's shareholding structure – information about shareholders holding at least 5% of votes at General Shareholders Meeting .....	30
5.7	Statement of changes in the ownership of KOFOLA S.A. shares or rights to such shares (options) by management and supervisory staff .....	31
5.8	Ongoing proceedings before courts, arbitration authorities or public administration authorities .....	31

5.9	Information on the conclusion by the issuer or its subsidiary of one or several transactions with related parties.....	31
5.10	Information on the granting by the issuer or its subsidiary of credit or loan guarantees or sureties.....	32
5.11	Indication of factors that will have an effect on the KOFOLA S.A. Group's results over the period of at least the next quarter .....	33
5.12	Seasonal and cyclical nature of the operations of the KOFOLA S.A. Group .....	33
5.13	Key financial ratios .....	33
5.14	Information about the issue of securities .....	33
5.15	Events that occurred after the preparation of interim financial data, which have not been included in these data, but could have a significant effect on the future results of the KOFOLA S.A. Group .....	34
<b>6</b>	<b>SEMI-ANNUAL CONDENSED SEPARATE FINANCIAL STATEMENTS KOFOLA S.A.</b> .....	<b>36</b>
6.1	Separate income statement.....	36
6.2	Separate statement of comprehensive income .....	36
6.3	Separate balance sheet.....	37
6.4	Separate cash flow statement.....	38
6.5	Separate statement of changes in equity.....	39
<b>7</b>	<b>GENERAL INFORMATION</b> .....	<b>40</b>
<b>8</b>	<b>INFORMATION ABOUT THE METHODS USED TO PREPARE THE SEMI-ANNUAL CONDENSED SEPARATE FINANCIAL STATEMENTS OF KOFOLA S.A.</b> .....	<b>41</b>
8.1	Basis for the preparation of the semi-annual condensed separate financial statements.....	41
8.2	Statement of compliance.....	41
8.3	Functional currency and presentation currency.....	41
8.4	Translation of amounts expressed in foreign currencies.....	41
8.5	Accounting methods and changes in presentation.....	41
8.6	Approval of financial statements .....	42
<b>9</b>	<b>NOTES TO THE SEMI-ANNUAL CONDENSED SEPARATE FINANCIAL STATEMENTS OF KOFOLA S.A.</b> .....	<b>43</b>
9.1	Information about operating segments .....	43
9.2	Expenses by type .....	43
9.3	Financial income .....	44
9.4	Financial expense.....	44
9.5	Loans granted to related parties.....	44
9.6	Bank credits and loans.....	44
9.7	Changes in reserves and provisions .....	44
9.8	Dividends paid and declared .....	44
9.9	Information on transactions with related parties.....	45
9.10	Business combinations .....	45
9.11	Contingent assets and liabilities .....	47
9.12	Significant court cases .....	47
9.13	Subsequent events.....	47
<b>10</b>	<b>THE DIRECTORS' REPORT ON THE ACTIVITIES OF KOFOLA S.A.</b> .....	<b>49</b>
10.1	The Group's structure and changes therein in the reporting period. ....	49
10.2	The Board of Directors and Supervisory Boards of KOFOLA S.A. ....	49
10.3	The Management's standpoint on the feasibility of realizing previously published profit/loss forecasts for a given year, in view of the results presented in the quarterly report compared to the forecast results.....	50
10.4	The Company's shareholding structure – information about shareholders holding at least 5% of votes at General Shareholders Meeting .....	50
10.5	Statement of changes in the ownership of KOFOLA S.A. shares or rights to such shares (options) by management and supervisory staff .....	50
10.6	Ongoing proceedings before courts, arbitration authorities or public administration authorities .....	51
10.7	Information on the conclusion by the issuer or its subsidiary of one or several transactions with related parties.....	51

10.8	Information on the granting by the issuer or its subsidiary of credit or loan guarantees or sureties.....	51
10.9	Indication of factors that will have an effect on KOFOLA's results over the period of at least the next quarter .....	52
10.10	Information about the issue of securities .....	52
10.11	Comments on changes in credits .....	52

## 1 Semi-annual condensed consolidated financial statements KOFOLA S.A. Group

### 1.1 Consolidated income statement

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Note	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Continuing operations</b>			
Revenue from the sale of finished products and services	4.1,4.2	696 482	362 258
Revenue from the sales of goods and materials	4.1,4.2	51 073	23 051
Revenue		747 555	385 309
Cost of products and services sold	4.3	(426 388)	(214 640)
Cost of goods and materials sold	4.3	(45 351)	(21 894)
Total cost of sales		(471 739)	(236 534)
<b>Gross profit</b>		<b>275 816</b>	<b>148 775</b>
Selling, marketing and distribution costs	4.3	(187 673)	(95 759)
Administrative costs	4.3	(47 280)	(17 889)
Other operating income		3 669	425
Other operating expenses		(4 340)	(7 555)
<b>Operating result</b>		<b>40 192</b>	<b>27 997</b>
Financial income	4.4	1 266	6 885
Financial expense	4.5	(21 742)	(9 963)
Share in profit received from subsidiaries and associates		-	-
<b>Profit before tax</b>		<b>19 716</b>	<b>24 919</b>
Income tax		(8 429)	(2 997)
<b>Net profit on continued activity</b>		<b>11 287</b>	<b>21 922</b>
<b>Discontinued activity</b>			
Net profit on discontinued activity		-	-
<b>Net profit for the financial year</b>		<b>11 287</b>	<b>21 922</b>
Assigned to:			
Shareholders of the parent company		8 726	21 759
Minority shareholders		2 561	163
<b>Earnings per share (in PLN)</b>			
- basic per period		0,43	1,43
- basic on continued activity		0,43	1,43
- diluted per period		0,43	1,43
- diluted on continued activity		0,43	1,43

### 1.2 Consolidated statement of comprehensive income

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Note	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Profit for the period</b>		<b>11 287</b>	<b>21 922</b>
<b>Other comprehensive income:</b>			
Currency differences from translation of foreign subsidiaries		11 906	1 618
Fair value gains on available-for-sale financial assets		2 830	-
Cash flow hedges		(998)	-
Other		(165)	-
Income tax relating to components of other comprehensive income (-)		(348)	-
<b>Other comprehensive income for the period (net)</b>		<b>13 225</b>	<b>1 618</b>
<b>Total comprehensive income for the period</b>		<b>24 512</b>	<b>23 540</b>
Assigned to:			
Shareholders of the parent company		21 554	23 377
Minority shareholders		2 958	163

**1.3 Consolidated balance sheet**

as at 30 June 2009, 31 December 2008 and 30 June 2008.

	Note	30.6.2009	31.12.2008	30.6.2008
<b>ASSETS</b>				
<b>Fixed assets</b>				
		<b>1 021 176</b>	<b>981 793</b>	<b>960 971</b>
Tangible fixed assets	4.8	645 152	613 376	593 133
Goodwill	4.14	112 655	111 760	110 837
Intangible fixed assets	4.9	229 879	221 726	209 320
Investment in subsidiaries and associates		-	-	-
Financial assets available for sale		12 495	9 664	20 805
Other financial assets		1 065	2 045	2 145
Deferred tax assets		19 930	23 222	24 731
<b>Current assets</b>				
		<b>542 439</b>	<b>461 032</b>	<b>621 912</b>
Inventories		166 362	117 877	157 355
Trade receivables and other receivables		325 858	295 480	445 352
Income tax receivables		2 501	6 062	2 769
Cash and cash equivalents		24 066	41 613	16 436
Assets (group of assets) held for sale	4.10	23 652	-	-
<b>TOTAL ASSETS</b>				
		<b>1 563 615</b>	<b>1 442 825</b>	<b>1 582 883</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Equity assigned to the shareholders of the parent company</b>				
		<b>482 407</b>	<b>477 602</b>	<b>475 217</b>
Share capital	1.5	26 173	26 172	26 172
Other capital	1.5	495 997	482 932	467 710
Retained earnings	1.5	(39 763)	(31 502)	(18 665)
<b>Minority shareholder capital</b>				
	1.5	<b>37 417</b>	<b>45 211</b>	<b>39 108</b>
<b>Total equity</b>				
		<b>519 824</b>	<b>522 813</b>	<b>514 325</b>
<b>Long-term liabilities</b>				
		<b>278 687</b>	<b>268 356</b>	<b>267 948</b>
Bank credits and loans	4.11	142 241	127 915	149 936
Financial leasing liabilities		45 284	47 060	29 250
Reserves		228	312	201
Other liabilities		29 000	30 846	27 842
Deferred tax reserve		61 934	62 223	60 719
<b>Short-term liabilities</b>				
		<b>765 104</b>	<b>651 656</b>	<b>800 610</b>
Bank credits and loans	4.11	292 009	291 902	258 949
Financial leasing liabilities		25 345	30 327	27 552
Trade liabilities and other liabilities		376 075	285 210	464 781
Income tax liabilities		862	2 617	8 770
Other financial liabilities	4.7	18 719	228	-
Reserves		42 528	41 372	40 558
Liabilities (group of liabilities) related to assets held for sale	4.12	9 566	-	-
<b>Total Liabilities</b>				
		<b>1 043 791</b>	<b>920 012</b>	<b>1 068 558</b>
<b>TOTAL LIABILITIES AND EQUITY</b>				
		<b>1 563 615</b>	<b>1 442 825</b>	<b>1 582 883</b>

**1.4 Consolidated cash flow statement**

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Note	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Cash flow on operating activity</b>			
Gross profit (loss)		19 716	24 919
Adjustments for the following items:			
Depreciation	4.3	53 041	30 120
Net interest and dividends (+/-)	4.4,4.5	11 278	9 802
Profit (loss) on investment activity		5 846	(2 216)
Change in the balance of receivables		(16)	360
Change in the balance of inventories		(30 378)	(66 292)
Change in the balance of liabilities		(48 484)	(22 427)
Change in the balance of reserves		90 865	72 497
Profit (loss) on investment activity	4.6	1 072	5 656
Paid income tax (-)		(9 459)	3 977
Change in the balance of assets and liabilities held for sale		(14 087)	-
Other		875	5 205
Currency differences from translation of foreign subsidiaries	1.5	(4 285)	1 618
<b>Net cash flow on operating activity</b>		<b>75 984</b>	<b>67 651</b>
<b>Cash flow on investing activity</b>			
Sale of intangible assets and fixed assets (+)		827	616
Purchase of intangible assets and fixed assets (-)	3.9	(51 709)	(96 342)
Dividends and interest received (+)		-	-
Other		-	1 032
<b>Net cash flow on investing activity</b>		<b>(50 882)</b>	<b>(94 694)</b>
<b>Cash flow on financial activity</b>			
Repayment of financial leasing liabilities (-)		(13 898)	(13 160)
Proceeds from loans and bank credits received (+)		45 063	82 637
Repayment of loans and bank credits (-)		(52 680)	(23 972)
Dividends paid to the shareholders of the parent company (-)		-	(4 769)
Dividends paid to the minority shareholders (-)		(9 676)	-
Interest paid (-)	4.5	(11 458)	(10 980)
Other		-	6 882
<b>Net cash flow on financing activity</b>		<b>(42 649)</b>	<b>36 638</b>
Total net cash flow		(17 547)	9 595
<b>Cash at the beginning of the period</b>		<b>41 613</b>	<b>6 841</b>
<b>Cash at the end of the period</b>		<b>24 066</b>	<b>16 436</b>
Cash with limited ability to use		-	73

**1.5 Consolidated statement of changes in equity**

for the half-year ended 30 June 2009, the year ended 31 December 2008 and the half-year ended 30 June 2008.

	Note	Attributable to owners of the company				Total	Minority interest	Total equity
		Share capital	Other capital	including: Currency differences from translation of foreign subsidiaries				
<b>As at 1.1.2008</b>		<b>25 442</b>	<b>100 342</b>	<b>3 742</b>	<b>(40 424)</b>	<b>85 360</b>	-	<b>85 360</b>
Profit for the period		-	-	-	21 759	21 759	163	21 922
Other comprehensive income:								
Currency differences from translation of foreign subsidiaries		-	1 618	1 618	-	1 618	-	1 618
Fair value gains on available-for-sale financial assets		-	-	-	-	-	-	-
Cash flow hedges		-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-
<b>Other comprehensive income for the period</b>		<b>-</b>	<b>1 618</b>	<b>1 618</b>	<b>-</b>	<b>1 618</b>	<b>-</b>	<b>1 618</b>
Dividend payment		-	-	-	-	-	-	-
Merger with HOOP Group	4.14	730	365 750	-	-	366 480	38 945	405 425
<b>As at 30.6.2008</b>		<b>26 172</b>	<b>467 710</b>	<b>5 360</b>	<b>(18 665)</b>	<b>475 217</b>	<b>39 108</b>	<b>514 325</b>
<b>As at 1.1.2008</b>		<b>25 442</b>	<b>100 342</b>	<b>3 742</b>	<b>(40 424)</b>	<b>85 360</b>	-	<b>85 360</b>
Profit for the period		-	-	-	8 922	8 922	2 543	11 465
Other comprehensive income:								
Currency differences from translation of foreign subsidiaries		-	25 864	25 864	-	25 864	3 723	29 587
Fair value gains on available-for-sale financial assets		-	(9 024)	-	-	(9 024)	-	(9 024)
Cash flow hedges		-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-
<b>Other comprehensive income for the period</b>		<b>-</b>	<b>16 840</b>	<b>25 864</b>	<b>-</b>	<b>16 840</b>	<b>3 723</b>	<b>20 563</b>
Dividend payment		-	-	-	-	-	-	-
Merger with HOOP Group	4.14	730	365 750	-	-	366 480	38 945	405 425
<b>As at 31.12.2008</b>		<b>26 172</b>	<b>482 932</b>	<b>29 606</b>	<b>(31 502)</b>	<b>477 602</b>	<b>45 211</b>	<b>522 813</b>
<b>As at 1.1.2009</b>		<b>26 172</b>	<b>482 932</b>	<b>29 606</b>	<b>(31 502)</b>	<b>477 602</b>	<b>45 211</b>	<b>522 813</b>
Increase of share capital		1	-	-	-	1	-	1
Profit for the period		-	-	-	8 726	8 726	2 561	11 287
Other comprehensive income:								
Currency differences from translation of foreign subsidiaries		-	11 509	11 509	-	11 509	397	11 906
Fair value gains on available-for-sale financial assets		-	2 830	-	-	2 830	-	2 830
Cash flow hedges		-	(998)	-	-	(998)	-	(998)
Other (merger with Paola and Woda Gr.)		-	(165)	-	-	(165)	-	(165)
Income tax relating to components of other comprehensive income		-	(348)	-	-	(348)	-	(348)
<b>Other comprehensive income for the period</b>		<b>-</b>	<b>12 828</b>	<b>11 509</b>	<b>-</b>	<b>12 828</b>	<b>397</b>	<b>13 225</b>
Dividend payment	4.7	-	-	-	(16 750)	(16 750)	(10 752)	(27 502)
Other (profit distribution)		-	237	-	(237)	-	-	-
<b>As at 30.6.2009</b>		<b>26 173</b>	<b>495 997</b>	<b>41 115</b>	<b>(39 763)</b>	<b>482 407</b>	<b>37 417</b>	<b>519 824</b>



## 2 General information

Information about the holding company of the KOFOLA S.A. Group ("the Group", "the KOFOLA Group"):

Name: KOFOLA Spółka Akcyjna [joint-stock company] ("the Company")

Until 30 May 2008 Kofola SPV Sp. z o.o., from 31 May 2008 to 23 December 2008 KOFOLA-HOOP S.A

Registered office: ul. Jana Olbrachta 94, 01-102 Warszawa

Main areas of activity: the activities of head offices and holdings, excluding financial holdings (PKD 2007) 7010Z (the activities of holdings in accordance with PKD 2004). The classification of the Warsaw Stock Exchange places the Company in the food sector.

Registration court: the Regional Court for the capital city of Warsaw, XII Business Division of the National Court Register, KRS 0000134518.

The Company has been formed for an unspecified time.

The composition of the Group did not change in the presented period compared to 31 December 2008.

The Group's consolidated financial statements cover the half-year ended 30 June 2009, and include comparatives for the year ended 31 December 2008 and for the half-year ended 30 June 2008.

The presented financial statements are the first consolidated financial statements of the KOFOLA S.A. Group that take into account the final settlement of the merger of the Kofola SPV Sp. z o.o. Group with the HOOP S.A. Group in the form of a reverse acquisition (note 4.14).

The merger of the companies HOOP S.A. (the holding company of the HOOP Group) and Kofola SPV Sp. z o.o. (the holding company of the Kofola SPV Group) was registered on 30 May 2008. As a result of this transaction the shareholders of Kofola SPV Sp. z o. o. – the formal acquiree – obtained control over the Hoop S.A. Group. In such cases, in accordance with the provisions of paragraph 21 of IFRS 3 "Business Combinations" and Appendix B to IFRS 3, a reverse acquisition takes place. This means that from an economic standpoint the acquirer is Kofola SPV Sp. z o.o. As the acquisition of the Hoop S.A. Group was settled using the reverse acquisition method, continued in the financial statements of the Issuer's group are the financial statements of the entity that was the acquiree from a legal standpoint, which was Kofola SPV Sp. z o.o., i.e. the acquirer from an economic standpoint. Therefore the following comparatives presented in the present financial statements:

- the income statement and the statement of comprehensive income for the half-year ended 30 June 2008
- the balance sheet as at 31 December 2008 and as at 30 June 2008
- the cash flow statement for the half-year ended 30 June 2008
- the statement of changes in equity for the year ended 31 December 2008 and the half-year ended 30 June 2008

reflect the financial transactions of the Kofola SPV Sp. z o.o. Group performed in the period from 1 January 2008 to 30 May 2008 and the financial transactions of the merged KOFOLA S.A. Group in the period from 31 May to 30 June 2008, as well as the financial position of the merged KOFOLA S.A. Group as at 31 December 2008 and as at 30 June 2008.

### 3 Information about the methods used to prepare the semi-annual condensed consolidated financial statements of the KOFOLA S.A. Group

#### 3.1 Basis for the preparation of the semi-annual condensed consolidated financial statements

The presented semi-annual condensed consolidated financial statements have been prepared in accordance with the historical cost method, with the exception of the financial instruments, assets, liabilities and contingent liabilities of the entity that was the acquiree from an accounting standpoint, which was stated at fair value.

The semi-annual condensed consolidated financial statements are presented in Polish zlotys ("PLN"), and all values, unless stated otherwise, are listed in PLN thousands.

