



Brewing a Better Future



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Company profile



Karlovačka pivovara, a member of the Heineken group, is a stable company and strong number two in the Croatian beer market, holding a 26,1% share in 2010 (source: Croatian Brewers Association). Karlovačka pivovara's brewing tradition dates to 1854. Today it produces approximately 1 million hectoliters of beer annually, brewing and marketing Karlovačko (and its extensions Karlovačko Radler and non-alcoholic Karlovačko Rally), Heineken, Desperados, and two specialties (Gösser Dark, Edelweiss Snowfresh). Karlovačka pivovara is the primary Croatian beer exporter, responsible for approximately 50% of exports. The vision of Karlovačka pivovara is to become the best brewery in Croatia which means to have the best people, the best brands and the best technology. Karlovačka pivovara is continually advancing its processes and procedures.



Foreword

Brewing a Better Future, Together



Herewith, I proudly present our second sustainability report. In 2010 we published our first sustainability report, covering various aspects of corporate social responsibility (CSR) supported by relevant data in order to contribute to the transparency of our activities, including statements regarding our environmental impact. A positive relationship with our local community and the environment are key pillars of Karlovačka pivovara's CSR. As a result of constant efforts to reduce our environmental impact, figures show that between 2008 and 2010 Karlovačka pivovara has decreased consumption of electric energy by 9,6%, thermal energy by 13,4%, and water by 27,1% per hectoliter of beer produced. Karlovačka pivovara is not complacent about these achievements, rather, the company remains committed to further improvements and reductions in environmental impact.

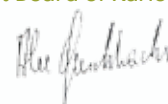
Our brewery has a dedicated team in regard to the CSR agenda, I have full confidence in the positive progress of Karlovačka pivovara's reducing environmental footprint, as sustainable in the long-term. Karlovačka pivovara is a strategically important part of the Heineken group in Central and Eastern Europe, and it has an ideal position in the very heart of Croatia.

We are a strong company, proud of the achievements made in 2010. The past two years have been economically challenging generally, as well as for the beer industry specifically. The market declined by 6% in 2009 and the trend continued with figures showing an 8% decline in 2010. Croatia is still struggling with the impact of the global economic crisis, however, we are satisfied with Karlovačka pivovara's performance in the market. We prepared well for the crisis, by managing expenses and focusing on priority projects. Despite the difficult conditions we have managed to strengthen our position from a market share of 25,8% in 2009 to 26,1% in 2010 (source: Croatian Brewers Association). The main driver of our positive results is a constant commitment to investment in our brands, our employees and the

brewery. In terms of investments in the brewery, we are continuously looking into ways how to advance our processes and procedures. In 2010 we acquired the OHSAS 18001 certificate for protection of health and safety as well as renewed the ISO 9001 for quality management. The company is already certified with ISO 22000 (food safety management) and ISO 14001 (environmental management system). We have also completed our waste water treatment plant project, including reconstruction of the sewage system and modernization of our brewhouse.

We are focused on making Karlovačka pivovara the best place to produce beer. Employees are an important element of our business, and we invest in their development as they are ambassadors of our company and brands. We will continue our efforts, building on these strong foundations and so, continue to realize our vision.

Alexander Gerschbacher
President of Management Board of Karlovačka pivovara



Brewing a Better Future

In April 2010, we proudly unveiled Brewing a Better Future, Heineken's comprehensive and integrated sustainability strategy for the next decade. It increases the scope and scale of the group's work on sustainability and gives substance to the long-term ambition to be the world's greenest brewer. It also allows us to balance our need for financial sustainability with the role we play in society.

