

## Draft resolutions of the General Meeting of Colt CZ Group SE outside its meeting (resolutions *per rollam*)

The Board of Directors of **Colt CZ Group SE**, with its registered office at náměstí Republiky 2090/3a, Nové Město, 110 00 Prague 1, ID No.: 291 51 961, registered in the Commercial Register kept by the Municipal Court in Prague, File No.: H 962 (the “**Company**”), hereby submits to the Company’s shareholders, in accordance with the provisions of Section 418 *et seq.* of Act No. 90/2012 Coll., on business companies and cooperatives (the Companies Act), as amended (the “**Companies Act**”), and in accordance with Article 11 of the valid and effective Articles of Association of the Company, the draft resolutions of The General Meeting of the Company to be adopted outside of its meeting (*per rollam* resolutions).

The proposed draft resolutions of The General Meeting of the Company to be adopted outside of its meeting (*per rollam* resolutions) are to be posted on the Company’s website and in the Commercial Bulletin, i.e. in the same manner as the invitation to the General Meeting is to be published according to the Company’s Articles of Association.

The shareholders also have the opportunity to send their Opinion (as defined below) on the drafts not only by post, but also by e-mail or via the data box. The Company’s Board of Directors believes that these facts enable all of the shareholders to participate more effectively and flexibly in the decision-making regarding the Company’s affairs.

Detailed rules for resolutions to be adopted by shareholders outside of the General Meeting (*per rollam*) are set out in the Rules of Decision-Making *Per Rollam*, which are available on the Company’s website at <https://www.coltczgroup.com/en/investors-general-meeting/>.

The underlying documents necessary for the adoption of the proposed resolutions *per rollam* are also available on the Company’s website at <https://www.coltczgroup.com/en/investors-general-meeting/>.

### 1. Draft resolutions

#### 1.1 Draft resolution – Approval of the annual financial statements for 2024 (Draft I):

**“The General Meeting of the Company hereby approves the annual financial statements of the Company for the financial period from 1 January 2024 to 31 December 2024, which have been audited by the auditor and are included in the annual report published on the Company's website (<https://www.coltczgroup.com/en/> under the link "Investors" in the "General Meetings" section).”**

##### Reasoning of Draft I:

In accordance with the provision of Section 421 (2) (g) of the Companies Act and Article 7.3(k) of the Company's Articles of Association, the General Meeting approves the annual financial statements submitted to it by the Company's Board of Directors in accordance with the provision of Section 435 (4) of the Companies Act and Article 13.4(c) of the Company's Articles of Association.

Pursuant to the provisions of Section 447(3) of the Companies Act and Article 19.5 of the Company's Articles of Association, the Company's Supervisory Board reviews the Company's annual financial statements and submits its opinion to the General Meeting.

The Company's financial statements must be audited by an auditor and form part of the annual report pursuant to the provisions of Section 21 of Act No. 563/1991 Coll., on accounting, as amended (the "**Accounting Act**"). Pursuant to the provisions of Section 19a of the Accounting Act, the annual financial statements for 2024 have been prepared in accordance with International Financial Reporting Standards approved for use in the EU.

The annual financial statements have been prepared in accordance with applicable legal regulations and give a true and fair view of the subject of the accounting and of the financial position of the Company.

The annual financial statements consist of:

- ▶ Individual profit and loss statement and other complete result for the year ending 31 December 2024;
- ▶ Individual report of financial position as of 31 December 2024;
- ▶ Individual statement of changes in equity for the year ending 31 December 2024;
- ▶ Individual cash flow statement for the year ended 31 December 2024 and 2023;
- ▶ Annex.

The annual financial statements have been audited by the auditor, discussed by the Company's Board of Directors and reviewed by the Company's Supervisory Board, which has concluded to recommend the Company's annual financial statements. For approval.

The annual financial statements for 2024 have been audited by **Deloitte Audit s.r.o.**, with its registered office at Italská 2581/67, Vinohrady, 120 00 Prague 2, ID No.: 496 20 592, registered in the Commercial Register kept by the Municipal Court in Prague, File No.: C 24349 ("**Deloitte Audit**") with an unqualified opinion.

For the financial year 2024, the Company generated a non-consolidated economic result (after-tax) of CZK 990 753 957,89 (in words: nine hundred and ninety million seven hundred and fifty-three thousand nine hundred and fifty-seven Czech crowns and eighty-nine hellers).

Other important data from the annual financial statements are:

Total assets (in CZK thousand)	30 256 116
Total equity (in CZK thousand)	18 006 254
Total liabilities (in CZK thousand)	12 249 862
Economic result for the financial year (in CZK thousand)	990 754

Pursuant to the provisions of Section 21 of the Act, the Company is required to prepare an annual report, the purpose of which is to provide coherent, balanced and comprehensive information on the development of its performance, activities and current economic position.