#### 3.2 Statement of compliance

The present semi-annual condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") approved by the E.U. IFRS consist of standards and interpretations approved by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

#### 3.3 Functional currency and presentation currency

The Polish zloty is the functional currency of the holding company and the presentation currency of the present semi-annual condensed consolidated financial statements.

#### 3.4 Translation of amounts expressed in foreign currencies

Transactions expressed in currencies other the Polish zloty are translated into the Polish zloty using the exchange rate as at the date of the transaction.

Financial assets and liabilities expressed as at the balance sheet date in currencies other than the Polish zloty are translated into the Polish zloty using the average exchange rate announced for a given currency by the National Bank of Poland for the end of the reporting period. The resulting foreign exchange differences are recognized under financial income (expense).

Non-financial assets and liabilities recognized at historical cost expressed in a foreign currency are listed at the historical rate as at the date of the transaction. Non-financial assets and liabilities recognized at fair value expressed in a foreign currency are translated at the exchange rate as at the date on which they were stated at fair value.

The following rates were used in the balance sheet valuation:

Currency rates at the end of period	30.6.2009	31.12.2008	30.6.2008
USD	3,1733	2,9618	2,1194
EURO	4,4696	4,1724	3,3542
RUB	0,1020	0,1008	0,0906
CZK	0,1727	0,1566	0,1400
Average currency rates, calculated as arithmetical mean of currencies on last day of each month in period	30.6.2009	31.12.2008	30.6.2008
USD	3,3857	2,4115	2,2531
EURO	4,5184	3,5321	3,4776
RUB	0,1016	0,0961	0,0947
CZK	0,1667	0,1411	0,1384

The financial statements of foreign entities are translated into PLN in the following manner:

- corresponding balance sheet items at the closing exchange rate announced by the National Bank of Poland for the balance sheet date;
- corresponding income statement items at the rate constituting the arithmetical mean of the average exchange rates announced by the National Bank of Poland for each day ending a reporting month. The resulting foreign exchange differences are recognized directly under equity as a separate component.
- corresponding cash flow statement items (investment and financing activities) at the rate constituting the arithmetical mean of the average exchange rates announced by the National Bank of Poland for each day ending a reporting period. The resulting foreign exchange differences are recognized under the "Foreign exchange differences from translation of foreign entities" item of the cash flow statement.

### 3.5 Consolidation methods

The financial statements of the subsidiaries are prepared for the same period as the financial statements of the holding company, using consistent accounting policies, based on the same accounting methods applied to similar transactions and economic events. Adjustments have been made to eliminate any differences in accounting methods.

All material balances and transactions between the Group's entities, including unrealized profits arising out of transactions within the Group, have been fully eliminated. Unrealized losses are eliminated unless they prove impairment.

The subsidiaries are consolidated in the period from the date on which the Group began to exercise control, to the date on which such control ceases. Control is exercised by the holding company whenever it holds, directly or indirectly through its subsidiaries, more than half of the votes in a given company, unless it is possible to prove that such holding does not constitute control. Control is also exercised when the Group is able to influence the entity's financial and operating policies.

### 3.6 Accounting methods and changes in presentation

The accounting methods based on which the present financial statements have been prepared have not changed compared to the methods used in the consolidated financial statements for the year 2008, with the exception of the following:

#### Consolidated profit and loss account

	<b>30.6.2008</b>		
	published financial statements	comparatives	change
Revenue from the sale of finished products and services	390 826	385 309	5 517
Selling, marketing and distribution costs	99 418	95 759	3 659
Other operating expenses	9 413	7 555	1 858

The sales revenue reducing adjustment relates to bonuses and rebates granted to customers (in the form of cost invoices). The bonuses and rebates granted to customers in the form of cost invoices for marketing services, irrespective of the transaction's legal content, are currently listed in accordance with the economic substance of the transaction as a reduction in sales revenue, whilst in previous years they had been charged to sales costs.

The reduction in other operating costs is caused by the transfer to sales costs of the value of provisions for doubtful debts.

In addition, in the current period the Group made a change in the presentation of foreign exchange differences relating to purchase and sales transactions. Foreign exchange differences relating to payments for sales made, as well as to the valuation of trade receivables adjust (foreign exchange gains increase, foreign exchange losses decrease) sales revenue. This presentation of foreign exchange differences complies with the requirement of IAS 18 (IAS 18, point 9), which states that revenue is stated at the fair value of the payment received. Based on IAS 2 point 11, foreign exchange differences arising at the realization and valuation of trade payables adjust (loss – increase/gain – decrease) the cost of goods sold. Due to difficulties in obtaining adjustment data, the Group was unable to include this presentation change in the comparative period.

#### Consolidated balance sheet

The items which in these financial statements in the comparatives as at 30 June 2008 are presented under "Other financial assets" had in previously published data been presented under "Non-current receivables under security deposits" and "Other non-current assets". "Other receivables", "Prepayments" and "Receivables from the state budget" are now recognized under "Trade receivables and other receivables". "Liabilities to the state budget", "Other liabilities", "Accrued expenses" and "Deferred income" from previously published financial statements are presented in the comparatives of the present financial statements under "Trade liabilities and other liabilities".

#### Consolidated cash flow statement

The change in the value of deferred assets and liabilities (with the exception of deferred income tax assets) presented in the published financial statements for the first half of the year 2008 is recognized in the present financial statements' comparatives as a change in the value of receivables, or a change in the value of liabilities, as per changes in the balance sheet format.

Effective 1 January 2009, further to changes in International Financial Reporting Standards (IFRS), the Group has made changes in its accounting methods with regard to:

- the presentation of a statement of comprehensive income, as required by IAS 1 – Presentation of financial statements,
- the presentation of information on operating segments in accordance with the new IFRS 8 – Operating segments (note 4.1),

– capitalizing the costs of borrowed financing that may be assigned to an acquisition, construction or production of a fixed asset, as a portion of the acquisition price or cost of production, in accordance with the amended IAS 23-Borrowing costs.

Other changes in the presentation of comparatives are the result of the final settlement of the merger of the KOFOLA Group and HOOP Group, whose effects are presented in note 4.14.

### **Uncertainty of estimates**

Since some of the information contained in the financial statements cannot be measured precisely, to prepare the half-year consolidated financial statements the Company's Management must perform estimates. The Management verifies the estimates based on changes in the factors taken into account at their calculation, new information or past experiences. For this reason the estimates performed as at 30 June 2009 may be changed in the future.

### **Derivative financial instruments and hedge accounting**

The derivative instruments the Group uses to secure against currency risk are primarily forward contracts and put and call options. Such derivative financial instruments are originally stated at fair value as at the date of the contract's conclusion, and subsequently restated each time to fair value. Derivative instruments are recognized as assets when their value is positive, and as liabilities – when their value is negative. Gains and losses resulting from changes in the fair value of derivative instruments, which do not comply with hedge accounting principles, as well as the ineffective portion of an effective hedge transaction, are charged directly to the net financial result for the year.

#### Cash flow hedges

A hedging instrument's gains and losses relating to the effective portion of the hedge are recognized directly in equity, whilst the remainder (relating to the ineffective portion of the hedge) is charged directly to the profit and loss account. The amounts carried directly to equity are recognized in the profit and loss account in the same period in which the hedged transaction affects the profit and loss account, for example when the hedge costs or financial revenue are being recognized, or when a planned sale takes place. If the hedged item is a component of non-financial assets or liabilities, then the amounts previously carried to equity are added to the opening value of that component of non-financial assets or liabilities.

If the expectation of the occurrence of the probable planned transaction or future binding liability ceases, then the amounts that had been carried to equity are transferred to the profit and loss account. If the hedging instrument expires, is sold or realized without being replaced with another instrument or extending its validity, or if the hedge is annulled, then the amounts previously carried to equity continue to be recognized under equity until the planned transaction or binding liability occurs. The Group uses the forward exchange contracts to hedge its exposure to foreign currency risk of future transactions and binding liabilities.

In February 2009 Kofola a.s. (Czech Republic) purchased put and call options in EUR in order to limit the effect on our net financial result of the deviations in the CZK/EUR exchange rate relating to future payments for the purchase of raw materials. As at 30 June 2009 the hedging strategy based on put and call options in EUR had a total nominal value of EUR 4 000 thousand, with realization dates between 8 July 2009 and 13 October 2009, and exchange rates in the range of 27,35-27,85 CZK/EUR.

The cash flow hedges relating to purchase transactions forecast for the period July-October 2009 have been assessed as highly effective and as at 30 June 2009 the related unrealized net loss amounting to 809 thousand PLN, including deferred tax in the amount of 162 thousand PLN, has been recognized under equity.

### **3.7 Approval of financial statements**

The Board of Directors approved the present consolidated financial statements for publication on 31 August 2009.

## **4 Notes to the semi-annual condensed consolidated financial statements of the KOFOLA S.A. Group**

### **4.1 Information about operating segments**

An operating segment is a component of an entity:

A) which engages in business activities as a result of which it may earn revenue and incur costs (including revenue and costs associated with transactions with other components of the same entity),

B) whose results are regularly reviewed by the main body in charge of making operating decisions at the entity, which uses those results to decide on the allocation of resources to the segment and to assess the segment's results, as well as

C) for which separate financial information is available.

### **Change in the presentation of information about operating segments**

In accordance with new segment reporting requirements introduced effective 1 January 2009 by IFRS 8 – Operating segments, the KOFOLA S.A. Group presents a new segment split. The Group has performed an analysis to identify potential operating segments. The Group conducts operations as part of the following operating segments:

- Carbonated beverages
- Non-Carbonated beverages
- Mineral waters
- Syrups
- Low alcohol drinks
- Other

The "Other" segment includes beverage sales made by distribution companies, sales of energy drinks R20 and Nescafe Xpress, as well as transport activities performed for entities from outside the Group.

Financial income and expense, as well as taxes, have not been disclosed by segment, as these values are monitored at Group level and no such information is forwarded to segment-level decision makers.

In analyzing the presented segment data it is necessary to consider the fact that in accordance with IFRS, in the merger of HOOP S.A. and Kofola SPV Sp. z o.o. it was Kofola SPV Sp. z o.o. that was the acquirer. This means that the profit and loss account items for the various segments for the first half of 2008 reflect the business operations of the Kofola SPV Sp. z o.o. Group (Kofola Holding a.s.) performed until 30 May 2008, as well as the business operations of the merged KOFOLA S.A. Group in the period from 31 May to 30 June 2008. In view of the above, the data for the first half of 2009 and first half of 2008 are not comparable.

Reporting segment results for the 1<sup>st</sup> half of 2009 and the 1<sup>st</sup> half of 2008:

### Operating segments

1.1.2009 - 30.6.2009	Continuing activities							Total
	Carbonated beverages	Non-Carbonated beverages	Mineral waters	Syrups	Low alcohol drinks	Other	Non-allocated expenses	
<b>Revenue</b>	<b>288 716</b>	<b>114 818</b>	<b>105 407</b>	<b>70 645</b>	<b>113 847</b>	<b>54 122</b>	-	<b>747 555</b>
Sales to external customers	288 716	114 818	105 407	70 645	113 847	54 122		747 555
<b>Operating expenses (-)</b>	<b>(237 767)</b>	<b>(115 819)</b>	<b>(103 700)</b>	<b>(67 155)</b>	<b>(111 314)</b>	<b>(53 539)</b>		<b>(689 294)</b>
<b>Operating result of the segment</b>	<b>50 949</b>	<b>(1 001)</b>	<b>1 707</b>	<b>3 490</b>	<b>2 533</b>	<b>583</b>	-	<b>58 261</b>
Non-allocated operating expenses							(18 069)	(18 069)
<b>Operating result</b>	<b>50 949</b>	<b>(1 001)</b>	<b>1 707</b>	<b>3 490</b>	<b>2 533</b>	<b>583</b>	<b>(18 069)</b>	<b>40 192</b>
Financial income								1 266
Financial expense (-)								(21 742)
Profit before tax								19 716
Income tax (-)								(8 429)
<b>Net profit</b>								<b>11 287</b>

1.1.2008 - 30.6.2008	Continuing activities							Total
	Carbonated beverages	Non-Carbonated beverages	Mineral waters	Syrups	Low alcohol drinks	Other	Non-allocated expenses	
<b>Revenue</b>	<b>174 076</b>	<b>75 880</b>	<b>62 068</b>	<b>36 728</b>	<b>13 954</b>	<b>22 603</b>	-	<b>385 309</b>
Sales to external customers	174 076	75 880	62 068	36 728	13 954	22 603		385 309
<b>Operating expenses (-)</b>	<b>(132 065)</b>	<b>(81 286)</b>	<b>(60 388)</b>	<b>(29 779)</b>	<b>(12 712)</b>	<b>(22 570)</b>		<b>(338 800)</b>
<b>Operating result of the segment</b>	<b>42 011</b>	<b>(5 406)</b>	<b>1 680</b>	<b>6 949</b>	<b>1 242</b>	<b>33</b>	-	<b>46 509</b>
Non-allocated operating expenses							(18 512)	(18 512)
<b>Operating result</b>	<b>42 011</b>	<b>(5 406)</b>	<b>1 680</b>	<b>6 949</b>	<b>1 242</b>	<b>33</b>	<b>(18 512)</b>	<b>27 997</b>
Financial income								6 885
Financial expense (-)								(9 963)
Profit before tax								24 919
Income tax (-)								(2 997)
<b>Net profit</b>								<b>21 922</b>

## 4.2 Geographical segments

The Group's operations are generally concentrated on the following markets:

- Poland
- Czech Republic
- Russia
- Slovakia
- Hungary

Presented below are the basic data for the above geographical segments.

1.1.2009 - 30.6.2009	Poland	Czech Republic	Russia	Slovakia	Hungary	Total
<b>Revenue</b>	<b>290 816</b>	<b>201 686</b>	<b>147 303</b>	<b>107 749</b>	<b>1</b>	<b>747 555</b>
Sales to external customers	290 816	201 686	147 303	107 749	1	747 555
<b>Operating expenses (-)</b>	<b>(296 574)</b>	<b>(177 231)</b>	<b>(141 099)</b>	<b>(92 098)</b>	<b>(361)</b>	<b>(707 363)</b>
<b>Operating result of the segment</b>	<b>(5 758)</b>	<b>24 455</b>	<b>6 204</b>	<b>15 651</b>	<b>(360)</b>	<b>40 192</b>
Financial income	1 220	30	16	-	-	1 266
Financial expense (-)	(10 857)	(7 959)	-	(2 862)	(64)	(21 742)
Profit before tax	(15 395)	16 526	6 220	12 789	(424)	19 716
Income tax (-)	(1 129)	(2 646)	(1 460)	(3 194)	-	(8 429)
<b>Net profit / (loss)</b>	<b>(16 524)</b>	<b>13 880</b>	<b>4 760</b>	<b>9 595</b>	<b>(424)</b>	<b>11 287</b>

1.1.2008 - 30.6.2008	Poland	Czech republic	Russia	Slovakia	Hungary	Total
<b>Revenue</b>	<b>96 699</b>	<b>183 315</b>	<b>24 085</b>	<b>77 129</b>	<b>4 081</b>	<b>385 309</b>
Sales to external customers	96 699	183 315	24 085	77 129	4 081	385 309
<b>Operating expenses (-)</b>	<b>(92 286)</b>	<b>(168 893)</b>	<b>(23 936)</b>	<b>(66 405)</b>	<b>(5 792)</b>	<b>(357 312)</b>
<b>Operating result of the segment</b>	<b>4 413</b>	<b>14 422</b>	<b>149</b>	<b>10 724</b>	<b>(1 711)</b>	<b>27 997</b>
Financial income	1 707	2 686	1	2 490	1	6 885
Financial expense (-)	(2 359)	(5 434)	(26)	(1 946)	(198)	(9 963)
Profit before tax	3 761	11 674	124	11 268	(1 908)	24 919
Income tax (-)	(2 556)	1 904	28	(2 373)	-	(2 997)
<b>Net profit / (loss)</b>	<b>1 205</b>	<b>13 578</b>	<b>152</b>	<b>8 895</b>	<b>(1 908)</b>	<b>21 922</b>

### Products

The KOFOLA S.A. Group offers its products in Poland, the Czech Republic, Slovakia, Russia and Hungary, and exports them to several other European countries.

#### The Polish market

Basic product groups offered by the KOFOLA Group on the Polish market:

Carbonated beverages, including in particular:

- the Hoop Cola drink
- the Fruti drinks
- the Mr. Max drinks

Non-Carbonated beverages, including:

- the Fruti drinks
- the Jupi drinks
- the Jupik children's drinks
- the Mr. Max drinks

Water:

- Arctic – carbonated and non-carbonated
- Flavored Arctic water – non-carbonated
- children's flavored water Jupik Aqua

Syrups:

- the Domowy [Home-made] syrup
- the Natura i Zdrowie [Nature and Health] syrup
- the Owoce Lata [Summer Fruit] syrup
- the Super Barman syrup

Energy drinks:

- the R20 energy drink

In addition, the KOFOLA S.A. Group makes beverages and syrups at the commission of external companies, mainly shopping chains. Such companies offer these products to their customers under their own name, using their own stores to distribute them.

**The Czech market**

Basic product groups offered by the KOFOLA Group on the Czech market:

**Carbonated beverages, including:**

- the Kofola drink
- the RC Cola drink
- the Snipp drinks
- the Top Topic drinks
- the Citro Cola drink
- the Chito drink
- the Sentino drink

**Non-Carbonated beverages, including:**

- Jupi drinks in PET packaging
- Jupi drinks in carton packaging
- the Jupik children's drinks
- the CapriSonne children's drinks

**Water:**

- the carbonated and non-carbonated Rajec water
- non-carbonated flavored Rajec water
- children's flavored Jupik water

**Syrups:**

- the Jupi syrups

**The Slovakian market**

Basic product groups offered by the KOFOLA Group on the Slovakian market:

**Carbonated beverages, including:**

- the Kofola drink
- the Snipp drinks
- the Vinea drinks
- the Citro Cola drink
- the RC drink
- the Top Topic drink
- the Chito drink
- the Sentino drink

**Non-Carbonated beverages, including:**

- Jupi drinks in PET packaging
- Jupi drinks in carton packaging
- the Jupik children's drinks
- the CapriSonne children's drinks

**Water:**

- the carbonated and non-carbonated Rajec water
- non-carbonated flavored Rajec water
- children's flavored Jupik Aqua water

**Syrups:**

- the Jupi syrups

**The Russian market**

Basic product groups offered by the KOFOLA Group on the Russian market:

**Non-Carbonated beverages, including:**

- the HOOP non-carbonated drinks

**Water:**

- Arctic

**Low alcohol drinks, including:**

- the HOOCH low alcohol drinks
- the Dieviatka low alcohol drinks

In addition, the company Megapack, which operates on the Russian market, sells drink bottling services, relating to both low alcohol beverages and non-alcoholic beverages.