Our journey is summarised by

Brewing a Better Future

To be the World's Greenest Brewer

Our long-term ambition

Three strategic imperatives

Improve
Continuously *improve* the environmental impact of our brands and business

Empower
Empower our people and the communities in which we operate

Impact
Positively *impact* the role of beer in society

23 programmes grouped into six key initiatives

Green Brewer

Green Commerce

Engaging Employees

Heineken Cares

Responsible Consumption

Partnerships for Progress

Five enablers

Governance, Senior management incentives, Reporting & transparency, Supplier Code, Communication & engagement

Brewing a Better Future is an exciting journey that has only just begun. To realise our vision of a more sustainable world, we will make positive and long-term investment in the environment, communities, people and partnerships. To make sure we reach our objective, we have focused our actions and energy around three strategic imperatives:

- Continuously **Improve** the environmental impact of our brands and business
- **Empower** our people and the communities in which we operate
- Positively **Impact** the role of beer in society.

From these, we have grouped 23 programmes of work into six inter-related initiatives that will enable us to realise our Brewing a Better Future goals.

Karlovačka pivovara

Karlovačka pivovara, as part of the Heineken group, is committed to the Brewing a Better Future strategy, and sustainability as the core of our overall business. In order to realize our vision of being the best brewery in Croatia, we are committed to sustainability and we are making positive and long-term investments in our local community, environment, people and partnerships.

In Karlovačka pivovara, Brewing a Better Future is governed by a sustainability team, which held meetings every two months in 2010.

The Sustainability team comprises:

- Corporate communications manager
- Corporate communications specialist
- Quality assurance manager
- Environmental coordinator
- HR manager - supply chain department
- Group brand manager - global brands
- Category manager for commercials
- General manager's business assistant

All Karlovačka pivovara management team members have sustainability targets as part of the programs they execute. Progress and issues in relation to Brewing a Better Future are on the agenda of management team meetings approximately twice annually. On a daily basis, Brewing a Better Future is governed by managers of various departments while each individual program is lead by a project leader. Karlovačka pivovara has developed it's own three-year plan for achieving the goals of Brewing a Better Future, rolled out in 2011. We are cooperating with our stakeholders on sustainability issues and we will continue to engage them in this important sustainability dialogue.





Improve



Karlovačka pivovara strives to continually improve and invest in upgrading its environmental protection system.

Our main goals are:

- Decrease in energy and fluids consumption (electricity, thermal energy, water)
- Decrease of CO₂ emission
- Sustainable waste management.

Karlovačka pivovara has already fulfilled two milestones for 2010:

- Completion of a waste water treatment plant
- Modernization of the brewhouse.

“We are proud of positive trends with regards to reducing energy consumption, as a result of our commitment to sustainability and TPM.”



Zvonimir Nemet
Supply Chain Director

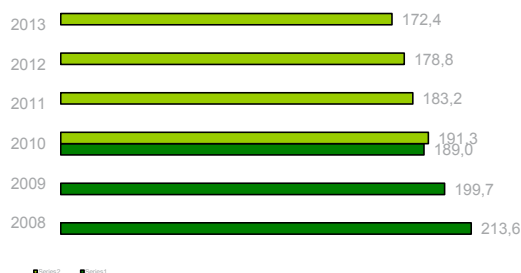


Green Brewer

Karlovačka pivovara is committed to sustainability and a positive contribution to the environment. We are focused on energy efficiency. Karlovačka pivovara plans to gain further savings in energy consumption by optimizing all processes. The total energy consumption of Karlovačka pivovara has decreased from 199.7 MJ/hl in 2009 to 189.0 MJ/hl in 2010, thus our target of 191.3 MJ/hl has not only been achieved, but surpassed. Our goal is to decrease total energy consumption to 172,4 MJ/hl by 2013. Though our total production volume in 2010 has decreased by 5.3%, figures related to energy consumption are the result of technical improvements and improvements in internal daily control systems.