In this context, in accordance with Section 435(5) of the Companies Act and Article 13.4(d) of the Company's Articles of Association, the Board of Directors prepares a report on the Company's business activities and the state of its assets, in which it assesses the state of the Company's assets and business activities in the financial year for which the financial statements are prepared, and submits the annual report, including the report on the Company's business activities and the state of its assets, to the General Meeting.

In addition, the Board of Directors prepares a report on the relations, which forms part of the annual report, in accordance with Section 82 et seq. of the Companies Act.

In addition, pursuant to the provision of Section 118(6) of Act No. 256/2004 Coll., on capital market business, as amended (the "CMBA"), the Board of Directors of the Company prepares and submits to the General Meeting an explanatory report on matters according to the CMBA as part of the annual report.

In accordance with the provisions of Section 447 et seq. of the Companies Act and Section 83 of the Companies Act and Article 7.3(y) of the Company's Articles of Association, the Supervisory Board of the Company submits to the General Meeting the results of the Company's Supervisory Board's inspection activities, for which a report of the Company's Supervisory Board on its inspection activities has been prepared. That report includes the opinion of the Company's Supervisory Board's on the annual financial statements, the consolidated financial statements, the proposal for the distribution of the Company's profits, and the report on relations. The conclusions of the Company's Supervisory Board's on its inspection activities are without reservations..

In accordance with the provisions of Section 44aa of Act No. 93/2009 Coll., on auditors and on amendments to certain acts (the "Act on Auditors"), as amended (the "**Act on Auditors**") and with Article 24.5 of the Company's Articles of Association, the Company's Audit Committee prepares a report on its activities in which it evaluates its activities in relation to the activities under the Act on Auditors.

**On the basis of the above and the published information, it is proposed that the General Meeting of the Company approves the annual financial statements for the year 2024.**

The annual report, as well as its several parts (the annual financial statements, the consolidated financial statements, the auditor's report, the report on relations, the summary report pursuant to the CMBA), the Supervisory Board's report on its inspection activities, and the Audit Committee's report on activities are posted on the Company's website <https://www.coltczgroup.com/en/> under "Investors" in the "General Meetings" section.

## 1.2 Draft resolution - Approval of the consolidated financial statements for 2024 (Draft II):

"The General Meeting of the Company hereby approves the consolidated financial statements for the financial period from 1 January 2024 to 31 December 2024, which have been audited by the auditor and are included in the annual report published on the Company's website (at <https://www.coltczgroup.com/en/> under the link "Investors" in the section "General Meetings").

### Reasoning of Draft II:

In accordance with Section 421(2) (g) of the Companies Act and Article 7.3.(k) of the Company's Articles of Association, the General Meeting approves the consolidated financial statements submitted to it by the Company's Board of Directors in accordance with Section 435(4) of the Companies Act and Article 13.4.(c) of the Company's Articles of Association.

Pursuant to the provision of Section 447(3) of the Companies Act and Article 19.5. of the Company's Articles of Association, the Company's Supervisory Board reviews the Company's consolidated financial statements and submits its opinion to the General Meeting.

The Company's financial statements must be audited by an auditor and forms part of the annual report pursuant to Section 21 of the Accounting Act. Pursuant to the provisions of Section 23a of the Accounting Act, the consolidated financial statements for 2024 have been prepared in accordance with International Financial Reporting Standards approved for use in the EU.

The consolidated financial statements have been prepared in accordance with applicable legal regulations and give a true and fair view of the subject of the accounting and financial position of the consolidated group, entities under common influence and affiliated entities.

The consolidated financial statements have been audited by the auditor, discussed by the Company's Board of Directors and reviewed by the Company's Supervisory Board, which has concluded to recommend to approve the Company's consolidated financial statements for approval.

The consolidated financial statements for 2024 were audited by Deloitte Audit with an unqualified opinion.

The consolidated profit of the consolidated group for the financial year 2024 is CZK 1 044 575 000 (in words: CZK one billion forty-four million five hundred seventy-five thousands).

Other important data from the consolidated financial statements are:

Total assets (in CZK thousand)	46 032 198
Total equity (in CZK thousand)	20 028 429
Total liabilities (in CZK thousand)	26 003 769

Consolidated profit or loss for the financial year (in CZK thousand)	1 044 575
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On the basis of the above and the published information, it is proposed that the Company's General Meeting approves the consolidated financial statements for the year 2024.