**Seasonal and cyclical nature of the operations of the KOFOLA S.A. Group**

Seasonality, associated with periodic deviations in demand and supply, is of certain significance in the shaping of the Group's general sales trends. Beverage sales peak in the 2<sup>nd</sup> and 3<sup>rd</sup> quarter of the year. This is caused by increased drink consumption in the spring and summer months. In the year ended 31 December 2008, approximately 21% of revenue from the sale of finished products and services was earned in the 1<sup>st</sup> quarter, with 29%, 27% and 23% of total annual revenues earned in the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> quarters, respectively – including the revenues of the HOOP S.A. Group until the merger.



**4.3 Expenses by type**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Depreciation of fixed assets and intangible assets (+)	53 041	30 120
Employee benefits costs (+)	91 523	46 605
Consumption of materials and energy (+)	375 908	181 453
Services (+)	135 726	61 967
Taxes and fees (+)	5 675	2 116
Property and life insurance (+)	1 237	-
Costs of development work (+)	-	-
Other costs, including:	14 254	13 549
- change in revaluation write-off of inventory (+/-)	(1 757)	-
- change in revaluation write-off of receivables (+/-)	2 917	1 858
- other operating costs (+)	13 094	11 691
<b>Total expenses by type</b>	<b>677 364</b>	<b>335 810</b>
Change in the balance of products, production in progress, prepayments and accruals (+/-)	(13 376)	(7 171)
Cost of manufacturing products for the entity's proprietary needs (-)	(2 647)	(351)
<b>Reconciliation of expenses by type to expenses by function</b>	<b>661 341</b>	<b>328 288</b>
Costs of sales, marketing and distribution (+)	187 673	95 759
Administrative costs (+)	47 280	17 889
Cost of products sold (+)	426 388	214 640
<b>Total costs of product sold, merchandise and materials, sales costs and overhead costs</b>	<b>661 341</b>	<b>328 288</b>

**Costs of employee benefits**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Cost of salary (+)	72 653	34 964
Social security and other benefits costs (+)	18 927	10 320
Reserves costs for pension, jubilee award and other employee benefit (+/-)	(57)	1 321
<b>Total costs of employee benefits</b>	<b>91 523</b>	<b>46 605</b>

**4.4 Financial income**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Financial interest income from:		
- bank deposits (+)	36	-
- interest on receivables (+)	1 110	171
Net financial income from realized FX differences (+)	-	6 714
Other financial Income (+)	120	-
<b>Total financial income</b>	<b>1 266</b>	<b>6 885</b>

**4.5 Financial expense**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Financial interest expense from:		
- credits and financial leases (+)	12 115	9 736
Net financial losses from realized FX differences (+)	9 001	-
Other financial expense (+) (explain, if material)	626	227
<b>Total financial expense</b>	<b>21 742</b>	<b>9 963</b>

#### 4.6 Changes in reserves and provisions

	Receivables	Inventories	Tangible assets	Intangible assets	Financial assets	Reserves
<b>As at 1.1.2009</b>	<b>23 378</b>	<b>9 721</b>	<b>22 188</b>	<b>499</b>	<b>800</b>	<b>41 684</b>
Increase due to creation (+)	5 302	582	88	-	-	7 574
Decrease due to release and use (-)	(2 385)	(2 339)	-	-	-	(6 502)
<b>As at 30.6.2009</b>	<b>26 295</b>	<b>7 964</b>	<b>22 276</b>	<b>499</b>	<b>800</b>	<b>42 765</b>

The change in revaluation write down of tangible fixed assets at the beginning of the reporting period compared to the data published as at 31 December 2008 is a result of the fact that impairment write downs were made on the fixed assets of the subsidiary HOOP Polska Sp. z o.o. at the time of the final settlement of the merger of the Kofola SPV Sp. z o.o. Group and HOOP S.A.

#### 4.7 Dividends paid and declared

	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
Dividends declared in the given period	16 750	-
Dividends on common shares: paid out in the given period	-	-
<b>Dividends declared</b>	<b>16 750</b>	<b>-</b>

The amount of the dividend declared is listed in the present financial statements under other financial liabilities.

#### Payment of dividend for the year 2008

In its Resolution No. 28 the Ordinary General Meeting of KOFOLA S.A. of 30 June 2009 selected to pay out a dividend from the profit generated in the period from 1 January 2008 to 31 December 2008.

In its Resolution No. 28 the Ordinary General Meeting of KOFOLA S.A. of 30 June 2009 selected to distribute the net profit generated by the Company in the period from 1 January 2008 to 31 December 2008, amounting to 16 987 792,06 PLN, in the following manner:

- the amount 16 750 465,28 PLN was designated for the payment of a dividend at 0,64 PLN per share,
- the amount of 237 326,78 PLN was designated to the reserve capital.

The shares of all series (A,B,C,D,E,F,G) will partake in the dividend. The dividend date was set for 30 September 2009, and the dividend payment date for 30 October 2009. The amount of the declared dividend, equal to 16 750 thousand PLN, is presented under short-term liabilities in the "Other financial liabilities" item.

In the reporting period KOFOLA S.A. received a dividend from its subsidiary Megapack in the amount of 9 676 thousand PLN.

In the reporting period Kofola Holding a.s. received a dividend from its subsidiary Kofola a.s. (Slovakia) in the amount of 10 002 thousand PLN.

The above revenues have been excluded from the Group's financial revenue as part of consolidation adjustments.

#### 4.8 Tangible fixed assets

In the reporting period the companies of the KOFOLA S.A. Group incurred 69 878 thousand PLN in expenses for increasing the value of tangible fixed assets.

The investment projects realized during this period relate primarily to companies belonging to the Kofola Holding a.s. Group. The most important of those was the completion of the expansion of the production and warehouse hall at the Rajecká Lesná plant in Slovakia.

#### 4.9 Intangible fixed assets

In the reporting period the companies of the KOFOLA S.A. Group incurred 3 266 thousand PLN in expenses for increasing the value of intangible fixed assets.

The investment projects realized during this period consist primarily of the purchase of a SAP computer system by the company Kofola Holding a.s.

#### 4.10 Assets (group of assets) held for sale

Assets (groups of assets) held for sale includes the assets of the subsidiary Maxpol Sp. z o.o., which is to be sold:

Tangible fixed assets	9 482
Receivables	6 243
Inventories	7 494
Other assets	433
<b>Total</b>	<b>23 652</b>

In accordance with IFRS 5 the entity classifies a fixed asset (or group for disposal) as held for sale, if its balance sheet value will be recovered primarily through a sale transaction rather than through continued use. As at the balance sheet date the assets of the subsidiary Maxpol were available for immediate sale. The realization of the plan for the sale of these assets, which had already existed as at the balance sheet date, was started after the balance sheet date. On 17 July 2009 contingent agreements were signed for the sale of Maxpol's shares (note 4.17).

The liabilities and provisions of the designated for sale subsidiary company Maxpol amount to 9 566 thousand PLN.

According to the estimates made by the Group's Management, the sale price of Maxpol will cover the value of that company's net assets presented in these financial statements.

#### 4.11 Bank credits and loans

As at 30 June 2009 the Group's total credit and loan debt amounts to 434 250 thousand PLN after increasing by 14 433 thousand PLN compared to the end of the year 2008. The changes were caused primarily by the taking out of a new credit by Kofola a.s. (Slovakia) in the amount of 27 068 thousand PLN, and the repayment of a revolving credit in the amount of 15 000 thousand PLN by Kofola Sp. z o.o.

##### Credit terms

Based on credit agreements, the companies of the Group are required to meet specified financial ratios. In the Management's opinion, temporary difficulties in meeting these ratios do not constitute a threat to maintaining liquidity, especially since solutions are being implemented that are aimed at improving profitability and effectiveness of current asset management. Credit agreements ended in the current reporting period have been extended. The Management is also negotiating with the lending banks a postponement of selected credits, as well as a plan for reaching the ratios specified in the credit agreements.

#### 4.12 Liabilities (group of liabilities) related to assets held for sale

Liabilities directly related to assets (asset groups) classified as held for sale, amounting to 9 566 thousand PLN, constitute the liabilities and provisions of the designated for sale subsidiary company Maxpol.

#### 4.13 Information on transactions with related parties

Presented below are the totals of the transactions concluded in the reporting period with related parties:

	<b>1.1.2009 - 30.6.2009</b>
<b>Revenues from the sale to related companies</b>	revenue from the sales
- to consolidated subsidiaries	-
- to affiliates	25
- to non-consolidated subsidiaries	-
- to the members of key management and supervisory staff	-
- to other related companies	-
<b>Total revenues from the sale to related companies</b>	<b>25</b>
	<b>1.1.2009 - 30.6.2009</b>
<b>Purchases from related companies</b>	purchase of services, merchandise and materials
- from consolidated subsidiaries	-
- from affiliates	9 431
- from non-consolidated subsidiaries	-
- from the members of key management and supervisory staff	-
- from other related companies	-
<b>Total purchases from related companies</b>	<b>9 431</b>

<b>Receivables from related companies</b>	<b>30.6.2009</b>	<b>30.6.2008</b>
- from consolidated subsidiaries	-	-
- from affiliates	44	-
- from non-consolidated subsidiaries	-	-
- from the members of key management and supervisory staff	-	-
- from other related companies	-	-
<b>Total receivables from related companies</b>	<b>44</b>	<b>-</b>

  

<b>Liabilities towards related companies</b>	<b>30.6.2009</b>	<b>30.6.2008</b>
- towards consolidated subsidiaries	-	-
- towards affiliates	1 189	76
- towards non-consolidated subsidiaries	-	-
- towards the members of key management and supervisory staff	-	-
- towards other related companies	5 710	4 405
<b>Total liabilities towards related companies</b>	<b>6 899</b>	<b>4 481</b>

#### 4.14 Business combinations

On 30 May 2008 the Hoop S.A. Group merged with the Kofola SPV Sp. z o.o. Group. The merged entity adopted the name Kofola-Hoop S.A., presently KOFOLA S.A. As a result of the merger, the share capital of KOFOLA S.A. was raised by 13 083 342 PLN to 26 171 918 PLN, through the issue of 13 083 342 ordinary F series shares with a nominal value of 1 PLN per share.

From a legal standpoint the acquirer was the entity that issued equity instruments – HOOP S.A. However, in accordance with International Financial Reporting Standards (IFRS 3) the primary criteria for deciding which of the entities is the acquirer is its ability to direct the other entity's financial and operating policies. As a result of the above-described business combination, the existing shareholders of Kofola SPV Sp. z o.o. hold the majority of votes in the combined entity's governing organs and have the actual ability to direct its financial and operating policies. This means that the transaction constituted a reverse acquisition, as in accordance with IFRS 3, the acquirer is the entity that from a legal standpoint was the acquiree, i.e. Kofola SPV Sp. z o.o.

The merger of the HOOP S.A. Group with the Kofola SPV Sp. z o.o. Group was accounted for using acquisition accounting.

On 30 May 2008 the individual assets and liabilities of the Kofola SPV Sp. z o.o. (legal acquiree) were added, at book values, to the corresponding assets, liabilities and contingent liabilities of the HOOP S.A. Group (legal acquirer) at their fair values determined as at the day of the business combination.

The settlement of the transaction presented in previously published financial statements was temporary in nature due to the still ongoing process of the fair value valuation of tangible fixed and trademarks belonging to the HOOP S.A. Group. The merger of the holding companies of the two groups was registered on 30 May 2008 and in accordance with IFRS 3, the Group could adjust the calculations over a period of 12 months of the date of the merger.

The present financial statements contain the final settlement of the merger and calculation of the goodwill, constituting the excess of the cost of the merger over the fair value of the identifiable assets, liabilities and contingent liabilities. For the purposes of the final settlement, the cost of the merger was determined in accordance with IFRS 3 based on the total fair value of all of the issued capital instruments of the pre-merger legal holding company (share listing of HOOP S.A.), whilst the temporary cost of the merger had been determined based on the value of the HOOP S.A. Group adopted in the merger plan.

The below table compares the values of the main assets and liabilities of the HOOP S.A. Group as at the date of the merger determined on a temporary basis with the fair values determined for the purposes of the final calculation:

	<b>Book value</b>	<b>Fair value</b>
Tangible fixed assets	275 500	268 359
Intangible fixed assets (mainly trade marks)	178 597	142 369
Long term financial assets	2 000	20 805
Deferred tax assets	16 446	15 809
Inventories	72 968	71 228
Other assets	216 009	216 009
<b>Total assets</b>	<b>761 520</b>	<b>734 579</b>
Reserves	54 262	83 431
Trade liabilities and other liabilities	345 058	345 458
<b>Total reserves and liabilities</b>	<b>399 320</b>	<b>428 889</b>
Net assets	362 200	305 690
<b>- including assigned to the shareholders of the parent company</b>	<b>327 773</b>	<b>266 383</b>
Acquisition costs	534 421	366 480
Additional acquisition costs	-	2 950
<b>Total Acquisition costs</b>	<b>534 421</b>	<b>369 430</b>
<b>Goodwill on acquisition</b>	<b>206 648</b>	<b>103 047</b>

The goodwill presented in these financial statements is by 103 601 thousand PLN lower than that presented as a result of the temporary settlement due to a change in the cost of the merger based on the share listings of HOOP S.A., and due to the inclusion of the results of the final fair value valuations of the assets, liabilities and contingent liabilities of the acquired HOOP S.A. Group.

Goodwill is allocated to cash generating units. For the goodwill created on the merger with the HOOP S.A. Group, the cash generating units are: the companies from the HOOP S.A. Group (prior to the merger) and the subsidiary Megapack. The Management has made a decision to allocate the goodwill to the companies from the HOOP S.A. Group (prior to the merger) using an internally adopted allocation key.

The recoverable amount of the cash generating units is determined using the gross discounted cash flows method, based on five-year forecasts prepared for both units. The forecasts are based on the management's plans, prepared to the best of their knowledge and long-term plans. No indications of an impairment of goodwill were noted as at the balance sheet date.

The final settlement of the merger changed the comparatives in these financial statements compared to those published previously. The below table shows the effect of the final settlement on previously published comparatives:

	31.12.2008		30.6.2008	
	published financial statements	presented as comparatives	published financial statements	presented as comparatives
Net assets allocated to the shareholders of the holding company	661 269	477 602	643 225	475 217
Net profit/loss allocated to the shareholders of the holding company	9 417	8 922	21 826	21 759

In accordance with IFRS 3, accumulated profits and other equity items recognized in the presented financial statements constitute the accumulated profits and other equity items of the entity that is the subsidiary from a legal standpoint, i.e. the Kofola SPV Sp. z o.o. Group, from immediately prior to the merger. The structure of the merged entity (number and type of issued instruments) reflects the structure of the entity that is the holding company from a legal standpoint. This means that the share capital following the merger amounted to 26 171 918 PLN and reflected the structure of the entity that is the holding company from a legal standpoint, i.e. KOFOLA S.A., including shares issued for the purposes of the merger.

Had the merger occurred at the beginning of the year 2008, the net profit allocated to the shareholders of the holding company for the year 2008 would have amounted to an estimated 12 590 thousand PLN, and sales revenue to an estimated 1 489 188 thousand PLN.

The presented financial statements constitute a continuation of the financial statements of the entity that is the subsidiary from a legal standpoint – the comparatives presented in these financial statements for the period from the beginning of the year to the date of the merger relate only to the entity that is the acquirer from an economic standpoint, i.e. the Kofola SPV Sp. z o.o. Group. Historical financial data of the acquired HOOP S.A. Group are available at [www.hoop.com.pl](http://www.hoop.com.pl).

Registered on 31 March 2009 was the merger of KOFOLA S.A. with the following subsidiaries subject to consolidation: Przedsiębiorstwo Produkcji Wód Mineralnych "Woda Grodziska" Sp. z o.o. and PAOLA S.A. The merger had no significant effect on the Group's financial statements. It was performed by transferring the entire assets of PPWM Woda Grodziska and PAOLA S.A. to KOFOLA S.A. in exchange for newly issued KOFOLA S.A. shares. As a result of the merger, PPWM Woda Grodziska and Paola ceased to exist. The share capital of KOFOLA S.A. was raised by 684 PLN to the amount of 26 172 602 PLN.

The goodwill disclosed in the assets of the consolidated balance sheet also includes the goodwill created at the acquisition of the company Klimo s.r.o. in the amount of 9 608 thousand PLN.

#### 4.15 Contingent assets and liabilities

	Contingent asset	Contingent liability
<b>As at 1.1.2009</b>	-	<b>246 178</b>
Increase (+)	-	39 772
Decrease (-)	-	(21 445)
<b>As at 30.6.2009</b>	-	<b>264 505</b>

The above amount of contingent liabilities consists primarily of off-balance sheet liabilities relating to guarantees and warranties granted mutually by companies belonging to the KOFOLA S.A. Group.

#### 4.16 Significant court cases

KOFOLA S.A. is a party in the bankruptcy proceeding of the entity Fructo-Maj. On 6 August 2007, HOOP S.A. concluded an engagement letter with Fructo-Maj Sp. z o.o., in which it expressed its interest in investing in Fructo-Maj for the purposes of its financial restructuring and enabling the payment of debts. As part of realizing this agreement HOOP S.A. acquired Fructo-Maj's debts, among others concluded a debt assignment agreement with Kredyt Bank S.A., based on which Kredyt Bank S.A. transferred onto HOOP S.A. all the debt from a credit agreement, which as at 30 June 2009 amounts to 9 876 thousand PLN and is presented in the financial statements of KOFOLA S.A. as short-term credit payables due by 30 November 2009, and as receivables from the company Fructo-Maj. The total value of the receivables from Fructo-Maj relating to the acquired debt is 18 876 thousand, the balance sheet value of this item, after revaluation, is 12 881 thousand PLN. The receivables are secured with mortgages on all of the significant real properties of Fructo-Maj, and with a registered pledge on the entity's movables.