Specific total energy consumption breweries, soft drink and water plants

MJ/hl beer + soft drink + water



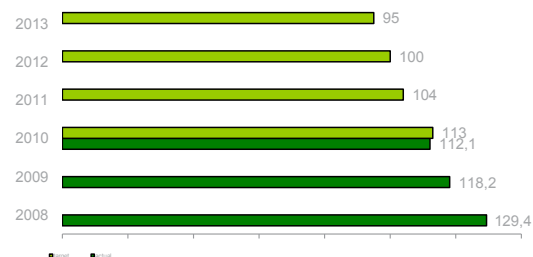
The thermal energy consumption for Karlovačka pivovara has decreased from 118.2 MJ/hl in 2009 to 112.1 MJ/hl in 2010. Thus our target of 113 MJ/hl has been achieved.

Measures contributing to lower energy consumption were:

- Improvement of condensate return
- Renewed isolation of steam boilers
- Reduced leakage of steam and hot water

Specific thermal energy consumption breweries, soft drink and water plants

MJ/hl beer + soft drink + water



The energy reduction target of 15% between 2002 and 2010, of the Aware of Energy program, has been reached by Karlovačka pivovara. In fact, the target has been surpassed, as a 19.1% reduction was achieved within the period, 2004 to 2010.

Completion of the waste water treatment plant

Karlovačka pivovara has its own waste water treatment plant. Construction of the facility, including reconstruction of the sewage system, was completed in 2010.



The waste water treatment plant has been a priority project of Karlovačka pivovara since 2003. This is the most modern system which enables high level of cleaning the waste waters on a small and compact area. This project is important for Karlovačka pivovara because it contributes to the positive impact on the environment as an important pillar of the brewery's CSR agenda. The project, including sewage system reconstruction, is 4,1 million euro worth so far. The completion of the waste water treatment plant will enable us to treat the brewery waste water and reduce COD (chemical oxygen demand) and BOD (biological oxygen demand).

Brewhouse modernization

One of Karlovačka pivovara's largest projects in 2010 was the modernization of our brewhouse. The project will significantly reduce consumption of thermal energy; we expect savings up to 10 MJ/ hl. Two main aspects will contribute to this: firstly, new technology for our brewhouse in form of energy recovery from wort boiling and secondly, new vessels with better insulation and completely renewed installations. As the heart of the brewery and beginning of the

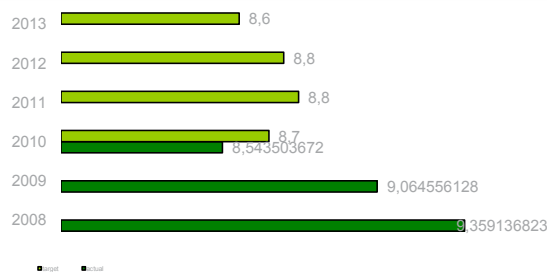
beer production process, a modernized brewhouse will contribute to energy savings, allow for better sanitation and will be easier to handle because of automation.



The electricity consumption of Karlovačka pivovara has continued to decrease during recent years. It decreased from 9.1 kWh/hl in 2009 to 8.5 kWh/hl in 2010, as the result of optimization of various processes, including reduction of work done by air compressors (air leakage reducing, usage of energy efficient air compressor).

Specific electricity consumption breweries, soft drink and water plants

kWh/hl beer + soft drink + water

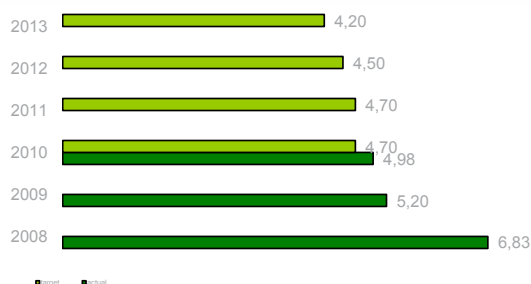


The total direct and indirect CO₂ emission of Karlovačka pivovara has decreased from 11.9 kg CO₂/hl in 2009 to 11.5 kg CO₂/hl in 2010. Our carbon reduction strategy is based on a change of fuel source and reduction of carbon-intensive operations. We also plan to install new automatically controlled burners. Karlovačka pivovara plans to discontinue the use of middle heavy fuel oil, in favor of gas and biogas rendered by the waste water treatment plant.