The annual report, as well as its several parts (the annual financial statements, the consolidated financial statements, the auditor's report, the report on the Company's business activities and the state of its assets, the report on relations, the summary report pursuant to the CCCG), the Supervisory Board's report on its inspection activities, and the Audit Committee's report on its activities are published on the Company's website <https://www.coltczgroup.com/en/> under "Investors" in the "General Meetings" section.

### 1.3 Draft resolution - Approval of the distribution of profit for year 2024 (Draft III):

"The General Meeting of the Company hereby resolves on the distribution of the Company's profit, i.e. the non-consolidated profit for the year 2024 after tax and retained earnings from previous years in the total amount of CZK 990 753 957,89 (in words: nine hundred and ninety million seven hundred and fifty-three thousand nine hundred and fifty-seven Czech crowns and eighty-nine hellers) after tax, as follows:

- a) a profit in the amount of CZK 846 945 420,00 (in words: eight hundred forty-six million, nine hundred forty-five thousand, four hundred and twenty Czech crowns) for 2024 will be distributed among the shareholders of the Company, to each shareholder in proportion of the par value of the shares held by such shareholder of the Company to the total share capital of the Company;
- b) the remaining profit in the amount of CZK 143 808 537,89 (in words: one hundred and forty-three million, eight hundred and eight thousand, five hundred and thirty-seven Czech crowns and eighty-seven hellers) from the account of retained earnings of previous years will be distributed among the shareholders of the Company, to each shareholder of the Company on proportion of the par value of the shares held by such shareholder to the total share capital of the Company."

#### Reasoning of Draft III:

In accordance with Section 421 (2) (h) of the Companies Act and Article 7.3. (I) of the Company's Articles of Association, the Company's General Meeting decides on the use of the economic result.

In accordance with Section 435(4) of the Business Corporations Act and Article 13.4(c) of the Company's Articles of Association, a proposal is submitted to the General Meeting for the distribution of the Company's economic result for 2024, i.e. the non-consolidated profit after tax for 2024 in the amount of CZK 990,753,957.89 (in words: nine hundred ninety million, seven hundred fifty-three thousand, nine hundred and fifty-seven Czech crowns and eighty-nine hellers), so that an amount of CZK 846,945,420.00 (in words: eight hundred forty-six million, nine hundred forty-five thousand, four hundred and twenty Czech crowns) is distributed among the shareholders of the Company, and the remaining profit in the amount of CZK 143,808,537.89 (in words: one hundred and

forty-three million, eight hundred and eight thousand, five hundred and thirty-seven Czech crowns and eighty-seven hellers) is transferred to the account of retained (accumulated) earnings from previous years.

The proposal of the Company's Board of Directors for the distribution of profit reflects the Company's declared dividend strategy and is in accordance with its adopted dividend policy. The Board of Directors proposes to distribute among the shareholders a profit of CZK 846,945,420.00 (in words: eight hundred forty-six million, nine hundred forty-five thousand, four hundred and twenty Czech crowns), which represents 85.48% (in words: eighty-five-point forty-eight percent) of the Company's profit for the year 2024. In its IPO prospectus, the Company committed, under its dividend policy, to distribute at least 33% (in words: thirty-three percent) of the profit reported by the consolidated group. For the year 2024, this consolidated profit amounts to CZK 1,044,575,000 (in words: one billion, forty-four million, five hundred seventy-five thousand Czech crowns). The proposed dividend thus corresponds to 81% (in words: eighty-one percent) of the consolidated profit, meaning that the Company has fulfilled its commitment. The remaining profit in the amount of CZK 143,808,537.89 (in words: one hundred, forty-three million, eight hundred eight thousand, five hundred thirty-seven Czech crowns and eighty-nine hellers) is proposed by the Board of Directors to be transferred to retained earnings from previous years.

The retained profit in the Company will be used for further investments by the group, in particular for the acquisition of companies with complementary products to the COLT group's production portfolio, and as a capital reserve for the repayment of existing debt financing. The proposed transfer of part of the Company's profit to the account of retained earnings is primarily connected with the Company's ongoing efforts to invest in new technologies and areas in order to maintain its competitiveness and to continue providing best-in-class solutions. Through this proposal, the Company reaffirms its long-term declared intention to invest available capital into the strategic development of the Company, especially with the aim of strengthening its market position, increasing its resilience to economic cycles, and seizing attractive opportunities currently available on the market. A potential distribution and payout of 100% (in words: one hundred percent) of the profit, on the other hand, would reduce the funds available for investments and make the Company's planned growth more difficult.

From the shareholder's perspective, the implementation of the above-mentioned strategic objectives of the Company represents an opportunity to participate in the future economic results of a more profitable and stable business corporation, one that will be prepared to distribute profit to its shareholders while simultaneously increasing the value of their shares.