Fructo-Maj was declared bankrupt in a decision issued on 27 September 2007, and then based on a decision issued on 24 June 2008 the type of proceedings was changed from an arrangement to a liquidation proceeding. KOFOLA S.A. has its representative in the Committee of Creditors of Fructo-Maj Sp. z o.o. The Board believes that given the current state of affairs and type of collateral, no revaluation is needed with regard to the assets associated with Fructo-Maj compared to that performed as at 31 December 2008.

Except for the matter described above, the companies of the KOFOLA S.A. Group are not involved in any other cases (disputes), which could have a material effect on the Group's financial position.

#### 4.17 Subsequent events

On 16 July 2009 contingent agreements were signed for the sale of shares of Maxpol Sp. z o.o. by KOFOLA S.A. to Lobo Sp. z o.o. and to Mirex Sp. z o.o. KOFOLA S.A. undertook that within 14 days of the conclusion of the agreement it will acquire from Hoop Polska Sp. z o.o. the debts owed by Hoop Polska from Maxpol Sp. z o.o. in the amount of 15 833 909,49 PLN, and next KOFOLA S.A. within no more than 21 days of the conclusion of the agreement will pass a resolution amending the articles of association and raising the share capital of Maxpol by 1 301 500 PLN. The sale of the shares of Maxpol to Lobo Sp. z o.o. and to Mirex Sp. z o.o. will only be performed once the conditions specified in the agreements are fulfilled.

On 17 July 2009 KOFOLA S.A. concluded with Hoop Polska Sp. z o.o. an agreement for the assignment of payable and undisputed debts from Maxpol in the amount of 15 833 909,49 PLN. The Extraordinary Shareholders Meeting of Maxpol increased the company's share capital from 3 699 000 PLN to 5 000 500 PLN and decided that the newly created shares in the increased share capital would be taken up in their entirety by KOFOLA S.A. and covered with a cash contribution in the amount of 15 878 671 PLN, whilst the excess over the nominal value of the shares in the amount of 14 577 171 PLN will be transferred to the Company's reserve capital.

On 5 August 2009, as part of the Group's planned strategy, a production optimization process was implemented at Hoop Polska Sp. z o.o., which is a consequence of the merger of Kofola and Hoop. The Group's Management made a decision to implement the plan for optimizing and concentrating production in order to increase efficiency. The process will help the Group achieve its strategic goals and in the long-term – reach the position of leader on the Central-Eastern Europe market, with regard to not only profitability, but also efficiency and innovation. As part of the reorganization, the Group's Management decided to concentrate production and relocate the production line from Tychy to Kutno, and to close the plant in Tychy – one of the eight plants belonging to the KOFOLA S.A. Group. As a result of closing the plant Hoop Polska will dismiss 162 people. Those employees have been offered relocation and outplacement opportunities. The closing of the Tychy plant will allow the Group to reduce expenses, which are now incurred separately for two plants. This will reduce the engagement of capital in fixed assets, and at the same time increase flexibility in the direct management of production costs, and bring the benefits of the scale effect. The changes will make it possible to realize the Group's business goals. The costs of closing the Tychy plant are estimated at around 1 000 thousand PLN and in accordance with IFRS will be recognized in the costs of the 3<sup>rd</sup> quarter of 2009.

**SIGNATURES OF THE COMPANY'S REPRESENTATIVES:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Jannis Samaras</b> <i>name and surname</i>	<b>Chairman of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	--	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Simona Nováková</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Martin Mateáš</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>René Musila</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Tomáš Jendřejek</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

**SIGNATURE OF PERSON RESPONSIBLE FOR BOOKKEEPING:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Katarzyna Balcerowicz</b> <i>name and surname</i>	<b>Chief Accountant</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

***Document signed on the Polish original.***

## 5 The Directors' Report on the activities of the KOFOLA S.A. Group

### 5.1 The Group's structure and changes therein in the reporting period

As at 30 June 2009 the Group comprised the following entities:

Company Name	Headquarters / Registered Offices	Range of activity	Consolidation method	% part in nominal capital	% part in voting rights
1. KOFOLA S.A.	Poland, Warszawa	holding	full		
2. Hoop Polska Sp. z o.o.	Poland, Warszawa	production of mineral water and non-alcoholic beverages	full	100,00%	100,00%
3. Kofola Holding a.s.	Czech Republic, Ostrava	holding	full	100,00%	100,00%
4. Klimo s.r.o.	Czech Republic, Krnov	distribution of non-alcoholic beverages	full	100,00%	100,00%
5. Kofola Zrt.	Hungary, Budapest	distribution of non-alcoholic beverages	full	100,00%	100,00%
6. Kofola a.s.	Slovakia, Rajec	production and distribution of non-alcoholic beverages	full	100,00%	100,00%
7. Kofola Sp. z o.o.	Poland, Kutno	production and distribution of non-alcoholic beverages	full	100,00%	100,00%
8. Santa-Trans s.r.o.	Czech Republic, Krnov	road cargo transport	full	100,00%	100,00%
9. Santa-Trans.SK s.r.o.	Slovakia, Rajec	road cargo transport	full	100,00%	100,00%
10. Kofola a.s.	Czech Republic, Krnov	production and distribution of non-alcoholic beverages	full	100,00%	100,00%
11. Megapack	Russia, Widnoje	production of mineral water and non-alcoholic beverages	full	50,00%	50,00%
12. Pomorskie Centrum Dysybcji Sp. z o.o.	Poland, Koszalin	wholesale of alcoholic and non-alcoholic beverages	full	75,00%	75,00%
13. Bobmark international Sp. z o.o.	Poland, Warszawa	wholesale of alcoholic and non-alcoholic beverages	full	100,00%	100,00%
14. Maxpol Sp. z o.o.	Poland, Sufczyn	wholesale of alcoholic and non-alcoholic beverages	full	100,00%	100,00%
15. Transport Spedycja Handel Sulich Sp. z o.o.	Poland, Bielsk Podlaski	road cargo transport	equity accounting	50,00%	50,00%

The holding company – **KOFOLA S.A.** with its registered office in Warsaw, 01-102, ul. Jana Olbrachta 94, formed as a result of the 30 May 2008 merger of HOOP S.A and Kofola SPV Sp. z o.o. Effective with the merger's registration, the name HOOP S.A. was changed to Kofola - HOOP S.A. At this time the Company's functions consist primarily of management and control of all of the entities belonging to the KOFOLA S.A. Group.

The subsidiary **Hoop Polska Sp. z o.o.** with its registered office in Warsaw, 01-102, ul. Jana Olbrachta 94, of which KOFOLA S.A. holds 100%.

The subsidiary **Kofola Holding a.s.** The company Kofola Holding A.S. is a direct subsidiary, which is the holding company of the Kofola Holding a.s. Group, with its registered office in Ostrava, Nad Porubkou 2278/31A, 708 00 Ostrava - Poruba, CZECH REPUBLIC, of which KOFOLA S.A. holds 100%.

The Kofola Holding a.s. Group comprises the following entities:

- Kofola Holding a.s. – the holding company – registered in the Czech Republic, performing management and control of the other entities comprising the KOFOLA S.A. Group.
- Kofola a.s. (CZ) – a company registered in the Czech Republic, with main activities consisting of the production and distribution of beverages on the territory of the Czech Republic.
- Kofola Zrt. (HU) – a company registered in Hungary, which is liquidation.
- Kofola a.s. (SK) – a company registered in Slovakia, with main activities consisting of the production and distribution of beverages on the territory of Slovakia.
- Kofola Sp. z o.o. – a company registered in Poland, with main activities consisting of renting out the production plant in Kutno to the company Hoop Polska Sp. z o.o., which conducts its production there.
- Santa-Trans s.r.o. (CZ) – a company registered in the Czech Republic, with main activities consisting of road cargo transport.
- Santa-Trans.SK s.r.o. (SK) – a company registered in Slovakia, with main activities consisting of road cargo transport.
- KLIMO s.r.o. – a company registered in the Czech Republic. In 2007 it distributed beverages on the Czech market. No operating activities since the beginning of 2008.

The subsidiary **Megapack Group**, with its holding company OOO Megapack with its registered office in Promozno, Widnoje, Leninskiy District, Moscow Region, the Russian Federation, of which KOFOLA S.A. holds 50%. The activities of the Megapack Sp. z o.o. Group is the provision of services consisting of bottling beverages, production of own beverages, including under the HOOP and Arctic trademark, as well as their distribution on the territory of the Russian Federation.



The subsidiary **Pomorskie Centrum Dystrybucji HOOP Sp. z o.o.** with its registered office in Koszalin, 75-209, ul. BoWiD 9e, of which KOFOLA S.A. holds 75% and has 75% of votes at Shareholders Meeting. The activities of PCD HOOP Sp. z o.o. consist of the wholesale of beverages.

The subsidiary **Bobmark International Sp. z o.o.** with its registered office in Warsaw, of which KOFOLA S.A. holds 100%. The activities of Bobmark International Sp. z o.o. consist of the wholesale of beverages.

The subsidiary **Maxpol Sp. z o.o.** with its registered office in Sufczyn, of which KOFOLA S.A. holds 100%. The activities of Maxpol Sp. z o.o. consist primarily of the wholesale of beverages.

The co-subsiary **Transport – Spedycja – Handel - Sulich Sp. z o. o.** with its registered office in Bielsk Podlaski. The company's activities consist of road transport of cargo.

Registered on 31 March 2009 was the merger of the subsidiaries PPWM Woda Grodziska Sp. z o.o. and PAOLA S.A. with the holding company KOFOLA S.A.

## **5.2 Most significant events at the KOFOLA S.A. Group in the period from 1 January 2009 to the preparation of the present financial statements**

Effective 5 January 2009 the Company's shareholder – KSM Investment S.A. with its registered office in Luxembourg, acting on the basis of § 17 of the Company's Statute, appointed Mr. Ireneusz Stolarski, Mr. Martin Dokoupil and Mr. Raimondo Eggink as Members of the Supervisory Board, with Mr. Ireneusz Stolarski being appointed Chairman of the Company's Supervisory Board.

On 14 January 2009 the Supervisory Board of KOFOLA S.A. passed Resolution No. 2 in which it appointed an Audit Committee comprising all of the Members of the Supervisory Board (including one independent member of the Supervisory Board), as well as a Remuneration Committee. Thus the Group realizes the principle specified in point 7 of the Good Practices of the Companies Listed on the Stock Exchange, i.e. the need for the operation of an Audit Committee as part of the Supervisory Board.

Since 19 January 2009, following a change in the Company's name from KOFOLA- HOOP S.A. to KOFOLA S.A., the Company's shares are listed under the abbreviated name "KOFOLA" and the symbol "KFL".

On 31 March 2009 the Regional Court for the capital city of Warsaw, XII Business Division of the National Court Register, registered the merger of KOFOLA S.A. with its registered office in Warsaw, with the companies Przedsiębiorstwo Produkcji Wód Mineralnych "Woda Grodziska" Sp. z o. o. with its registered office in Grodzisk Wielkopolski and PAOLA S.A. with its registered office in Bielany Wrocławskie, and registered an increase in the Company's share capital. The merger was performed based on article 492 § 1 point 1) of the Code of Commercial Partnerships and Companies, and based on conforming resolutions passed by the General Meeting of KOFOLA, the General Meeting of Paola and the Shareholders Meeting of PPWM Woda Grodziska.

The merger was performed by transferring all of the assets of PPWM Woda Grodziska and PAOLA to KOFOLA S.A. in exchange for newly issued shares of KOFOLA S.A., which were granted to the existing shareholders of PPWM Woda Grodziska other than KOFOLA S.A. As a result of the merger, PPWM Woda Grodziska and PAOLA ceased to exist. As a result of the merger of KOFOLA S.A. with the companies PPWM Woda Grodziska and PAOLA, the share capital of KOFOLA S.A. was raised from 26 171 918 PLN by 684 PLN to the amount of 26 172 602 PLN, by issuing 684 new ordinary bearer's G series shares with a nominal value of 1 (one) zloty per share. As a result of the above merger, the share capital of KOFOLA S.A. will amount to 26 172 602 PLN and will consist of 26 172 602 shares entitling to 26 172 602 votes at General Shareholders Meeting.

As a result of the merger, KOFOLA S.A. – in accordance with article 494 §1 of the Code of Commercial Partnerships and Companies – entered into all of the rights and responsibilities of PAOLA and PPWM Woda Grodziska. In accordance with article 494 §4 of the Code of Commercial Partnerships and Companies, effective with the merger date the shareholders of PPWM Woda Grodziska other than KOFOLA S.A. became the shareholders of KOFOLA S.A.. PAOLA and PPWM Woda Grodziska were subsidiaries of KOFOLA S.A. All of the above listed entities jointly held 100% of the shares of HOOP POLSKA sp. z o.o. with its registered office in Warsaw, which produces and distributes beverages, juices and mineral water on the territory of Poland, whereas the companies PPWM Woda Grodziska and PAOLA conducted no business operations (PPWM Woda Grodziska and PAOLA managed shares in Hoop Polska Sp. z o.o., whereas KOFOLA S.A. manages the KOFOLA S.A. Group).

On 30 June 2009 the Ordinary General Meeting of the Shareholders of KOFOLA S.A passed Resolution No. 28 on the distribution of profit. Acting on the basis of article 395 § 2 point 2) of the Code of Commercial Partnerships and Companies and § 16 par. 1 point b) of the Company's Statute, the Ordinary General Meeting selected to distribute the Company's net profit for the period from 1 January 2008 to 31 December 2008, amounting to 16 987 792,06 PLN, in the following manner:

- a) the amount 16 750 465,28 PLN was designated for the payment of a dividend at 0,64 PLN per share,
- b) the amount of 237 326,78 PLN was designated to the reserve capital.

The shares of all series (A,B,C,D,E,F,G) will partake in the dividend. The dividend date was set for 30 September 2009, and the dividend payment date for 30 October 2009.

On 30 June 2009 the Ordinary General Meeting of the Shareholders of KOFOLA S.A. appointed Mr. Anthony Brown to the Company's Supervisory Board.

**Comments on the results of the KOFOLA S.A. Group**

The consolidated net profit of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year amounted to 11 287 thousand PLN. The Group incurred a loss of 14 514 thousand PLN in the 1<sup>st</sup> quarter. These results correspond to the nature of the Group's operations. The first quarter is usually difficult, and the annual profit is dependent primarily on the results for the second and third quarter. We assume that this positive trend will also be maintained in the second half of the year in connection with the exchange rates of the PLN and CZK to the EUR, as well as due to a rise in the Group's efficiency. The management's goal is most of all improving the results on operations in Poland and making up the loss from the first six months. A reorganization of the sales department at Hoop Polska Sp. z o.o. has been completed. A trade activity program has been implemented with a purpose of increasing revenues in the second half of 2009. A plan to optimize and concentrate production was a part of the efficiency growth project. A decision was made to close the plant in Tychy, which should help reduce production costs, although the effects of these actions will not be visible until the 4<sup>th</sup> quarter of 2009. After analyzing the Group's results in Poland a decision was made to sell the shares of Maxpol.

The first half of the year 2009 may be seen as positive. Despite the economic downturn we were able to retain our market position and achieve a turnover that was similar to that achieved in the first half of 2008 (including the turnover of the HOOP S.A. Group until the merger). The management's actions directed at improving the Group's financial position had a positive effect on the period's results. In the 1<sup>st</sup> half of the year 2009 investment expenses were nearly 50% lower than in the first half of 2008. In the current period we recorded a drop in the value of working capital compared to the same period of last year, whilst sales revenues remained comparable. As at 30 June 2009 the Group lowered the value of interest bearing debt, i.e. credit, loan and lease payables by nearly 21 million PLN (see consolidated cash flow statement). A rise in these liabilities (by nearly 7,6 million PLN) arising out of accounting data compared to a drop by nearly 21 million PLN shown in the consolidated cash flow statement is the result of differences created during consolidation as a result of translating local currencies into PLN.

**Market position of the KOFOLA S.A. Group**

According to AC Nielsen, as at 30 June 2009 the companies of the KOFOLA S.A. Group rank third on the non-alcoholic beverages market in the Czech Republic (of which first when it comes to colas, second in syrups, first on the market of children's drinks and second for non-carbonated beverages), rank second on the Slovak non-alcoholic beverages market (second in colas, first in mineral water, second in syrups, first in children's drinks and third in non-carbonated beverages), and sixth on the Polish market (of which third in colas, sixth in mineral water, second in syrups, fifth in children's drinks, fifth in energy drinks and second in non-carbonated drinks). In Russia the company Megapack is visible primarily on the local Moscow market.

**CZECH REPUBLIC:****Kofola once again successful in the Czech Top 100**

In the current half-year Kofola a.s. (Czech Republic) once again found itself in the lead of the Czech Top 100 most prestigious firms. In the previous year it ranked third, currently it is in fourth place. The best companies' list is created based on votes cast by managers, analysts and representatives of various industries.

**SLOVAKIA:**

For nearly a year mineral water Rajec has been a leader on the Slovak market in the packaged mineral water segment.

The Vinea brand – after acquiring the Vinea brand in the year 2008 Kofola a.s. (Slovakia) began a successful production of this brand in the 1<sup>st</sup> half of 2009.

**RUSSIA:**

Since December 2008 the Board of Directors of OOO Megapack includes Mr. Marian Bajger and Mr. Dariusz Grochowski, who were appointed to the Board by KOFOLA S.A. In February 2009 M. Bajger was nominated Chairman of the Board of Directors in order to further strengthen the management of Megapack. In March 2009 a new business plan was approved and decision confirmed on the implementation of technological innovations in order to introduce new products from the KOFOLA S.A. Group portfolio.

The Group continues the implementation at Megapack of the KOFOLA S.A. Group's standards. In the 1<sup>st</sup> half of 2009 the launch of a new product in the low alcohol segment (the Tiamo brand) and in the children's drink segment, to be introduced on the market in the 3<sup>rd</sup> quarter of 2009.

**POLAND:**

Hoop Polska is putting its brand portfolio in order. The Hoop portfolio will consist of 6 key brands: Hoop Cola, Arctic, Paola, Jupik, Jupi and R20. The Company wants to reorganize its sales department, introduce a new marketing strategy, improve its communications with clients and the market, re-launch the R20 energy drink and the Arctic brand, introduce new flavors. Changes will be made in the design of Hoop Cola, Arctic and R20.

**SAP enters Hoop Polska**

After a successful implementation of the SAP computer system in Slovakia and the Czech Republic it is now Poland's turn. This will complete the cycle of SAP implementations at KOFOLA S.A.