Karlovačka pivovara pays great attention to water consumption. Water is the main ingredient in beer and is used in all phases of the production process. The brewery is committed to optimizing the use of this resource. Karlovačka pivovara has decreased water consumption from 5.20 hectoliters of water per hectoliter of produced beer (hl/hl) in 2009 to 4.98 hl/hl in 2010. In spite of this, total water consumption in 2010 was above target (4.70 hl/hl). The target was not met primarily due to over consumption (in comparison with the UBM – Utilities benchmark model) by the packaging department.

Specific water consumption breweries, soft drink and water plants

hl water/hl beer + soft drink + water



The brewery made a serious effort to correct for this through Total Productive Management (TPM) activities, by finding and eliminating weak points. Further improvement is expected, in particular by TPM AM (autonomous management) packaging activities. Analysis of water consumption per line and machine is now an ongoing activity. We continually strive to improve activities in this area, with a long-term goal of decreasing our water consumption to 4.2 hl/hl by 2013.

The energy used in the brewery comes mostly from non-renewable resources. We attempt to control energy consumption in order to reduce our environmental footprint as well as our costs. We have implemented a TPM protocol, containing methods of sustainable change, and have launched TPM teams at important locations. TPM entails continuous and consistent effort, the goal of which is to reduce and re-capture lost energy and materials.

Green Commerce

Karlovačka pivovara is improving the efficiency of its distribution operations. To help reduce our carbon footprint we only transport fully loaded trucks. The objective is to make transport operations more efficient.

Karlovačka pivovara's foremost dedication is to consumer satisfaction. It is thus imperative that our products reach consumers in excellent condition. We care about sustainable development and are responsible with regards to product

packaging, cooling equipment and distribution. To reduce the environmental impact of our packaging, we are focused on reducing material used, increasing recycle content and recycling of our materials at end of life. A waste collection system for glass, plastic (PET) and aluminium is present in the Croatian market. When supporting brand events, Karlovačka pivovara promotes the consumption of draught beer instead of bottles, cans or PET as draught packaging is completely recyclable and reusable. Beer is tapped into hard plastic cups at all events. We also strongly support separate waste collection at our brand events.

In 2010 Karlovačka pivovara supported The Green City project. The main goal was to raise awareness of environmental issues and encourage people to act responsibly. Everyone who joined us at events organized in the Croatian capital, Zagreb, and enjoyed a glass of beer, contributed to the UN biodiversity program of Green Action – from every glass of beer sold, we donated 13% of profits to the program.

Karlovačka pivovara is also adopting Heineken's standards for purchasing environmentally friendly cooling equipment, beginning with refrigerators. The company's policy regarding cooling equipment is to only buy new models for which energy consumption and environmental load are as low as possible. As a participant of the Green cooling program, Karlovačka pivovara purchased 1220 green fridges in 2010.





Empower



Karlovačka pivovara is a responsible company and employer. Employees are the key to our success and the ambassadors of the company. Karlovačka pivovara is committed to ensuring the occupational safety of its employees, and to developing competence in this field. The company also cares about the personal development of its employees through education and performance management system.

“Our aim is to reduce health and safety risks and to ensure a safe working environment. We are keen to engage and motivate employees.”

Dijana Klekar
Human Resources Manager



Safety First



Engaging Employees

Karlovačka pivovara is committed to introducing constant improvements in the total quality of the company's business. Our goal is to ensure the highest level of health and safety for our employees, but also for visitors to the brewery and external partners. To this end, Karlovačka pivovara constantly organizes training for employees, the aim of which is to improve occupational safety and to create a safe workplace. In 2010 there were no fatalities, permanent disabilities or serious accidents of contractors.

Karlovačka pivovara was successful in reducing the severity of accidents. Accident severity decreased from 76 lost calendar days/100 FTE (full time equivalent) in 2009 to 66 lost calendar days/100 FTE in 2010. This is the result of various improvements related to occupational safety in the brewery: OHSAS 18001 implementation, risk assessment per process carried out, implementation of Heineken procedures and standards, training of operators and focus of safety observation teams in the packaging department.

