

## Current report no. 33/2015

### KOFOLA S.A.

Date: 15 October 2015

#### **Subject: Notification of transactions involving significant blocks of shares**

Legal basis: Article 70 clause 1 of the Act on Public Offering – acquisition and disposal of significant blocks of shares in the Company

The Management Board of Kofola S.A. (“the Company”) with its registered office in Kutno would like to inform you that the Company received notifications from shareholders, made pursuant to Article 69 of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to organized trading systems and on public companies (Official Journal of Laws of 2003, item 1382) (“the Act”), as follows:

1. notification from **KSM Investments S.A.** with its registered office in Luxembourg, according to which on 15 October 2015, KSM Investment S.A. disposed of 13,395,373 shares representing 51.21% of the Company’s share capital and giving the right to 13,395,373 votes at the Company’s General Shareholders’ Meeting, i.e. 51.21% of the total voting rights, for the benefit of Kofola ČeskoSlovensko a.s., as part of a contribution in kind made to Kofola ČeskoSlovensko a.s. to cover shares in the increased share capital of Kofola ČeskoSlovensko a.s. Of the number of the Company’s shares disposed of by this shareholder, 712,400 are ordinary bearer shares dematerialized in the system operated by the Central Securities Depository of Poland and 12,682,973 are ordinary bearer shares issued in documentary form. After settlement of the said transaction, KSM Investment S.A. does not directly hold any shares in KOFOLA S.A. At the same time, after settlement of all transactions concluded today in connection with the contribution of the Company’s shares to Kofola ČeskoSlovensko a.s. as a contribution in kind to cover shares in the increased share capital of Kofola ČeskoSlovensko a.s., Kofola ČeskoSlovensko a.s., a subsidiary of KSM Investment S.A., became the owner of 26,107,880 shares in the Company, representing 99.8064% of the Company’s share capital and giving the right to 26,107,880 votes at the Company’s General Shareholders’ Meeting, i.e. 99.8064% of the total voting rights. Moreover, the shareholder informed that there were no persons referred to in Article 87 clause 1 item 3c) of the Act on public offering and the conditions for introducing financial instruments to organized trading systems and on public companies, i.e. third parties with which agreements transferring rights to the execution of voting rights had been signed.

2. notification from **CED Group S.a.r.L.** with its registered office in Luxembourg, according to which on 15 October 2015, CED Group S.a.r.L. disposed of 11,283,153 shares representing 43.13% of the Company’s share capital and giving the right to 11,283,153 votes at the Company’s General Shareholders’ Meeting, i.e. 43.13% of the total voting rights, for the

benefit of Kofola ČeskoSlovensko a.s., as part of a contribution in kind made to Kofola ČeskoSlovensko a.s. to cover shares in the increased share capital of Kofola ČeskoSlovensko a.s. All the shares in the Company disposed of by this shareholder are ordinary bearer shares dematerialized in the system operated by the Central Securities Depository of Poland. After settlement of the said transaction, CED Group S.a.r.l. does not directly hold any shares in KOFOLA S.A. Moreover, the shareholder informed that there were no persons referred to in Article 87 clause 1 item 3c) of the Act on public offering and the conditions for introducing financial instruments to organized trading systems and on public companies, i.e. third parties with which agreements transferring rights to the execution of voting rights had been signed.

3. notification from **Kofola ČeskoSlovensko a.s.** with its registered office in Ostrava, the Czech Republic, according to which on 15 October 2015, Kofola ČeskoSlovensko a.s. acquired 26,053,895 shares in the Company, representing 99.6% of the Company's share capital and giving the right to 26,053,895 votes at the Company's General Shareholders' Meeting, i.e. 99.6% of the total voting rights, as part of a contribution in kind being made to cover shares in the increased share capital of Kofola ČeskoSlovensko a.s. Of the total number of the Company's shares acquired by Kofola ČeskoSlovensko a.s., 12,970,553 are ordinary bearer shares dematerialized in the system operated by the Central Securities Depository of Poland and 13,083,342 ordinary bearer shares issued in documentary form.

After settlement of the said transactions, Kofola ČeskoSlovensko a.s. holds 26,107,880 of the Company's shares representing 99.8% of the Company's share capital and giving the right to 26,107,880 votes at the Company's General Shareholders' Meeting, i.e. 99.8% of the total voting rights. Of the total number of the Company's shares currently held by Kofola ČeskoSlovensko a.s., 13,024,538 are dematerialized bearer shares registered in the system operated by Central Securities Depository of Poland and 13,082,342 are bearer shares issued in documentary form. Both types of shares give the right to exercise one vote per share. Moreover, the shareholder informed that there were no persons referred to in Article 87 clause 1 item 3c) of the Act on public offering and the conditions for introducing financial instruments to organized trading systems and on public companies, i.e. third parties with which agreements transferring rights to the execution of voting rights had been signed.

Thus, Kofola Československo a.s. has become the main holding company for the Kofola Group (the Company informed of the plans to make such a change in the Kofola Group structure in the following current reports: no. 9/2015 of 13 May 2015, no. 30/2015 of 16 September 2015, no. 31/2015 of 30 September 2015 and no. 32/2015 of 12 October 2015). As the next step, Kofola Československo a.s. intends to acquire 100% of the Company's shares by conducting a squeeze-out pursuant to Article 82 of the Act, and then to restore the Company's shares to a documentary form (reversing the dematerialization of shares) pursuant to Article 91 of the Act. Thus, Kofola Československo a.s. intends to further increase, to 100%, its share in the total number of votes at the Company's General Shareholders' Meeting within 3 months of the submission of the notification.