The purpose of the project is to implement an integrated computer system at the plants in Poland, which will ensure a complete flow of information on all company levels. It will also improve the flow of data and processes inside the Group. This will give better access to current, full and precise information on all management levels, data and processes integrated within a single system, a unified format of information at all company departments, quicker and easier communications between plants, as well as a reduction in operating costs.

### The title of Market Leader for Kofola

In the first edition of the Food Market awards Kofola (formerly Kofola-Hoop) was honored for "the formation - as a result of a brave merger - of the largest beverages conglomerate operating on five Central and Eastern European markets, with annual sales of more than 1,4 billion PLN". The jury also pointed out that Kofola was created by merging companies from different countries whilst maintaining their national brands such as Kofola, Rajec, Arctic, Hoop Cola, Jupik, Paola and R20.

### Syrup Paola Natura i Zdrowie winner of the Product of the Year 2009 award

Syrup Paola Natura i Zdrowie was selected by consumers as the Product of the Year 2009 and received the title of Consumer's Choice Product of the Year. The Hoop brand was amongst the best FMCG products introduced on the market between 1 October 2007 and 30 September 2008 and indicated as the best in a consumer study conducted by TNS OBOP in January 2009.

### Hoop Polska awarded in the EU STANDARD program

Hoop Polska Sp. z o.o. was awarded in the EU Standard 2008 program organized by the editors of "Przegląd Gospodarczy", a section of Gazeta Prawna, and thus was awarded the EU Standard emblem.

The EU STANDARD emblem is a sign that honors companies that recently increased their economic potential while at the same time focusing on the highest quality and are the best representatives of international standards in production, investments, treatment of employees and the company's general organizational culture.

HOOP Polska received the EU Standard title for, among others, investment project growth - the company has built a warehouse in Grodzisk Wielkopolski, implemented modern computer systems and launched modern production lines, which allowed it to manufacture beverages of an even higher quality. The investment projects were financed entirely by HOOP Polska.

HOOP Polska is a major employer on the Polish market - it employs more than 1 300 people. The company holds the following ISO certificates: 9000; 14 000 and 18 000, and meets the procedures arising out of the implementation of HCCAP.

### Another prestigious award for Jupik Aqua!

After global successes and the receipt of the Water Innovation Award for the best children's concept and label, it is time for awards in Poland. Jupik Aqua was found to be one of the biggest "FMGC Hits" in Poland. This award is the equivalent of an Oscar on the FMCG market.

## **5.3 Description of operating results and financial position**

When analyzing the consolidated results of the KOFOLA S.A. Group presented in these financial statements one must remember the fact that in accordance with International Financial Reporting Standards in the merger of HOOP S.A. and Kofola SPV Sp. z o.o. the acquirer was Kofola SPV Sp. z o.o. This means that the consolidated data for the comparative period, i.e. for the period from before the merger, includes only the data of the Group that was the acquirer from an accounting standpoint.

In view of this, when analyzing the financial results it is important to remember the non-comparability of the financial data for the 1<sup>st</sup> half of 2009 and the 1<sup>st</sup> half of 2008.

### ***Net sales revenue***

The consolidated net sales revenues of the KOFOLA Group for the 1<sup>st</sup> half of the year 2009 amounted to 747 555 thousand PLN, which constitutes a rise of 94 % compared to the same period. Revenue from the sale of finished products amounted to 696 482 thousand PLN, which constitutes 93% of total revenues. The rise in the Group's revenues in the 1<sup>st</sup> half of 2009 was caused primarily by the inclusion in the revenues of the KOFOLA S.A. Group for the 1<sup>st</sup> half of 2009 of the revenues of the Hoop Group (included in the comparative period were the revenues of the Hoop Group for the period from 31 May 2008 to 31 June 2008), as well as an increase in the revenues of the Kofola Holding a.s. Group by approximately 4%, from 305 699 thousand PLN in the 1<sup>st</sup> half of 2008 to 318 181 thousand PLN in the 1<sup>st</sup> half of 2009 (excluding intra-group transactions).

After including in the comparatives the effect of the Hoop Group and for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2009 our net sales revenues increased by approximately 19 886 thousand PLN, or 2,6%, to 747 555 thousand PLN.

The activities of the KOFOLA S.A. Group concentrate on 5 market segments: carbonated beverages, non-carbonated beverages, mineral water, syrups and low-alcohol drinks. Together these segments account for around 93% of the Group's sales revenues. The revenue structure has not changed considerably compared to the same period of last year. The largest among the revenues of the 1<sup>st</sup> quarter of the year 2009 was the sale of carbonated beverages, as was the case in the comparative period (39% of revenues in the 1<sup>st</sup> half of 2009, 45% in the 1<sup>st</sup> half of 2008).

**Net revenues of the Group's most significant entities**

Net sales revenue from the sale of finished products, goods for resale and raw materials*	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>	<b>% change</b>
<b>Hoop Polska Sp. z o.o. **</b>	261 487	285 930	-8,55%
<b>Kofola Holding a.s. Group</b>	318 181	305 699	4,08%
<b>Megapack Group **</b>	147 303	123 785	19,00%

\* Separate data without consolidation adjustments

\*\* Data for the period from 1.1.2008 to 30.5.2008 not included in the consolidated data for the comparative period for reasons described above (reverse acquisition)

The revenues realized in the 1<sup>st</sup> half of 2009 by the company HOOP Polska were lower than in the comparative period. This decrease was caused by distribution difficulties and a decline in the rotation of goods. Currently the company is focusing on activities aimed at increasing its market presence.

The Kofola Holding a.s. Group was able to increase the sales revenues from its basic products on the strategic Czech and Slovak markets primarily due to a change in the CZK/PLN and EUR/PLN exchange rates, i.e. the revenues of these companies in local currencies did not change significantly.

The Megapack Group increased the value of its sales revenue by 19% compared to the 1<sup>st</sup> half of 2008. The sale of products has not changed considerably compared to the previous year, which in the face of difficult market conditions is satisfactory. The main factor that increased the revenues was an increased co-packing volume by as much as 45% compared to the previous year.

**Costs of goods sold**

In the period of six months ended 30 June 2009 the consolidated costs of goods sold increased by 235 205 thousand PLN, or 99%, to 471 739 thousand PLN from 236 534 thousand PLN in the same period of 2008. The increase in the Group's cost of goods sold was caused primarily by the inclusion in the Group's costs for the 1<sup>st</sup> half of 2009 of the costs of goods sold of the Hoop Group, amounting to 338 069 thousand PLN (included in the comparative period were the costs of the Hoop Group for the period from 31 May 2008 to 31 June 2008). After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2009 our costs of goods sold went up by 10 599 thousand PLN, or 2,3%, to 471 739 thousand PLN.

As a percentage, in the six-month period ended 30 June 2009 our costs of goods sold increased to 63,1% of net sales revenues, compared to 61,4% in the same period of 2008. After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2008 our costs of goods sold would have amounted to 63,4% of net sales revenues.

**Selling, marketing and distribution costs**

In the six months ended 30 June 2009 the Group's consolidated sales costs increased by 91 914 thousand PLN, or 96%, to 187 673 thousand PLN from 95 759 thousand PLN in the same period of the year 2008. The increase in the sales costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year 2009 was caused primarily by the inclusion in the costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year 2009 of the sales costs of the Hoop Group in the amount of 86 740 thousand PLN (included in the comparative period were the costs of the Hoop Group for the period from 31 May 2008 to 31 June 2008).

After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of the year 2009 our sales costs increased by approx. 18 455 thousand PLN, or 10,9%, to 187 673 thousand PLN. As a percentage, in the six-month period ended 30 June 2009 our sales costs increased to 25,1% of net sales revenues, compared to 24,8% in the same period of 2008. After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2008 our sales costs amounted to around 23,3% of net sales revenues. As part of sales costs, the greatest portion of the costs (around 50%) relates to transport costs, the rest relates to marketing and sales.

**Administrative costs**

In the period of six months ended 30 June 2009 the Group's consolidated general administrative costs went up by 29 391 thousand PLN, or 164%, to 47 280 thousand PLN from 17 889 thousand PLN in the same period of the year 2008. The increase in the general administrative costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year 2009 was caused primarily by the inclusion in the costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year 2009 of the general administrative costs of the Hoop Group in the amount of 23 208 thousand PLN (included in the comparative period were the costs of the Hoop Group for the period from 31 May 2008 to 31 June 2008), as well as by a rise in the general administrative costs of the Kofola Holding a.s. Group by approximately 104% from 12 372 thousand PLN in the 1<sup>st</sup> half of 2008 to 25 310 thousand PLN in the 1<sup>st</sup> half of 2009 (excluding intra-group transactions).

After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of the year 2009 our general administrative costs increased by approximately 7 067 thousand PLN, or 17,6%, to 47 280 thousand PLN. As a percentage, in the six-month period ended 30 June 2009 our general administrative costs increased to 6,3% of net sales revenues, compared to 4,6% in the same period of 2008. After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2008 our general administrative costs amounted to around 5,5% of net sales revenues. The rise in general administrative costs of the Kofola Holding a.s. Group is caused primarily by an increase in the costs of employee benefits due to a change in its organizational structure, as well as an increase in services (advisory, license fees and maintenance of a new SAP computer system).

### **Operating result**

In the six months ended 30 June 2009 the Group's operating profit increased by 12 195 thousand PLN, or 44%, to 40 192 thousand PLN from 27 997 thousand PLN in the same period of the year 2008. This rise was caused primarily by higher revenues in the carbonated beverages segment in the Czech Republic and Slovakia. In the six months ended 30 June 2009 our profit margin on operating activities fell to 5,4% from 7,3% in the same period of 2008. After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of 2009 our operating profit went up by approx. 118 thousand PLN, or 0,3%, to 40 192 thousand PLN.

### **Net financial expense**

In the six months ended 30 June 2009 the Group recorded net financial costs in the amount of 21 742 thousand PLN compared to 9 963 thousand PLN in the same period of the year 2008. The rise in the financial costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of 2009 was caused primarily by the inclusion in the costs of the KOFOLA S.A. Group for the 1<sup>st</sup> half of the year 2009 of the financial costs of the Hoop Group in the amount of 6 847 thousand PLN (included in the comparative period were the costs of the Hoop Group for the period from 31 May 2008 to 31 June 2008), as well as by the increase in the financial costs of the Kofola Holding a.s. Group by approx. 44%, from 13 752 thousand PLN in the 1<sup>st</sup> half of 2008 to 19 768 thousand PLN in the 1<sup>st</sup> half of 2009 (excluding inter-group transactions). After including in the comparatives the effect of the Hoop Group for the period from before the merger, i.e. the period from 1 January 2008 to 30 May 2008, in the 1<sup>st</sup> half of the year 2009 our financial costs increased by 8 093 thousand PLN, or 59,3%, to 47 280 thousand PLN.

The rise in the financial costs of the Kofola Holding a.s. Group by 6 536 thousand PLN was caused by an increase in foreign exchange losses. In the period of six months ended 30 June 2009 we recognized a net loss in the amount of 669 thousand PLN on the valuation of a cash flow hedge. The foreign exchange losses were caused by a significant weakening of the Polish zloty and the Czech crown to the euro.

### **Income tax**

In the period of six months ended 30 June 2009 we recorded income tax in the amount of 8 429 thousand PLN compared to 2 997 thousand PLN in the same period of the year 2008. This increase was caused primarily by the recognition in the 1<sup>st</sup> half of the year 2008 by Kofola a.s. (Czech Republic) of a higher deferred income tax asset to take advantage of an investment credit making it possible to lower the amount of income tax in exchange for a specified amount of investment expenditures, as well as by the disclosure in the 1<sup>st</sup> half of the year 2009 of a deferred tax on a dividend received from Megapack, which was excluded from financial revenue as part of consolidation adjustments.

### **Net profit for the period**

The consolidated net profit for the 1<sup>st</sup> half of 2009 amounted to 11 287 thousand PLN, of which 8 726 thousand PLN corresponds to the holding company's shareholders, compared to a profit of 21 922 thousand PLN in the same period of the year 2008. The drop was caused primarily by a decrease in gross profit due to higher foreign exchange losses and higher income tax.

### **Assets**

At the end of June 2009 the Group's fixed assets equaled 1 021 176 thousand PLN. Compared to 31 December 2008 the value of fixed assets increased by 39 383 thousand PLN (4%). The biggest growth was recorded in tangible fixed assets, whose value increased by 31 776 thousand PLN, or 5,2%, compared to December 2008. This rise is the result of investment spending incurred for production assets in order to maintain existing growth. In particular this pertained to the companies Kofola a.s. (Slovakia) and Kofola a.s. (Czech Republic). Tangible fixed assets constitute 65,3% of total assets (compared to nearly 68% at the end of the year 2008).

Goodwill was created as a result of the merger of the HOOP S.A. Group with the Kofola SPV Sp. z o.o. Group and includes the goodwill of the Megapack Group. Intangible assets consist primarily of trademarks.

Financial assets available for sale, totaling 12 495 thousand PLN, consist of shares of the company BOMI.

As at 30 June 2009 the Group's current assets amounted to 542 439 thousand PLN. They consisted primarily of: trade and other receivables – 60% of current assets, and inventory – 30%. Compared to the end of December 2008, the value of current assets increased by 81 407 thousand PLN (where the greatest growth was recorded in inventory – by 48 485 thousand PLN, and in trade receivables – by 30 378 thousand PLN). On the other hand, the value of cash and cash equivalents fell by 17 547 thousand PLN compared to December 2008. The rise in inventory was caused by a higher level of inventory reserves, which are to ensure continuity of sales in the high season.

Compared to the end of June 2008 the value of current assets went down by 79 473 thousand PLN. The greatest drop is visible in trade receivables.

## Liabilities

As at 30 June 2009 the Group's liabilities (long- and short-term together) amounted to 1 043 791 thousand PLN, which constitutes an increase by 123 779 thousand PLN (or 13,45%) compared to the end of December 2008. The rise in liabilities was caused primarily by an increase in trade and other payables (by 90 865 thousand PLN, or 32%) caused by higher purchases of raw materials in order to have more inventory before the high season.

Other financial liabilities consist primarily of declared dividend payables in the amount of 16 750 thousand PLN, as well as 1 740 thousand PLN in payables arising out of derivative financial instruments and hedge accounting.

The debt ratio (short- and long-term liabilities to total assets) amounted to 66,8% as at 30 June 2009 (63,8% at the end of December 2008). The Group's consolidated net debt calculated as total long- and short-term liabilities relating to credits, loans and other debt instruments plus overdraft accounts less cash and cash equivalents amounted to 481 205 thousand PLN as at 30 June 2009 after increasing by 25 614 thousand PLN compared to the end of December 2008. The current ratio, calculated as the ratio of total current assets to total short-term liabilities amounted to 0,7 as at 30 June 2009 (0,7 at the end of 2008), whilst the quick ratio equaled 0,5 (0,5 at the end of 2008).

### 5.4 The holding company's Board of Directors and Supervisory Boards

As at 30 June 2009 the holding company's Board of Directors comprised:

- Mr. Jannis Samaras – Chairman of the Board of Directors,
- Ms. Simona Nováková – Member of the Board of Directors,
- Mr. Martin Mateáš – Member of the Board of Directors,
- Mr. Tomáš Jendřejek – Member of the Board of Directors,
- Mr. René Musila – Member of the Board of Directors.

No changes were made in the composition of the holding company's Board of Directors prior to the publication of these financial statements.

As at 30 June 2009 the Supervisory Board comprised:

- Mr. Ireneusz Stolarski – Chairman,
- Mr. Jacek Woźniak – Vice-Chairman,
- Mr. Dariusz Prończuk,
- Mr. Raimondo Eggink,
- Mr. Martin Dokoupil
- Mr. Anthony Brown

No changes were made in the composition of the holding company's Supervisory Board prior to the publication of these financial statements.

### 5.5 The Management's standpoint on the feasibility of realizing previously published profit/loss forecasts for a given year, in view of the results presented in the quarterly report compared to the forecast results

The Group published no financial result forecasts for the year 2009.

### 5.6 The holding company's shareholding structure – information about shareholders holding at least 5% of votes at General Shareholders Meeting

According to the information held by the Company as at the date of submission of its financial statements for the 1st half of 2009, i.e. as at 31 August 2009, the following hold at least 5% of the total number of votes at a General Shareholders Meeting of KOFOLA S.A.:

#### KSM Investment S.A.

13 395 373 shares, or 51,18% of the share capital of KOFOLA S.A.

13 395 373 votes, or 51,18% of total votes at GSM of KOFOLA S.A.

#### CEG GROUP S. a r.l. with its registered office Luxembourg

11 283 153 shares, or 43,11% of the share capital of KOFOLA S.A.

11 283 153 votes, or 43,11% of total votes at GSM of KOFOLA S.A.

### Changes in the ownership of major KOFOLA S.A. share packages in the period since the previous quarterly report

According to the Group's information, no changes have been made in the ownership of major share packages since the submission of the previous quarterly report.

SHARE CAPITAL STRUCTURE			
Name of entity	Share capital (value)	% in share capital	% in voting power
KSM Investment S.A.	13 395 373	51,18%	51,18%
CED GROUP S. a r.l.	11 283 153	43,11%	43,11%
Other	1 494 076	5,71%	5,71%
<b>Total</b>	<b>26 172 602</b>	<b>100,00%</b>	<b>100,00%</b>

### 5.7 Statement of changes in the ownership of KOFOLA S.A. shares or rights to such shares (options) by management and supervisory staff

According to the information held by the Company as at the date of submission of its financial statements for the 1st half of 2009, no changes have been made compared to the end of the year 2008 in the ownership of KOFOLA S.A. shares by its management and supervisory staff.

Shareholder	Number of shares		% of share capital		Votes at GSM	
	31.8.2009	15.5.2009	31.8.2009	15.5.2009	31.8.2009	15.5.2009
<b>René Musila</b>	687 709	687 709	2,63%	2,63%	2,63%	2,63%
<b>Tomáš Jendřejek</b>	687 660	687 660	2,63%	2,63%	2,63%	2,63%

### 5.8 Ongoing proceedings before courts, arbitration authorities or public administration authorities

KOFOLA S.A. is a party in the bankruptcy proceeding of the entity Fructo-Maj. On 6 August 2007, HOOP S.A. concluded an engagement letter with Fructo-Maj Sp. z o.o., in which it expressed its interest in investing in Fructo-Maj for the purposes of its financial restructuring and enabling the payment of debts. As part of realizing this agreement HOOP S.A. acquired Fructo-Maj's debts, among others concluded a debt assignment agreement with Kredyt Bank S.A., based on which Kredyt Bank S.A. transferred onto HOOP S.A. all the debt from a credit agreement, which as at 30 June 2009 amounts to 9 876 thousand PLN and is presented in the financial statements of KOFOLA S.A. as short-term credit payables due by 30 November 2009, and as receivables from the company Fructo-Maj. The total value of the receivables from Fructo-Maj relating to the acquired debt is 18 876 thousand, the balance sheet value of this item, after revaluation, is 12 881 thousand PLN. The receivables are secured with mortgages on all of the significant real properties of Fructo-Maj, and with a registered pledge on the entity's movables.