Accident severity

lost calendar days/100 FTE for all sites



In 2010 there were 4 accidents amongst Karlovačka pivovara employees in the supply chain. Accidents occurred mostly in the bottling hall (3), while 1 accident occurred in the fermentation and services. The number of lost days associated with these accidents decreased in comparison to 2009, due to a lower accident severity. Accident frequency increased from 1.0 cases/100 FTE in 2009 to 2.4 cases/100 FTE in 2010. Three of the four accidents resulted in cuts in the packaging department. Each accident was analyzed and improvements were implemented, new working instructions were issued and operators were trained.

Accident frequency

cases/100 FTE for all sites



Code of Business Conduct

As a respected company and member of the renowned international brewer Heineken, Karlovačka pivovara respects Croatian laws as well as high international standards. We have our own Code of Business Conduct. The Code contains rules which the workers have to respect when acting as representatives of Karlovačka pivovara. The following elements are included in the Code: legal regulations, prevention of fraud, conflict of interest, business gifts, corruption, aspects of supply chain, advising, reporting the breaking of the rules. The Code was implemented in 2006 and was updated in 2010 due to changes in Croatian law. After the update, internal workshops were held involving 82% of employees. All employees received a copy of the Code, which is also published on HeiPORT. It is the policy of Karlovačka pivovara to provide a copy of the Code to all new employees and to inform them of the rules and regulations. Parallel with the Code of Business Conduct, an internal disclosure procedure is implemented, the so called "Whistle Blowing procedure" for serious breaches of company policy or other malpractice. In 2010, no breaches of the Code were reported. Breaches can be reported to any one of six selected trusted representatives from different departments of the brewery, or anonymously via a special on-line system (Call.Heiway.com system).



In 2010 the renowned international certification company SGS awarded Karlovačka pivovara certificate OHSAS 18001 (health and occupational safety management system). In the beginning of June 2010 SGS conducted a certification audit of Karlovačka pivovara, according to OHSAS 18001 and concluded that the brewery's health and occupational safety management system meets the requirements of this internationally recognized norm. This certificate issued by an independent certification company demonstrates that Karlovačka pivovara is proactively dealing with the protection of health of its employees as well as their safety at work. In order to remind employees of the importance of occupational safety, the TPM team placed 4 dummies dressed in protective clothing specified by the safety rules. The dummies are placed conspicuously, in high traffic areas of the brewery: at the entrance of fermentation, at the entrance of the bottling hall and in front of the canteen. Karlovačka brewery's TPM team has engaged employees in the TPM program. Employees participate in motivational

and rewarded initiatives such as an idea contest and quarterly TPM awards for the most successful individuals and teams. Programs are communicated via internal channels: HeiPORT (intranet), an internal magazine and notice boards. Ensuring the health and occupational safety to our employees is a priority of Karlovačka pivovara as a responsible company and employer. Beside annual medical exams for all employees, we conduct a special activity on World Day for Safety and Health at Work. In association with the local Diabetes Organization, we organized in 2010 measuring of employees' blood glucose level. The importance of prevention of work-related injuries and diseases was communicated via internal channels (HeiPORT, notice boards).

Karlovačka pivovara had 369 employees in 2010. The company promotes a collective agreement policy, in which a worker's council acts as a social partner to the management board. There is also a Trade Union in the brewery, of which 65% of employees are members. Employees are free to join any trade union of their choice.

Karlovačka pivovara constantly invests in employees' education. In 2010, 349 employees participated in various types of training (94% of employees participated in 5,440 training hours).

Karlovačka pivovara wants to develop a dialogue with its employees. One of the activities that help us to improve communication and the environment is the climate survey. In 2010 the company conducted a climate survey, in which no less than 92% of employees participated. Results showed that the direction and alignment of employees as well as their attitude towards the company are strong points, while reward, recognition and personal development need further focus.

