

Shareholders approve all resolutions regarding recommended cash offer by PAI & bclMC

Rotterdam, the Netherlands - 5 March 2018. Refresco Group N.V. (Euronext: RFRG) announced it held an Extraordinary General Meeting ("EGM") today to discuss and consider the recently announced offer to purchase all shares of the company by PAI Partners SAS ("PAI") and Cubalibre Holdings Inc., being part of a group led by the British Columbia Investment Management Corporation ("bclMC"), acting jointly through Sunshine Investments B.V. (the "Offeror").

At the EGM all resolutions were approved:

The conditional resolutions will take effect at the Settlement Date of the offer which is 29 March, unless extended.

Conditional Asset Sale and Liquidation

- Conditional approval of the Asset Sale as required under article 2:107a of the Dutch Civil Code (the DCC).
- Conditional resolution to dissolve the Company in accordance with article 2:19 of the DCC and appoint Refresco Holding B.V. as the custodian of the books and records of the Company in accordance with article 2:24 of the DCC.

Conditional corporate governance structure

- Conditional amendment of the articles of association of the Company in order to effect conversion of the Company from a public limited liability company to a private limited liability company.

Conditional changes to the Supervisory Board

- Mr. Jim Pittman has been conditionally appointed as member of the Supervisory Board. Mr. Pittman is a senior finance executive focused on private equity on behalf of pension funds.
- Mr. Julian Remedios has been conditionally appointed as member of the Supervisory Board. Mr. Remedios is a Senior Portfolio Manager in the Private Equity Group of bclMC.
- Mr. Frédéric Stévenin has been conditionally appointed as member of the Supervisory Board. Mr. Stevenin is the partner in charge of the Food & Consumer and Healthcare sector teams and Chief Investment Officer at PAI.
- Mr. Nicolas Brugère has been conditionally appointed as member of the Supervisory Board. Mr. Brugère is a member of the Consumer Goods team at PAI.

As per the Settlement Date, the composition of the Supervisory Board will be: Mr. Yiannis Petrides (Chairman), Mr. Theo de Kool, Mr. Jim Pittman, Mr. Julian Remedios, Mr. Frédéric Stévenin and Mr. Nicolas Brugère.

Additionally, the EGM adopted the resolution to conditionally grant a full and final discharge from liability to Mr. Aalt Dijkhuizen, Mr. Sean Gorvy, Mr. Thomas Kunz, Mrs. Inge Plochaet and Mr. Jon Sigurdsson as resigning members of the Supervisory Board for their functioning until the date of the EGM.

For more information, please contact

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About Refresco

Refresco (Euronext: RFRG) is the world's largest independent bottler of beverages for retailers and A-brands with production in Europe, North America and Mexico. The company has pro forma volumes and revenue of circa 11.6 billion liters and circa €3.6 billion, respectively. Refresco offers an extensive range of product and packaging combinations from 100% fruit juices to carbonated soft drinks and mineral waters in carton, PET, Aseptic PET, cans and glass. Focused on innovation, Refresco continuously searches for new and alternative ways to improve the quality of its products and packaging combinations in line with consumer and customer demand, environmental responsibilities and market demand. Refresco is headquartered in Rotterdam, the Netherlands and has more than 9,500 employees.
www.refresco.com