Fructo-Maj was declared bankrupt in a decision issued on 27 September 2007, and then based on a decision issued on 24 June 2008 the type of proceedings was changed from an arrangement to a liquidation proceeding. KOFOLA S.A. has its representative in the Committee of Creditors of Fructo-Maj Sp. z o.o. The Board believes that given the current state of affairs and type of collateral, no revaluation is needed with regard to the assets associated with Fructo-Maj compared to that performed as at 31 December 2008.

Except for the matter described above, the companies of the KOFOLA S.A. Group are not involved in any other cases (disputes), which could have a material effect on the Group's financial position.

### 5.9 Information on the conclusion by the issuer or its subsidiary of one or several transactions with related parties, if the value of such transactions (total value of all transactions concluded in the period since the beginning of the financial year) exceeds the Polish zloty equivalent of 500.000 euro – if these are not typical or routine transactions concluded on market terms as part of the Group, and their nature and terms arise out of current operating activities conducted by the issuer or its subsidiary

In June 2009 Kofola S.A. granted a loan to its subsidiary Kofola Holding a.s. in the amount of 55 876 thousand CZK, the value of which as at 30 June 2009 is 9 769 thousand PLN. The loan is short-term and has been granted on an arm's length basis.

**5.10 Information on the granting by the issuer or its subsidiary of credit or loan guarantees or sureties – to an entity or its subsidiary, if the total value of existing guarantees or sureties constitutes the equivalent of at least 10% of the issuer's equity**

Entity providing guarantees/Sureties	Entity receiving guarantees/Sureties	Credit value on balance sheet day which were subject to guarantee/sureties		The period for providing guarantees/sureties	The entity for which liabilities guarantees/sureties were provided	Kind of relationship
		in currency	in PLN			
Kofola Holding a.s., CR	ABN AMRO	6 608 T EUR	29 546	12/2009	Kofola Sp.z o.o., PL	subsidiary
Kofola a.s., CR	Unicredit	11 391 T EUR	50 931	6/2012	Kofola a.s., SR	related party
KOFOLA S.A.	CitiBank Handlowy	42 000 T PLN	42 000	9/2010	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	CitiBank Handlowy	10 320 T PLN	10 320	7/2011	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	CitiBank Handlowy	18 000 T PLN	18 000	6/2012	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	CitiBank Handlowy	1 800 T PLN	1 800	10/2010	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	PeKaO S.A.	15 000 T PLN	15 000	3/2013	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	PeKaO S.A.	15 000 T PLN	15 000	3/2013	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	Bank BGŻ	7 500 T PLN	7 500	3/2019	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	Raiffeisen Bank Polska S.A.	30 000 T PLN	30 000	3/2010	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	Deutsche Leasing *	23 073 T PLN	23 073	2/2014	Hoop Polska Sp. z o.o.	subsidiary
KOFOLA S.A.	ING Commercial Finance	20 000 T PLN	20 000	until termination of agreement – agreement for unspecified time	Hoop Polska Sp. z o.o.	subsidiary
Hoop Polska Sp. z o.o.	Kofola Sp. z o.o.	1 335 T PLN	1 335	6/2010	-	related party
		<b>264 505</b>		<b>ths. PLN</b>		

In the reporting period the companies of the KOFOLA S.A. Group received no remuneration for guaranteeing the liabilities of other Group companies.



### 5.11 Indication of factors that will have an effect on the KOFOLA S.A. Group's results over the period of at least the next quarter

In the upcoming quarters of the year 2009 the Group's results will be greatly affected by the exchange rates of PLN and CZK to EUR. The Group's sales revenues are expressed primarily in Polish zlotys, Czech crowns and euros (in Slovakia), whilst a large portion of its purchases is made in euro. A EURO that is strong with respect to the PLN and CZK generates high realized and unrealized foreign exchange losses, mainly on the credits, loans and leases expressed in EUR. In addition, a high EUR increases the prices of the majority of the materials used in the production of beverages, including such basic components as sugar and moulds used in the production of PET bottles. The Group's currency risk management policy is to cover known risks in a cost effective manner. Based on an assessment of the currency risk, the Group acquires derivative financial instruments in order to properly manage this risk. In order to protect against it, the Group uses foreign currency options and forward contracts.

In the long-term, the Group's results will be affected by the realization of the strategic goals set for the years 2009 – 2012. The primary strategic goal for the years 2009–2012 is to increase the Group's value. This goal will be realized by growing the current portfolio of non-alcoholic beverages, as well as increasing the portfolio of brands through possible acquisitions. To achieve these strategic goals the Group has decided to implement a new marketing strategy, improve communications with its clients and the market, and to concentrate the Polish portfolio around 6 key brands: Hoop Cola, Arctic, Paola, Jupik, Jupi and R20. In addition, the Group also realizes at its main companies a project aimed at improving working capital management.

Geographically, the Group plans to focus on the Czech, Slovak and Polish markets, i.e. the markets where the Group's position is currently the strongest. Each of these markets will have a separate team responsible for the preparation and realization of the planned marketing, sale and production activities. In addition, the KOFOLA Group intends to strengthen its position in selected non-alcoholic beverages segments, with special attention given to colas, fruit drinks and syrups.

### 5.12 Seasonal and cyclical nature of the operations of the KOFOLA S.A. Group

Seasonality, associated with periodic deviations in demand and supply, is of certain significance in the shaping of the Group's general sales trends. Beverage sales peak in the 2<sup>nd</sup> and 3<sup>rd</sup> quarter of the year. This is caused by increased drink consumption in the spring and summer months. In the year ended 31 December 2008, approximately 21% of revenue from the sale of finished products and services was earned in the 1<sup>st</sup> quarter, with 29%, 27% and 23% of total annual revenues earned in the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> quarters, respectively – including the revenues of the HOOP S.A. Group until the merger.

### 5.13 Key financial ratios

The Group manages equity in order to maintain its ability to continue as a going concern while being able to realize planned investments, so that it may generate returns for its shareholders and benefits for its other stakeholders.

The capital employed ratio is calculated as the sum of equity and long-term liabilities.

	<b>30.6.2009</b>	<b>30.6.2008</b>
Sales	747 555	385 309
Capital employed	798 511	782 273
Operating profit	40 192	27 997
Plus: depreciation	53 041	30 120
<b>EBIDTA</b>	<b>93 233</b>	<b>58 117</b>
<b>EBITDA/Sales (%)</b>	<b>12,47%</b>	<b>15,08%</b>
<b>EBITDA/Capital employed (%)</b>	<b>11,67%</b>	<b>7,43%</b>

### 5.14 Information about the issue of securities

As a result of the merger of KOFOLA S.A. with the subsidiaries PPWM Woda Grodziska and Paola, the share capital of KOFOLA S.A. was raised from 26 171 918 PLN by 684 PLN to the amount of 26 172 602 PLN through the issue of 684 ordinary bearer's G series shares with a nominal value of 1 PLN per share ("G series shares"). As a result of the merger, the share capital of KOFOLA S.A. amounts to 26 172 602 PLN and consists of 26 172 602 shares entitling to 26 172 602 votes at General Shareholders Meeting.

**5.15 Events that occurred after the preparation of interim financial data, which have not been included in these data, but could have a significant effect on the future results of the KOFOLA S.A. Group**

On 16 July 2009 contingent agreements were signed for the sale of shares of Maxpol Sp. z o.o. by KOFOLA S.A. to Lobo Sp. z o.o. and to Mirex Sp. z o.o. KOFOLA S.A. undertook that within 14 days of the conclusion of the agreement it will acquire from Hoop Polska Sp. z o.o. the debts owed by Hoop Polska from Maxpol Sp. z o.o. in the amount of 15 833 909,49 PLN, and next KOFOLA S.A. within no more than 21 days of the conclusion of the agreement will pass a resolution amending the articles of association and raising the share capital of Maxpol by 1 301 500 PLN. The sale of the shares of Maxpol to Lobo Sp. z o.o. and to Mirex Sp. z o.o. will only be performed once the conditions specified in the agreements are fulfilled.

On 17 July 2009 KOFOLA S.A. concluded with Hoop Polska Sp. z o.o. an agreement for the assignment of payable and undisputed debts from Maxpol in the amount of 15 833 909,49 PLN. The Extraordinary Shareholders Meeting of Maxpol increased the company's share capital from 3 699 000 PLN to 5 000 500 PLN and decided that the newly created shares in the increased share capital would be taken up in their entirety by KOFOLA S.A. and covered with a cash contribution in the amount of 15 878 671 PLN, whilst the excess over the nominal value of the shares in the amount of 14 577 171 PLN will be transferred to the Company's reserve capital.

On 5 August 2009, as part of the Group's planned strategy, a production optimization process was implemented at Hoop Polska Sp. z o.o., which is a consequence of the merger of Kofola and Hoop.

The Group's Management made a decision to implement the plan for optimizing and concentrating production in order to increase efficiency. The process will help the Group achieve its strategic goals and in the long-term – reach the position of leader on the Central-Eastern Europe market, with regard to not only profitability, but also efficiency and innovation.

The Company plans to continue the development and growth of its key brands on the non-alcoholic beverages market. Currently the portfolio of Hoop Polska includes: Hoop Cola, the Jupi fruit drinks line, Paola syrups, the Jupik and Jupik Aqua children's drinks, Arctic mineral water and the R20 energy drink. The company also manufactures private label drinks – for external companies, mainly large store chains.

As part of the reorganization, the Group's Management decided to concentrate production and relocate the production line from Tychy to Kutno, and to close the plant in Tychy – one of the eight plants belonging to the KOFOLA S.A. Group.

As a result of closing the plant Hoop Polska will dismiss 162 people. Those employees have been offered relocation and outplacement opportunities.

The closing of the Tychy plant will allow the company to reduce expenses, which are now incurred separately for two plants. This will reduce the engagement of capital in fixed assets, and at the same time increase flexibility in the direct management of production costs, and bring the benefits of the scale effect. The changes will make it possible to realize the company's business goals.

**SIGNATURES OF THE COMPANY'S REPRESENTATIVES:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Jannis Samaras</b> <i>name and surname</i>	<b>Chairman of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	--	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Simona Nováková</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Martin Mateáš</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>René Musila</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Tomáš Jendřejek</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

**SIGNATURE OF PERSON RESPONSIBLE FOR BOOKKEEPING:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Katarzyna Balcerowicz</b> <i>name and surname</i>	<b>Chief Accountant</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

***Document signed on the Polish original.***

## 6 Semi-annual condensed separate financial statements KOFOLA S.A.

### 6.1 Separate income statement

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Note	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Continuing operations</b>			
Revenue from the sale of finished products and services		867	644
Revenue from the sales of goods and materials		56	29
Revenue		923	673
Cost of products and services sold	9.2	(606)	(452)
Cost of goods and materials sold	9.2	(70)	(28)
Total cost of sales		(676)	(480)
<b>Gross profit</b>		<b>247</b>	<b>193</b>
Selling, marketing and distribution costs	9.2	(425)	(174)
Administrative costs	9.2	(1 955)	(811)
Other operating income		1 087	9
Other operating expenses		(100)	(4)
<b>Operating result</b>		<b>(1 146)</b>	<b>(787)</b>
Financial income	9.3	28 286	7 745
Financial expense	9.4	(517)	(82)
<b>Profit before tax</b>		<b>26 623</b>	<b>6 876</b>
Income tax		(5 296)	(1 438)
<b>Net profit on continued activity</b>		<b>21 327</b>	<b>5 438</b>
<b>Discontinued activity</b>			
Net profit on discontinued activity		-	-
<b>Net profit for the financial year</b>		<b>21 327</b>	<b>5 438</b>
<b>Earnings per share (in PLN)</b>			
- basic per period		0,81	0,36
- basic on continued activity		0,81	0,36
- diluted per period		0,81	0,36
- diluted on continued activity		0,81	0,36

### 6.2 Separate statement of comprehensive income

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Note	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Profit for the period</b>		<b>21 327</b>	<b>5 438</b>
<b>Other comprehensive income:</b>			
Fair value gains on available-for-sale financial assets		2 830	-
Other		(165)	-
Income tax relating to components of other comprehensive income (-)		(538)	-
<b>Other comprehensive income for the period (net)</b>		<b>2 127</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>23 454</b>	<b>5 438</b>

**6.3 Separate balance sheet**

as at 30 June 2009, 31 December 2008 and 30 June 2008.

	Note	30.6.2009	31.12.2008	30.6.2008
<b>ASSETS</b>				
<b>Fixed assets</b>				
Tangible fixed assets		879	582	1 308
Goodwill	9.10	13 767	13 767	13 767
Intangible fixed assets		192	-	-
Investment in subsidiaries and associates		853 845	855 135	855 134
Financial assets available for sale		12 495	9 664	20 805
Loans granted to subsidiaries		138 621	121 313	104 533
Deferred tax assets		102	8 421	9 531
<b>Current assets</b>				
Inventories		-	389	4 583
Trade receivables and other receivables		16 812	30 214	34 614
Income tax receivables		1 075	-	-
Cash and cash equivalents		245	1 894	5 969
Loans granted to subsidiaries	9.5	9 769	-	-
<b>TOTAL ASSETS</b>		<b>1 047 802</b>	<b>1 041 379</b>	<b>1 050 244</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Equity</b>				
Share capital	6.5	26 173	26 172	26 172
Other capital	6.5	868 624	866 260	875 284
Retained earnings	6.5	21 431	17 091	5 541
<b>Total equity</b>		<b>916 228</b>	<b>909 523</b>	<b>906 997</b>
<b>Long-term liabilities</b>				
Bank credits and loans	9.6	-	-	9 876
Reserves		14	14	24
Deferred tax reserve		57 701	60 189	60 189
<b>Short-term liabilities</b>		<b>73 859</b>	<b>71 653</b>	<b>73 158</b>
Bank credits and loans	9.6	9 957	24 200	14 611
Trade liabilities and other liabilities		13 676	13 977	25 631
Income tax liabilities		-	-	-
Other financial liabilities	9.8	16 750	-	-
Reserves		33 476	33 476	32 916
<b>Total Liabilities</b>		<b>131 574</b>	<b>131 856</b>	<b>143 247</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>1 047 802</b>	<b>1 041 379</b>	<b>1 050 244</b>

**6.4 Separate cash flow statement**

for the half-year ended 30 June 2009 and half-year ended 30 June 2008.

	Nota	1.1.2009 - 30.6.2009	1.1.2008 - 30.6.2008
<b>Cash flow on operating activity</b>			
Gross profit (loss)		26 623	6 876
Adjustments for the following items:			
Depreciation	9.2	163	45
Net interest and dividends (+/-)	9.3,9.4	(13 974)	(3 870)
Profit (loss) on investment activity		(12 691)	(3 783)
Change in the balance of receivables		(1 397)	3 347
Change in the balance of inventories		389	328
Change in the balance of liabilities		(302)	1 474
Change in the balance of reserves		-	-
Settlement of merger with Woda Grodziska and Paola		753	-
Income tax paid (-)		-	-
Other		81	-
<b>Net cash flow on operating activity</b>		<b>(355)</b>	<b>4 417</b>
<b>Cash flow on investing activity</b>			
Sale of intangible assets and fixed assets (+)		-	-
Purchase of intangible assets and fixed assets (-)		(281)	-
Loans granted		(9 700)	-
Dividends and interest received (+)		9 676	-
Other investment income – funds earned on merger with HOOP S.A.		-	1 502
<b>Net cash flow on investing activity</b>		<b>(305)</b>	<b>1 502</b>
<b>Cash flow on financial activity</b>			
Repayment of loans and bank credits (-)		(600)	-
Interest paid (-)	9.4	(389)	-
<b>Net cash flow on financing activity</b>		<b>(989)</b>	<b>-</b>
Total net cash flow		(1 649)	5 919
<b>Cash at the beginning of the period</b>		<b>1 894</b>	<b>50</b>
<b>Cash at the end of the period</b>		<b>245</b>	<b>5 969</b>
Cash with limited ability to use		-	-

**6.5 Separate statement of changes in equity**

for the half-year ended 30 June 2009, for the year ended 31 December 2008 and for the half-year ended 30 June 2008.

	Note	Share capital	Other capital	Retained earnings	Total equity
<b>As at 1.1.2008</b>		<b>13 311</b>	<b>521 665</b>	<b>104</b>	<b>535 080</b>
Profit for the period		-	-	5 438	5 438
Other comprehensive income:					
Fair value gains on available-for-sale financial assets		-	-	-	-
Other		-	-	-	-
<b>Other comprehensive income for the period</b>		-	-	-	-
Merger with HOOP S.A.	9.10	12 861	353 619	-	366 480
<b>As at 30.6.2008</b>		<b>26 172</b>	<b>875 284</b>	<b>5 541</b>	<b>906 997</b>
<b>As at 1.1.2008</b>		<b>13 311</b>	<b>521 665</b>	<b>104</b>	<b>535 080</b>
Profit for the period		-	-	16 987	16 987
Other comprehensive income:					
Fair value gains on available-for-sale financial assets		-	(9 024)	-	(9 024)
Other		-	-	-	-
<b>Other comprehensive income for the period</b>		-	<b>(9 024)</b>	-	<b>(9 024)</b>
Merger with HOOP S.A.	9.10	12 861	353 619	-	366 480
<b>As at 31.12.2008</b>		<b>26 172</b>	<b>866 260</b>	<b>17 091</b>	<b>909 523</b>
<b>As at 1.1.2009</b>		<b>26 172</b>	<b>866 260</b>	<b>17 091</b>	<b>909 523</b>
Increase of share capital		1	-	-	1
Profit for the period		-	-	21 327	21 327
Other comprehensive income:					
Fair value gains on available-for-sale financial assets		-	2 830	-	2 830
Other		-	(165)	-	(165)
Income tax relating to components of other comprehensive income		-	(538)	-	(538)
<b>Other comprehensive income for the period</b>		-	<b>2 127</b>	-	<b>2 127</b>
Dividend payment	9.8	-	-	(16 750)	(16 750)
Profit distribution		-	237	(237)	-
<b>As at 30.6.2009</b>		<b>26 173</b>	<b>868 624</b>	<b>21 431</b>	<b>916 228</b>

## 7 General information

Company information:

Name: KOFOLA Spółka Akcyjna [joint-stock company] ("the Company")

Until 30 May 2008 KOFOLA SPV Sp. z o.o., from 31 May 2008 to 23 December 2008 KOFOLA-HOOP S.A

Registered office: ul. Jana Olbrachta 94, 01-102 Warszawa

Main areas of activity: the activities of head offices and holdings, excluding financial holdings (PKD 2007) 7010Z (the activities of holdings in accordance with PKD 2004). The classification of the Warsaw Stock Exchange places the Company in the food sector.