Karlovačka pivovara believes in the need of rewarding employees who stand out as an example to others. To this end, we have initiated Employee of the Quarter, in which employees nominate a person who deserves to be awarded the title Employee of Quarter. This activity is a good motivational tool, allowing the company to show it values team work and extra effort. It also creates internal awareness of the qualities a good employee has. The activity is communicated through all available internal channels including the so called "wall of fame" with photos of the winners in a central and visible location of the brewery.

Karlovačka pivovara appreciates its employees, their efforts and engagement. We are also aware that the families of our employees are contributing to the success of Karlovačka pivovara. In order to express our appreciation for the families, the company organizes a Sports and Family Day every spring. This is a gathering of employees and their families, a great opportunity to spend some time in an informal setting, having fun and enjoy sports activities like biking, horse riding, or playing table football. On the day, a special children's program is also offered.

In 2010 Karlovačka pivovara's quality assurance laboratory celebrated its 50th anniversary during which we organized an Open doors day for all employees. The quality assurance department employees were actively engaged, presenting their everyday work to colleagues from other departments. A special tour was organized for the local media – with the presence of the President of Management Board and two retired employees, who took part in the establishment of the laboratory in the 1960's. On this special occasion the brewery gave recognition to their work in the past. This activity contributed to a feeling of pride as a worker in Karlovačka pivovara; employees working in the Quality assurance department have presented their work and by that contributed to better understanding of the quality control processes among the employees working in other departments.

In 2010 Karlovačka pivovara organized another special event for employees - a surprise Christmas concert in the brewery. The "Karlovačko Live" campaign is a traditional music platform of the Karlovačko brand. Musicians who had performed at "Karlovačko Live 2010" came to perform at the brewery, as a Christmas surprise for employees. The event included an official photo-opportunity with the musicians, and created a feeling of appreciation and enjoyment in an informal setting. A little fun among colleagues, but mostly it contributed to a better understanding of our brand strategy.

Karlovačka pivovara cares

As a significant part of the local economy, Karlovačka pivovara puts strong emphasis on cooperation with local partners and stimulates the local economy. A lot of effort is put into finding local suppliers who can compete with eastern suppliers. The cost of transportation from Asia is a major component of the final product cost. By sourcing locally we are tackling two problems at

once. Firstly by helping to improve the local economy and increasing the satisfaction of local stakeholders. Secondly, by sourcing locally we are reducing costs associated with the sourced product as well as reducing our carbon footprint. A successful example of this is our cooperation with P.E.S., a factory that performs custom smelting, forming various products from metal. In 2010 we purchased 2,103 kg of metal POS materials (key rings and bottle openers) which are produced in Croatia at competitive prices. This project continues in 2011 - to date we have purchased 1,025 kg of metal POSM. By collaborating with P.E.S. on aspects of design, we are creating items that are tailor made to our needs and those of our customers.