Registration court: the Regional Court for the capital city of Warsaw, XII Business Division of the National Court Register, KRS 0000134518.

Until 31 March 2009 the Company had the status of a protected labor entity granted based on decision No. D/01803 issued by the Government's Plenipotentiary for Disabled Persons on 1 December 1997.

The Company has been formed for an unspecified time.

The standalone financial statements cover the half-year ended 30 June 2009, and include comparatives for the year ended 31 December 2008 and for the half-year ended 30 June 2008.

The presented financial statements are the first financial statements of KOFOLA S.A. that take into account the final settlement of the merger of Kofola SPV Sp. z o.o. with HOOP S.A. in the form of a reverse acquisition (note 9.10).

The merger of the companies HOOP S.A. (the holding company of the HOOP Group) and Kofola SPV Sp. z o.o. (the holding company of the Kofola SPV Group) was registered on 30 May 2008. As a result of this transaction the shareholders of Kofola SPV Sp. z o. o. – the formal acquiree – obtained control over the Hoop S.A. Group. In such cases, in accordance with the provisions of paragraph 21 of IFRS 3 "Business Combinations" and Appendix B to IFRS 3, a reverse acquisition takes place. This means that from an economic standpoint the acquirer is Kofola SPV Sp. z o.o. As the acquisition of the Hoop S.A. Group was settled using the reverse acquisition method, continued in the financial statements of the Issuer's group are the financial statements of the entity that was the acquiree from a legal standpoint, which was Kofola SPV Sp. z o.o., i.e. the acquirer from an economic standpoint. Therefore the following comparatives presented in the present financial statements:

- the income statement and the statement of comprehensive income for the half-year ended 30 June 2008
- the balance sheet as at 31 December 2008 and as at 30 June 2008
- the cash flow statement for the half-year ended 30 June 2008
- the statement of changes in shareholders' equity for the year ended 31 December 2008 and the half-year ended 30 June 2008

reflect the financial transactions of Kofola SPV Sp. z o.o. performed in the period from 1 January 2008 to 30 May 2008 and the financial transactions of the merged KOFOLA S.A. in the period from 31 May to 30 June 2008, as well as the financial position of the merged KOFOLA S.A. as at 31 December 2008 and as at 30 June 2008.



## 8 Information about the methods used to prepare the semi-annual condensed separate financial statements of KOFOLA S.A.

### 8.1 Basis for the preparation of the semi-annual condensed separate financial statements

The presented semi-annual condensed separate financial statements have been prepared in accordance with the historical cost method, with the exception of the financial instruments, assets, liabilities and contingent liabilities of the entity that was the acquiree from an accounting standpoint, which was stated at fair value.

The semi-annual condensed separate financial statements are presented in Polish zlotys ("PLN"), and all values, unless stated otherwise, are listed in PLN thousands.

### 8.2 Statement of compliance

The present semi-annual condensed separate financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") approved by the E.U. IFRS consist of standards and interpretations approved by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

### 8.3 Functional currency and presentation currency

The Polish zloty is the functional currency of the company and the presentation currency of the present semi-annual condensed separate financial statements.

### 8.4 Translation of amounts expressed in foreign currencies

Transactions expressed in currencies other the Polish zloty are translated into the Polish zloty using the exchange rate as at the date of the transaction.

Financial assets and liabilities expressed as at the balance sheet date in currencies other than the Polish zloty are translated into the Polish zloty using the average exchange rate announced for a given currency by the National Bank of Poland for the end of the reporting period. The resulting foreign exchange differences are recognized under financial income (expense).

Non-financial assets and liabilities recognized at historical cost expressed in a foreign currency are listed at the historical rate as at the date of the transaction. Non-financial assets and liabilities recognized at fair value expressed in a foreign currency are translated at the exchange rate as at the date on which they were stated at fair value.

The following rates were used in the balance sheet valuation:

Currency rates at the end of period	30.6.2009	31.12.2008	30.6.2008
USD	3,1733	2,9618	2,1194
EURO	4,4696	4,1724	3,3542
RUB	0,1020	0,1008	0,0906
CZK	0,1727	0,1566	0,1400
Average currency rates, calculated as arithmetical mean of currencies on last day of each month in period	30.6.2009	31.12.2008	30.6.2008
USD	3,3857	2,4115	2,2531
EURO	4,5184	3,5321	3,4776
RUB	0,1016	0,0961	0,0947
CZK	0,1667	0,1411	0,1384

### 8.5 Accounting methods and changes in presentation

The accounting methods based on which the present financial statements have been prepared have not changed compared to the methods used in the standalone financial statements for the year 2008, with the exception of the following balance sheet and cash flow statement presentation changes.

#### Balance sheet

The items which in these financial statements in the comparatives as at 30 June 2008 are presented under "Other financial assets" had in previously published data been presented under "Non-current receivables under security deposits" and "Other non-current assets". "Other receivables", "Prepayments" and "Receivables from the state budget" are now recognized under "Trade receivables and other receivables". "Liabilities to the state budget", "Other liabilities", "Accrued expenses" and "Deferred income" from previously published financial statements are presented in the comparatives of the present financial statements under "Trade liabilities and other liabilities".

Cash flow statement

The change in the value of deferred assets and liabilities (with the exception of deferred income tax assets) presented in the published financial statements for the first half of the year 2008 is recognized in the present financial statements' comparatives as a change in the value of receivables, or a change in the value of liabilities, as per changes in the balance sheet format

**8.6 Approval of financial statements**

The Board of Directors approved the present standalone financial statements for publication on 31 August 2009.

## 9 Notes to the semi-annual condensed separate financial statements of KOFOLA S.A.

### 9.1 Information about operating segments

An operating segment is a component of an entity:

- A) which engages in business activities as a result of which it may earn revenue and incur costs (including revenue and costs associated with transactions with other components of the same entity),
- B) whose results are regularly reviewed by the main body in charge of making operating decisions at the entity, which uses those results to decide on the allocation of resources to the segment and to assess the segment's results, as well as
- C) for which separate financial information is available.

The Company has performed an analysis aimed at identifying potential business segments.

The Group's activities are uniform when it comes to the type of products and services and significant clients and legal environment, and therefore no business segments have been separated.

All of the Company's sales are made on the domestic market.

### 9.2 Expenses by type

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Depreciation of fixed assets and intangible assets (+)	164	45
Employee benefits costs (+)	1 086	382
Consumption of materials and energy (+)	12	17
Services (+)	1 361	685
Taxes and fees (+)	29	-
Property and life insurance (+)	5	-
Costs of development work (+)	-	-
Other costs	10	8
<b>Total expenses by type</b>	<b>2 667</b>	<b>1 137</b>
Change in the balance of products, production in progress, prepayments and accruals (+/-)	319	300
Cost of manufacturing products for the entity's proprietary needs (-)	-	-
<b>Reconciliation of expenses by type to expenses by function</b>	<b>2 986</b>	<b>1 437</b>
Costs of sales, marketing and distribution (+)	425	174
Administrative costs (+)	1 955	811
Cost of products sold (+)	606	452
<b>Total costs of product sold, merchandise and materials, sales costs and overhead costs</b>	<b>2 986</b>	<b>1 437</b>

#### Costs of employee benefits

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Cost of salary (+)	970	329
Social security and other benefits costs (+)	69	6
Reserves costs for pension, jubilee award and other employee benefit (+/-)	47	47
<b>Total costs of employee benefits</b>	<b>1 086</b>	<b>382</b>

**9.3 Financial income**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Financial interest income from:		
- bank deposits (+)	8	-
- on receivables (+)	19	-
- loans (+)	4 668	3 874
Net financial income from realized FX differences (+)	12 725	3 799
Dividends received (+)	10 752	-
Other financial income (+)	114	72
<b>Total financial income</b>	<b>28 286</b>	<b>7 745</b>

**9.4 Financial expense**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Financial interest expense from:		
-credits (+)	503	73
-financial lease (+)	-	-
Net financial losses from realized FX differences (+)	-	-
Other financial expense (+)	14	9
<b>Total financial expense</b>	<b>517</b>	<b>82</b>

**9.5 Loans granted to related parties**

In June 2009 Kofola S.A. granted a loan to its subsidiary Kofola Holding a.s. in the amount of 55 876 thousand CZK, the value of which as at 30 June 2009 is 9 769 thousand PLN. The loan is short-term and has been granted on an arm's length basis.

**9.6 Bank credits and loans**

In the first half of 2009 KOFOLA S.A. repaid 600 thousand PLN worth of credit installments to Kredyt Bank.

The remaining change in the value of credits and loans compared to the end of the year 2008 is the result of a formal transfer of a credit at Raiffeisen Bank to the subsidiary HOOP Polska. The liability was the subject of a contribution in kind made on 1 December 2007, but until the bank's formal consent it was being presented under credits and loans and as short-term receivables from Hoop Polska Sp. z o.o.

**9.7 Changes in reserves and provisions**

	Receivables	Inventories	Tangible assets	Reserves	Other
<b>As at 1.1.2009</b>	<b>13 139</b>	<b>836</b>	<b>800</b>	<b>33 490</b>	-
Increase due to creation (+)	-	-	-	-	-
Decrease due to release and use (-)	(661)	(836)	-	-	-
<b>As at 30.6.2009</b>	<b>12 478</b>	-	<b>800</b>	<b>33 490</b>	-

**9.8 Dividends paid and declared**

	<b>1.1.2009 - 30.6.2009</b>	<b>1.1.2008 - 30.6.2008</b>
Dividends declared in the given period	16 750	-
Dividends on common shares: paid out in the given period	-	-
<b>Dividends declared</b>	<b>16 750</b>	-

The amount of the dividend declared is listed in the present financial statements under other financial liabilities.

**Payment of dividend for the year 2008**

In its Resolution No. 28 the Ordinary General Meeting of KOFOLA S.A. of 30 June 2009 selected to pay out a dividend from the profit generated in the period from 1 January 2008 to 31 December 2008.

In its Resolution No. 28 the Ordinary General Meeting of KOFOLA S.A. of 30 June 2009 selected to distribute the net profit generated by the Company in the period from 1 January 2008 to 31 December 2008, amounting to 16 987 792,06 PLN, in the following manner:

- the amount 16 750 465,28 PLN was designated for the payment of a dividend at 0,64 PLN per share,
- the amount of 237 326,78 PLN was designated to the reserve capital.

The shares of all series (A,B,C,D,E,F,G) will partake in the dividend. The dividend date was set for 30 September 2009, and the dividend payment date for 30 October 2009. The amount of the declared dividend, equal to 16 750 thousand PLN, is presented under short-term liabilities in the "Other financial liabilities" item.

In the reporting period KOFOLA S.A. received a dividend from its subsidiary Megapack in the amount of 9 676 thousand PLN.

### 9.9 Information on transactions with related parties

Presented below are the totals of the transactions concluded in the reporting period with related parties:

<b>Revenues from the sale to related companies</b>	<b>1.1.2009 - 30.6.2009</b>
	revenue from the sales
- to consolidated subsidiaries	602
- to affiliates	-
- to non-consolidated subsidiaries	-
- to the members of key management and supervisory staff	-
- to other related companies	-
<b>Total revenues from the sale to related companies</b>	<b>602</b>

<b>Purchases from related companies</b>	<b>1.1.2009 - 30.6.2009</b>
	purchase of services, merchandise and materials
- from consolidated subsidiaries	645
- from affiliates	-
- from non-consolidated subsidiaries	-
- from the members of key management and supervisory staff	-
- from other related companies	-
<b>Total purchases from related companies</b>	<b>645</b>

<b>Receivables from related companies</b>	<b>30.6.2009</b>	<b>30.6.2008</b>
- from consolidated subsidiaries	150 722	120 943
- from affiliates	-	-
- from non-consolidated subsidiaries	-	-
- from the members of key management and supervisory staff	-	-
- from other related companies	-	-
<b>Total receivables from related companies</b>	<b>150 722</b>	<b>120 943</b>

<b>Liabilities towards related companies</b>	<b>30.6.2009</b>	<b>30.6.2008</b>
- towards consolidated subsidiaries	11 667	14 990
- towards affiliates	4	74
- towards non-consolidated subsidiaries	-	-
- towards the members of key management and supervisory staff	-	-
- towards other related companies	-	-
<b>Total liabilities towards related companies</b>	<b>11 671</b>	<b>15 064</b>

### 9.10 Business combinations

On 30 May 2008 HOOP S.A. merged with Kofola SPV Sp. z o.o. The merged entity adopted the name Kofola-Hoop S.A., presently KOFOLA S.A. As a result of the merger, the share capital of KOFOLA S.A. was raised by 13 083 342 PLN to 26 171 918 PLN, through the issue of 13 083 342 ordinary F series shares with a nominal value of 1 PLN per share.

From a legal standpoint the acquirer was the entity that issued equity instruments – HOOP S.A. However, in accordance with International Financial Reporting Standards (IFRS 3) the primary criteria for deciding which of the entities is the acquirer is its ability to direct the other entity's financial and operating policies. As a result of the above-described business combination, the existing shareholders of Kofola SPV Sp. z o.o. hold the majority of votes in the combined entity's governing bodies and have the actual ability to direct its financial and operating policies. This means that the transaction constituted a reverse acquisition, as in accordance with IFRS 3, the acquirer is the entity that from a legal standpoint was the acquiree, i.e. Kofola SPV Sp. z o.o.

The merger of HOOP S.A. with Kofola SPV Sp. z o.o. was accounted for using acquisition accounting.

On 30 May 2008 the individual assets and liabilities of Kofola SPV Sp. z o.o. (legal acquiree) were added, at book values, to the corresponding assets, liabilities and contingent liabilities of HOOP S.A. (legal acquirer) at their fair values determined as at the day of the business combination.

The settlement of the transaction presented in previously published financial statements was temporary in nature due to the still ongoing process of the valuation of the assets belonging to HOOP S.A. The merger of the companies was registered on 30 May 2008 and in accordance with IFRS 3, the Company could adjust the calculations over a period of 12 months of the date of the merger.

The present financial statements contain the final settlement of the merger and calculation of the goodwill, constituting the excess of the cost of the merger over the fair value of the identifiable assets, liabilities and contingent liabilities. For the purposes of the final settlement, the cost of the merger was determined in accordance with IFRS 3 based on the total fair value of all of the issued capital instruments of the pre-merger legal holding company (share listing of HOOP S.A.), whilst the temporary cost of the merger had been determined based on the value of HOOP S.A. adopted in the merger plan.

The below table compares the values of the main assets and liabilities of HOOP S.A. as at the date of the merger determined on a temporary basis with the fair values determined for the purposes of the final calculation:

	Book value	Fair value
Tangible fixed assets	1 353	1 353
Intangible fixed assets	-	-
Long term financial assets	435 454	437 612
Deferred tax assets	11 456	11 015
Inventories	4 911	4 911
Other assets	52 663	52 663
<b>Total assets</b>	<b>505 837</b>	<b>507 554</b>
Reserves	63 960	93 129
Trade liabilities and other liabilities	58 762	58 762
<b>Total reserves and liabilities</b>	<b>122 722</b>	<b>151 891</b>
Net assets	383 115	355 663
<b>Acquisition costs</b>	<b>534 421</b>	<b>366 480</b>
Additional acquisition costs	-	2 950
<b>Total Acquisition costs</b>	<b>534 421</b>	<b>369 430</b>
<b>Goodwill on acquisition</b>	<b>151 306</b>	<b>13 767</b>

The goodwill presented in these financial statements is by 137 539 thousand PLN lower than that presented as a result of the temporary settlement due to a change in the cost of the merger based on the share listings of HOOP S.A., and due to the inclusion of the results of the final fair value valuations of the assets, liabilities and contingent liabilities of HOOP S.A.

No indications have been identified as at the balance sheet date that the goodwill has been impaired.

The final settlement of the merger changed the comparatives in these financial statements compared to those published previously. The below table shows the effect of the final settlement on previously published comparatives:

	31.12.2008		30.06.2008	
	published financial statements	presented as comparatives	published financial statements	presented as comparatives
Net assets	1 092 696	909 523	1 074 938	906 997
Result for the period	16 987	16 987	5 438	5 438

In accordance with IFRS 3, accumulated profits and other equity items recognized in the presented financial statements constitute the accumulated profits and other equity items of the entity that is the subsidiary from a legal standpoint, i.e. Kofola SPV Sp. z o.o., from immediately prior to the merger. The structure of the merged entity (number and type of issued instruments) reflects the structure of the entity that is the holding company from a legal standpoint. This means that the share capital following the merger amounted to 26 171 918 PLN and reflected the structure of the entity that is the holding company from a legal standpoint, i.e. KOFOLA S.A., including shares issued for the purposes of the merger.

Had the merger occurred at the beginning of the year 2008, the net profit of the Company for the year 2008 would have amounted to 12 246 thousand PLN, and sales revenue to 12 856 thousand PLN.

The presented financial statements constitute a continuation of the financial statements of the entity that is the subsidiary from a legal standpoint – the comparatives presented in these financial statements for the period from the beginning of the year to the date of the merger relate only to the entity that is the acquirer from an economic standpoint, i.e. Kofola SPV Sp. z o.o. Historical financial data of the acquired HOOP S.A. are available at [www.hoop.com.pl](http://www.hoop.com.pl).

Registered on 31 March 2009 was the merger of KOFOLA S.A. with the following subsidiaries subject to consolidation: Przedsiębiorstwo Produkcji Wód Mineralnych "Woda Grodziska" Sp. z o. o. and PAOLA S.A. The merger had no significant effect on the Group's financial statements. It was performed by transferring the entire assets of PPWM Woda Grodziska and PAOLA S.A. to KOFOLA S.A. in exchange for newly issued KOFOLA S.A. shares. As a result of the merger, PPWM Woda Grodziska and Paola ceased to exist. The share capital of KOFOLA S.A. was raised by 684 PLN to the amount of 26 172 602 PLN.