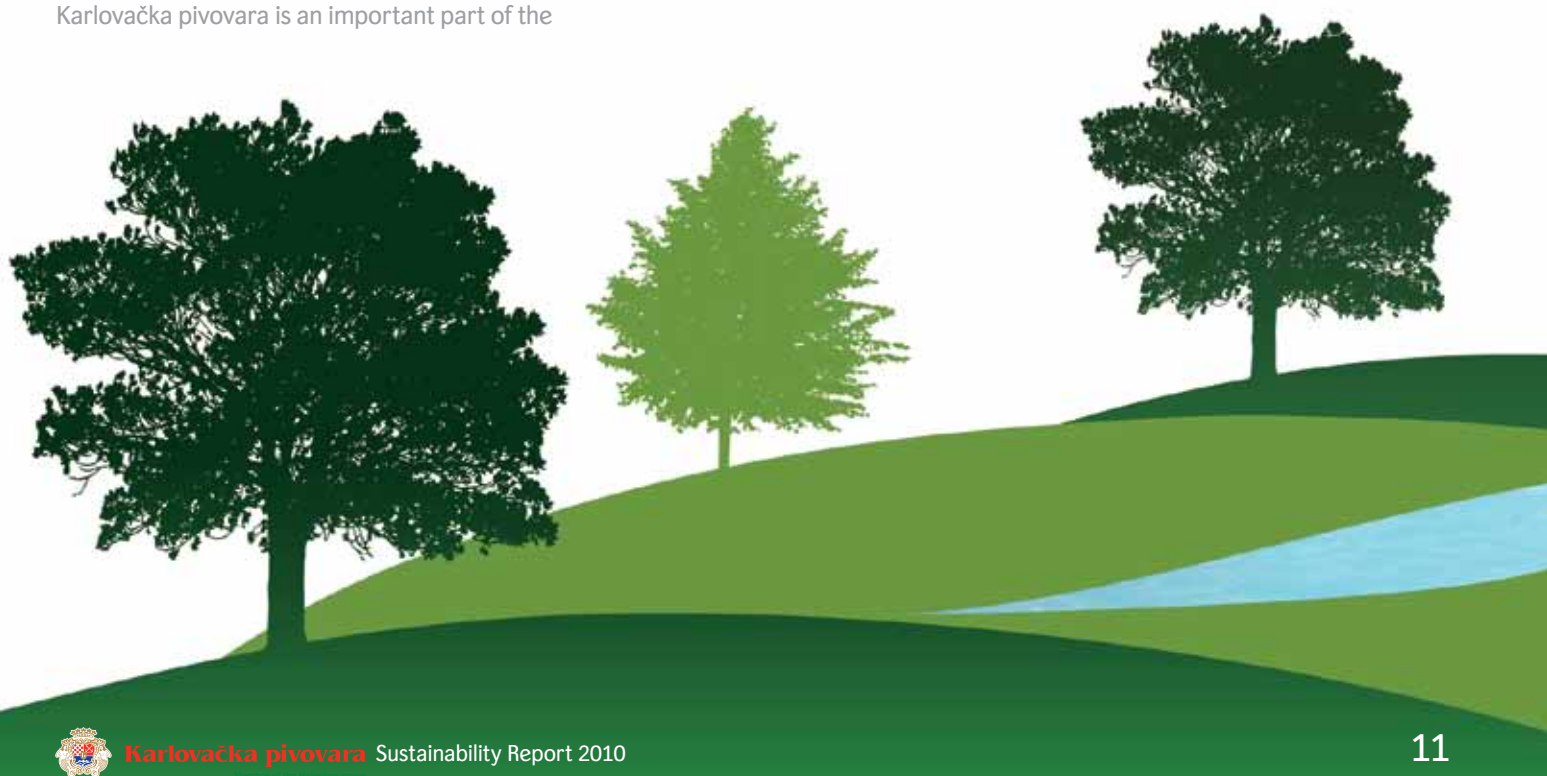
Karlovačka pivovara is a safe place to work and a conscientious neighbor. In order to improve our relations with the neighborhood, brewery representatives have met with neighbors several times per year, since 2007. These meetings are a good opportunity to present the activities and development of brewery processes, but also gives members of our local community an opportunity to ask questions and receive explanations. Karlovačka pivovara is situated on a city block in Dubovac. In 2010 only 1 complaint was filed against Karlovačka pivovara, due to dark smoke rising from the KaPi chimney. Information was forwarded and the Utilities corrected the situation immediately. The cause of failure was due to the burners inability to automatically adapt. The existing burners were produced in 1978, investment and replacement of the burners has been planned.

Karlovačka pivovara is an important part of the

local economy and community. We want to make a positive impact on people living here. In 2010, for the second year in a row, Karlovačka pivovara executed Donation tender. There were 326 applications, of which 54 local projects in five areas were supported by an expert group: sport, education, culture, environment and humanitarian. The projects focused on development and wellbeing of the local community and its inhabitants. Donation tender was a successful project, which will continue in 2011.

Karlovačka pivovara aims to support the main local events. Traditionally, Karlovačka pivovara is a general sponsor of popular beer festival, Karlovački dani piva. The company also supports Ivanjski krijes (John's bonfire) – a traditional celebration of the beginning of summer, International Folklore Festival in Karlovac, Contest for the most beautiful river beach in Karlovac, etc.

We are aware that beer is a fascinating product and we want to share our fascination with other people. Every year we organize an Open Doors Day, introducing visitors to the brewery with a tour of the brewhouse, fermentation department, filling house, and ending with tasting of beers from our portfolio.



Impact



As a producer of beer, Karlovačka pivovara considers it important to encourage responsible alcohol consumption, amongst consumers in general, but especially amongst our workers. We pay a great deal of attention to responsible commercial communication.

“Beer is fun and exciting but enjoyment has to be responsible. So we continually find ways to include a message of responsible consumption in our promotional activities.”



Kristijan Gregoric
Marketing and Export Director

ENJOY
RESPONSIBLY
e

1888 2000

Heineken®

Responsible Consumption

To educate and raise awareness internally on the dangers of alcohol abuse, an Alcohol Policy booklet was published in 2006, and distributed to all brewery employees. It is the policy of Karlovačka pivovara to provide a copy of the Alcohol Policy booklet to all new employees. This policy compiles with elements stated in the Cool@Work policy. According to rules and regulations on availability of alcoholic drinks in the workplace, Karlovačka pivovara pursues a zero tolerance policy regarding the consumption of alcohol in the workplace. During 2010 we conducted a training for the high risk group i.e. sales representatives and drivers, and published all relevant information on our intranet.

In order to make the responsibility message clear to consumers, Karlovačka pivovara has included the "Enjoy Responsibly" logo on all commercial material and product packaging. Information regarding moderate alcohol consumption is available on a website (www.uzivajukarlovackomodgovorno.com). In our commercial communication we apply several laws and regulations including national legislation, the national advertising standard and the national beer advertising standard. All members of our marketing and sales teams, who have decision and budget authority, participate in regular training to understand and comply with the Heineken Rules for Responsible Commercial Communication.

In 2005 in association with other Croatian breweries, Karlovačka pivovara signed a Responsible Marketing Communication Code, including rules and regulations on responsible advertising. In 2010 the Code was updated, aligning with European standards. The Responsible Marketing Communication Code of Croatian Brewers describes marketing communication standards that must be fulfilled in order to retain consumer trust. In accordance with relevant laws and respect of the advertising codes, the aim is to actively promote high ethical standards in the Marketing Communications of Croatian Brewers. According to the Code, it is necessary to adhere to the principles of legality, honesty, and good business practice in all marketing communications. All signatories should respect morality, human dignity and integrity in their marketing communications. This is particularly emphasized because alcoholic beverages differ significantly from other products, requiring greater caution and responsibility in advertising.

In 2011 we plan to establish a partnership with a NGO on the topic of responsible alcohol consumption.

Who drives you home?

In 2010 Karlovačka pivovara focused on a Drinking and Driving program by connecting the responsibility activity to our non-alcoholic brand, Karlovačko Rally. We organized "Who drives you home" – a BTL/marketing activity promoting responsible drinking among consumers. We also presented non-alcoholic beer as an alternative to alcoholic beer, a responsible beer refreshment, in particular when taking a break from work.

There were three target groups:

1. business people on their launch break
2. professional drivers
3. people who prefer non-alcoholic drinks when spending time with family

We want to promote responsible thinking and behavior by offering an alternative. To this end, we have thought of a catchy and thought-provoking tag line: "Who drives you home?" which has been applied to all promotional materials. 1,200 posters were issued to retailers along with numerous incentives (6,000 decks of playing cards, 4,500 portable alcohol tests and 1,800 shirts), which were distributed to customers purchasing non-alcoholic beer during the activity.



www.karlovacka.com

www.uzivajukarlovackomodgovorno.com