**9.11 Contingent assets and liabilities**

	Contingent asset	Contingent liability
<b>As at 1.1.2009</b>	-	<b>151 478</b>
Increase (+)	-	31 800
Decrease (-)	-	(585)
<b>As at 30.6.2009</b>	-	<b>182 693</b>

The above amount of contingent liabilities consists primarily of off-balance sheet liabilities relating to guarantees and warranties granted by KOFOLA S.A. to companies belonging to the KOFOLA S.A. Group.

**9.12 Significant court cases**

KOFOLA S.A. is a party in the bankruptcy proceeding of the entity Fructo-Maj. On 6 August 2007, HOOP S.A. concluded an engagement letter with Fructo-Maj Sp. z o.o., in which it expressed its interest in investing in Fructo-Maj for the purposes of its financial restructuring and enabling the payment of debts. As part of realizing this agreement HOOP S.A. acquired Fructo-Maj's debts, among others concluded a debt assignment agreement with Kredyt Bank S.A., based on which Kredyt Bank S.A. transferred onto HOOP S.A. all the debt from a credit agreement, which as at 30 June 2009 amounts to 9 876 thousand PLN and is presented in the financial statements of KOFOLA S.A. as short-term credit payables due by 30 November 2009, and as receivables from the company Fructo-Maj. The total value of the receivables from Fructo-Maj relating to the acquired debt is 18 876 thousand, the balance sheet value of this item, after revaluation, is 12 881 thousand PLN. The receivables are secured with mortgages on all of the significant real properties of Fructo-Maj, and with a registered pledge on the entity's movables.

Fructo-Maj was declared bankrupt in a decision issued on 27 September 2007, and then based on a decision issued on 24 June 2008 the type of proceedings was changed from an arrangement to a liquidation proceeding. KOFOLA S.A. has its representative in the Committee of Creditors of Fructo-Maj Sp. z o.o. The Board believes that given the current state of affairs and type of collateral, no revaluation is needed with regard to the assets associated with Fructo-Maj compared to that performed as at 31 December 2008.

Except for the matter described above, the companies of the KOFOLA S.A. Group are not involved in any other cases (disputes), which could have a material effect on the Group's financial position

**9.13 Subsequent events**

On 16 July 2009 contingent agreements were signed for the sale of shares of Maxpol Sp. z o.o. by KOFOLA S.A. to Lobo Sp. z o.o. and to Mirex Sp. z o.o. KOFOLA S.A. undertook that within 14 days of the conclusion of the agreement it will acquire from Hoop Polska Sp. z o.o. the debts owed by Hoop Polska from Maxpol Sp. z o.o. in the amount of 15 833 909,49 PLN, and next KOFOLA S.A. within no more than 21 days of the conclusion of the agreement will pass a resolution amending the articles of association and raising the share capital of Maxpol by 1 301 500 PLN. The sale of the shares of Maxpol to Lobo Sp. z o.o. and to Mirex Sp. z o.o. will only be performed once the conditions specified in the agreements are fulfilled.

On 17 July 2009 KOFOLA S.A. concluded with Hoop Polska Sp. z o.o. an agreement for the assignment of payable and undisputed debts from Maxpol in the amount of 15 833 909,49 PLN. The Extraordinary Shareholders Meeting of Maxpol increased the company's share capital from 3 699 000 PLN to 5 000 500 PLN and decided that the newly created shares in the increased share capital would be taken up in their entirety by KOFOLA S.A. and covered with a cash contribution in the amount of 15 878 671 PLN, whilst the excess over the nominal value of the shares in the amount of 14 577 171 PLN will be transferred to the Company's reserve capital.

**SIGNATURES OF THE COMPANY'S REPRESENTATIVES:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Jannis Samaras</b> <i>name and surname</i>	<b>Chairman of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	--	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Simona Nováková</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Martin Mateáš</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>René Musila</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

<b>31.08.2009 r.</b> <i>date</i>	<b>Tomáš Jendřejek</b> <i>name and surname</i>	<b>Member of the Board of Directors</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

**SIGNATURE OF PERSON RESPONSIBLE FOR BOOKKEEPING:**

<b>31.08.2009 r.</b> <i>date</i>	<b>Katarzyna Balcerowicz</b> <i>name and surname</i>	<b>Chief Accountant</b> <i>position</i>	..... <i>signature</i>
-------------------------------------	---	--	---------------------------

***Document signed on the Polish original.***



## 10 The Directors' Report on the activities of KOFOLA S.A.

### 10.1 The Group's structure and changes therein in the reporting period.

The Company is the holding company of the KOFOLA S.A. Group ("the Group") and prepares consolidated financial statements.

As at 30 June 2009 the Group comprised the following entities:

The holding company – **KOFOLA S.A.** with its registered office in Warsaw, 01-102, ul. Jana Olbrachta 94, formed as a result of the 30 May 2008 merger of HOOP S.A and Kofola SPV Sp. z o.o. Effective with the merger's registration, the name HOOP S.A. was changed to Kofola - HOOP S.A. At this time the Company's functions consist primarily of management and control of all of the entities belonging to the KOFOLA S.A. Group.

The subsidiary **Hoop Polska Sp. z o.o.** with its registered office in Warsaw, 01-102, ul. Jana Olbrachta 94, of which KOFOLA S.A. holds 100%.

The subsidiary **Kofola Holding a.s.** The company Kofola Holding A.S. is a direct subsidiary, which is the holding company of the Kofola Holding a.s. Group, with its registered office in Ostrava, Nad Porubkou 2278/31A, 708 00 Ostrava - Poruba, CZECH REPUBLIC, of which KOFOLA S.A. holds 100%.

The Kofola Holding a.s. Group comprises the following entities:

- Kofola Holding a.s. – the holding company – registered in the Czech Republic, performing management and control of the other entities comprising the KOFOLA S.A. Group.
- Kofola a.s. (CZ) – a company registered in the Czech Republic, with main activities consisting of the production and distribution of beverages on the territory of the Czech Republic.
- Kofola Zrt. (HU) – a company registered in Hungary, which is liquidation.
- Kofola a.s. (SK) – a company registered in Slovakia, with main activities consisting of the production and distribution of beverages on the territory of Slovakia.
- Kofola Sp. z o.o. – a company registered in Poland, with main activities consisting of renting out the production plant in Kutno to the company Hoop Polska Sp. z o.o., which conducts its production there.
- Santa-Trans s.r.o. (CZ) – a company registered in the Czech Republic, with main activities consisting of road cargo transport.
- Santa-Trans.SK s.r.o. (SK) – a company registered in Slovakia, with main activities consisting of road cargo transport.
- KLIMO s.r.o. – a company registered in the Czech Republic. In 2007 it distributed beverages on the Czech market. No operating activities since the beginning of 2008.

The subsidiary **Megapack Group**, with its holding company OOO Megapack with its registered office in Promozno, Widnoje, Leninskiy District, Moscow Region, the Russian Federation, of which KOFOLA S.A. holds 50%. The activities of the Megapack Sp. z o.o. Group is the provision of services consisting of bottling beverages, production of own beverages, including under the HOOP and Arctic trademark, as well as their distribution on the territory of the Russian Federation.

The subsidiary **Pomorskie Centrum Dystrybucji HOOP Sp. z o.o.** with its registered office in Koszalin, 75-209, ul. BoWiD 9e, of which KOFOLA S.A. holds 75% of votes at Shareholders Meeting. The activities of PCD HOOP Sp. z o.o. consist of the wholesale of beverages.

The subsidiary **Bobmark International Sp. z o.o.** with its registered office in Warsaw, of which KOFOLA S.A. holds 100%. The activities of Bobmark International Sp. z o.o. consist of the wholesale of beverages.

The subsidiary **Maxpol Sp. z o.o.** with its registered office in Sufczyn, of which KOFOLA S.A. holds 100%. The activities of Maxpol Sp. z o.o. consist primarily of the wholesale of beverages.

The co-subsidiary **Transport – Spedycja – Handel - Sulich Sp. z o. o.** with its registered office in Bielsk Podlaski. The company's activities consist of road transport of cargo.

Registered on 31 March 2009 was the merger of the subsidiaries PPWM Woda Grodziska Sp. z o.o. and PAOLA S.A. with the holding company KOFOLA S.A.

### 10.2 The Board of Directors and Supervisory Boards of KOFOLA S.A.

As at 30 June 2009 the Company's Board of Directors comprised:

- Mr. Jannis Samaras – Chairman of the Board of Directors,
- Ms. Simona Nováková – Member of the Board of Directors,
- Mr. Martin Mateáš – Member of the Board of Directors,
- Mr. Tomáš Jendřejek – Member of the Board of Directors,
- Mr. René Musila – Member of the Board of Directors.

No changes were made in the composition of the Company's Board of Directors prior to the publication of these financial statements.

As at 30 June 2009 the Supervisory Board comprised:

- Mr. Ireneusz Stolarski – Chairman,
- Mr. Jacek Woźniak – Vice-Chairman,
- Mr. Dariusz Prończuk,
- Mr. Raimondo Eggink,
- Mr. Martin Dokoupil,
- Mr. Anthony Brown.

No changes were made in the composition of the Company's Supervisory Board prior to the publication of these financial statements.

### 10.3 The Management's standpoint on the feasibility of realizing previously published profit/loss forecasts for a given year, in view of the results presented in the quarterly report compared to the forecast results

The Company published no financial result forecasts for the year 2009.

### 10.4 The Company's shareholding structure – information about shareholders holding at least 5% of votes at General Shareholders Meeting

According to the information held by the Company as at the date of submission of its financial statements for the 1st half of 2009, i.e. as at 31 August 2009, the following hold at least 5% of the total number of votes at a General Shareholders Meeting of KOFOLA S.A.:

#### KSM Investment S.A.

13 395 373 shares, or 51,18% of the share capital of KOFOLA S.A.

13 395 373 votes, or 51,18% of total votes at GSM of KOFOLA S.A.

#### CED GROUP S. a r.l. with its registered office Luxembourg

11 283 153 shares, or 43,11% of the share capital of KOFOLA S.A.

11 283 153 votes, or 43,11% of total votes at GSM of KOFOLA S.A.

### Changes in the ownership of major KOFOLA S.A. share packages in the period since the previous quarterly report

According to the Company's information, no changes have been made in the ownership of major share packages since the submission of the previous quarterly report.

SHARE CAPITAL STRUCTURE			
Name of entity	Share capital (value)	% in share capital	% in voting power
KSM Investment S.A.	13 395 373	51,18%	51,18%
CED GROUP S. a r.l.	11 283 153	43,11%	43,11%
Other	1 494 076	5,71%	5,71%
<b>Total</b>	<b>26 172 602</b>	<b>100,00%</b>	<b>100,00%</b>

### 10.5 Statement of changes in the ownership of KOFOLA S.A. shares or rights to such shares (options) by management and supervisory staff

According to the information held by the Company as at the date of submission of its financial statements for the 1st half of 2009, no changes have been made compared to the end of the year 2008 in the ownership of KOFOLA S.A. shares by its management and supervisory staff.

Shareholder	Number of shares		% of share capital		Votes at GSM	
	31.8.2009	15.5.2009	31.8.2009	15.5.2009	31.8.2009	15.5.2009
<b>René Musila</b>	687 709	687 709	2,63%	2,63%	2,63%	2,63%
<b>Tomáš Jendřejek</b>	687 660	687 660	2,63%	2,63%	2,63%	2,63%

## 10.6 Ongoing proceedings before courts, arbitration authorities or public administration authorities

KOFOLA S.A. is a party in the bankruptcy proceeding of the entity Fructo-Maj. On 6 August 2007, HOOP S.A. concluded an engagement letter with Fructo-Maj Sp. z o.o., in which it expressed its interest in investing in Fructo-Maj for the purposes of its financial restructuring and enabling the payment of debts. As part of realizing this agreement HOOP S.A. acquired Fructo-Maj's debts, among others concluded a debt assignment agreement with Kredyt Bank S.A., based on which Kredyt Bank S.A. transferred onto HOOP S.A. all the debt from a credit agreement, which as at 30 June 2009 amounts to 9 876 thousand PLN and is presented in the financial statements of KOFOLA S.A. as short-term credit payables due by 30 November 2009, and as receivables from the company Fructo-Maj. The total value of the receivables from Fructo-Maj relating to the acquired debt is 18 876 thousand, the balance sheet value of this item, after revaluation, is 12 881 thousand PLN. The receivables are secured with mortgages on all of the significant real properties of Fructo-Maj, and with a registered pledge on the entity's movables.

Fructo-Maj was declared bankrupt in a decision issued on 27 September 2007, and then based on a decision issued on 24 June 2008 the type of proceedings was changed from an arrangement to a liquidation proceeding. KOFOLA S.A. has its representative in the Committee of Creditors of Fructo-Maj Sp. z o.o. The Board believes that given the current state of affairs and type of collateral, no revaluation is needed with regard to the assets associated with Fructo-Maj compared to that performed as at 31 December 2008.

Except for the matter described above, the companies of the KOFOLA S.A. Group are not involved in any other cases (disputes), which could have a material effect on the Group's financial position.

## 10.7 Information on the conclusion by the issuer or its subsidiary of one or several transactions with related parties, if the value of such transactions (total value of all transactions concluded in the period since the beginning of the financial year) exceeds the Polish zloty equivalent of 500.000 euro – if these are not typical or routine transactions concluded on market terms as part of the Group, and their nature and terms arise out of current operating activities conducted by the issuer or its subsidiary

In June 2009 Kofola S.A. granted a loan to its subsidiary Kofola Holding a.s. in the amount of 55 876 thousand CZK, the value of which as at 30 June 2009 is 9 769 thousand PLN. The loan is short-term and has been granted on an arm's length basis.

## 10.8 Information on the granting by the issuer or its subsidiary of credit or loan guarantees or sureties – to an entity or its subsidiary, if the total value of existing guarantees or sureties constitutes the equivalent of at least 10% of the issuer's equity

As at 31 August 2009 KOFOLA S.A. has granted the following guarantees:

Entity providing guarantees / Sureties	Entity receiving guarantees / Sureties	Credit value on balance sheet day which were subject to guarantee/sureties		The period for providing guarantees / sureties	The entity for which liabilities guarantees/sureties were provided
		in currency	in PLN		
KOFOLA S.A.	CitiBank Handlowy	42 000 T PLN	42 000	9/2010	Hoop Polska Sp. z o.o.
KOFOLA S.A.	CitiBank Handlowy	10 320 T PLN	10 320	7/2011	Hoop Polska Sp. z o.o.
KOFOLA S.A.	CitiBank Handlowy	18 000 T PLN	18 000	6/2012	Hoop Polska Sp. z o.o.
KOFOLA S.A.	CitiBank Handlowy	1 800 T PLN	1 800	10/2010	Hoop Polska Sp. z o.o.
KOFOLA S.A.	PeKaO S.A.	15 000 T PLN	15 000	3/2013	Hoop Polska Sp. z o.o.
KOFOLA S.A.	PeKaO S.A.	15 000 T PLN	15 000	3/2013	Hoop Polska Sp. z o.o.
KOFOLA S.A.	Bank BGŻ	7 500 T PLN	7 500	3/2019	Hoop Polska Sp. z o.o.
KOFOLA S.A.	Raiffeisen Bank Polska S.A.	30 000 T PLN	30 000	3/2010	Hoop Polska Sp. z o.o.
KOFOLA S.A.	Deutsche Leasing *	23 073 T PLN	23 073	2/2014	Hoop Polska Sp. z o.o.
KOFOLA S.A.	ING Commercial Finance	20 000 T PLN	20 000	do zakończenia umowy - umowa bezterminowe	Hoop Polska Sp. z o.o.
		<b>182 693 ths. PLN</b>			

In the reporting period KOFOLA S.A. received no remuneration for guaranteeing the liabilities of other Group companies.

**10.9 Indication of factors that will have an effect on KOFOLA's results over the period of at least the next quarter**

In the reporting period the results of KOFOLA S.A. were greatly affected by unrealized foreign exchange gains in the amount of 12 640 thousand PLN relating to a long-term loan granted to Kofola Holding a.s. in CZK. In the upcoming quarters the Company's results will be affected by the exchange rate of PLN to CZK. The future growth of the Company, which conducts no operating activities, but concentrates on managing the group, is directly tied into the growth and results of the entire Group.

**10.10 Information about the issue of securities**

As a result of the merger of KOFOLA S.A. with the subsidiaries PPWM Woda Grodziska and Paola, the share capital of KOFOLA S.A. was raised from 26 171 918 PLN by 684 PLN to the amount of 26 172 602 PLN through the issue of 684 ordinary bearer's G series shares with a nominal value of 1 PLN per share ("G series shares"). As a result of the merger, the share capital of KOFOLA S.A. amounts to 26 172 602 PLN and consists of 26 172 602 shares entitling to 26 172 602 votes at General Shareholders Meeting.

**10.11 Comments on changes in credits**

In the first half of 2009 KOFOLA S.A. repaid 600 thousand PLN worth of credit installments to Kredyt Bank.

The remaining change in the value of credits and loans compared to the end of the year 2008 is the result of a formal transfer of the credit at Raiffeisen Bank to the subsidiary HOOP Polska. The liability was the subject of a contribution in kind made on 1 December 2007, but until the bank's formal consent it was being presented under credit and loans and as short-term receivables from Hoop Polska Sp. z o.o.

**SIGNATURES OF THE COMPANY'S REPRESENTATIVES:**

<b>31.08.2009 r.</b>	<b>Jannis Samaras</b>	<b>Chairman of the Board of Directors</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

<b>31.08.2009 r.</b>	<b>Simona Nováková</b>	<b>Member of the Board of Directors</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

<b>31.08.2009 r.</b>	<b>Martin Mateáš</b>	<b>Member of the Board of Directors</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

<b>31.08.2009 r.</b>	<b>René Musila</b>	<b>Member of the Board of Directors</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

<b>31.08.2009 r.</b>	<b>Tomáš Jendřejek</b>	<b>Member of the Board of Directors</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

**SIGNATURE OF PERSON RESPONSIBLE FOR BOOKKEEPING:**

<b>31.08.2009 r.</b>	<b>Katarzyna Balcerowicz</b>	<b>Chief Accountant</b>	.....
<i>date</i>	<i>name and surname</i>	<i>position</i>	<i>signature</i>

***Document signed on the Polish original.***