In light of the above reasoning (i.e. the presentation of important grounds), the proposed measure in the form of a partial non-distribution of the Company's profit among its shareholders is, in the view of the Company's Board of Directors, a proportionate measure, and the decision not to distribute a part of the profit is in the interest of the Company. This potential interference with the rights of the Company's shareholders is therefore a truly necessary step for the implementation of the above-mentioned plans, so that the Company is able to pursue its long-term objectives as outlined in the justification above.

The calculation of the share in profit per share is based on the total number of shares issued by the Company. The share in profit thus amounts to CZK 15 (in words: fifteen

Czech crowns) per share before tax. In accordance with the conditions arising from Czech legal regulations, the applicable tax will be withheld (deducted) by the Company prior to the payment being made.

The record date for exercising the right to a share in profit, in accordance with Article 28.4 of the Company's Articles of Association, is 4 July 2025. This means that the right to a share in profit shall belong to those persons who are shareholders of the Company as of the record date for exercising the right to a share in profit.

In accordance with Section 34(4) of the Business Corporations Act and Article 28.6 of the Company's Articles of Association, the General Meeting may decide on a different due date for the payment of the share in profit. The share in profit shall be payable no later than 4 October 2025.

The payment of the share in profit will be carried out through Komerční banka, a.s., with its registered office at Na Příkopě 33, No. 969, 114 07 Prague 1, Czech Republic, Identification No.: 453 17 054, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert No. 1360.

The terms and the method of the pay-out of the share in the profit are published on the Company's website at <https://www.coltczgroup.com/en/> under the "Investors" link in the "General Meetings" section.

#### **1.4 Draft resolution - Resolution on the appointment of the auditor for the financial year 2025 (Draft IV):**

**"The General Meeting of the Company hereby appoints Deloitte Audit s.r.o., with its registered office at Italská 2581/67, Vinohrady, 120 00, Prague 2, ID No: 496 20 592, registered in the Commercial Register kept by the Municipal Court in Prague, File No. C 24349, as the Company's auditor for the financial year from 1 January 2025 to 31 December 2025 to perform the statutory audit."**

##### **Reasoning of Draft IV:**

The Company's financial statements must be audited by an auditor and form a part of the annual report pursuant to the relevant provisions of the Accounting Act and the Act on Auditors.

In accordance with the provision of Section 17 of the Act on Auditors and Article 7.3.(z) of the Company's Articles of Association, the Company's auditor is appointed by the General Meeting.

The proposed audit firm is a suitable candidate to act as the Company's auditor, both in view of its expertise in the field and its long-term experience in the field.

The proposed company, Deloitte Audit, has been recommended by the Audit Committee, in accordance with Section 43 of the Act on Auditors and Article 24.1(d) of the Company's Articles of Association, to the Supervisory Board, which submits a proposal for the appointment of the auditor to the General Meeting.

On the basis of the above, it is proposed to the General Meeting to appoint Deloitte Audit as the Company's auditor for the financial year from 1 January 2025 to 31 December 2025 to perform the statutory audit.



## 1.5 Draft resolution - Resolution on the appointment of the auditor to verify the 2025 sustainability report (Draft V):

"The General Meeting of the Company hereby appoints Deloitte Audit s.r.o., with its registered office at Italská 2581/67, Vinohrady, 120 00, Prague 2, ID No: 496 20 592, registered in the Commercial Register kept by the Municipal Court in Prague, File No. C 24349, as the Company's auditor to verify the sustainability report for the financial year from 1 January 2025 to 31 December 2025."

### Reasoning of Draft V:

In accordance with of Section 17 (1) in conjunction with Section 17 (6) of Act on Auditors, the General Meeting of the Company appoints the auditor to carry out the statutory audit and to verify the sustainability report.

The proposed audit firm is a suitable candidate to act as the Company's auditor, both in view of its expertise in the field and its long-term experience in the field.

The proposed company Deloitte Audit has been recommended by the Audit Committee of the Company, in accordance with the provision of Section 43 of the Act on Auditors and Article 24.1(d) of the Company's Articles of Association, to the Supervisory Board of the Company which submits a proposal for the appointment of an auditor to the General Meeting.

On the basis of the above, it is proposed to the General Meeting to appoint Deloitte Audit as the Company's auditor to verify the Sustainability Report for the financial period from 1 January 2025 to 31 December 2025.

## 1.6 Draft resolution - Approval of the remuneration report (Draft VI):

"The General Meeting of the Company hereby approves the remuneration report for the financial year from 1 January 2024 to 31 December 2024 published on the Company's website (at <https://www.coltczgroup.com/en/> under the "Investors" link in the "General Meetings" section)."

### Reasoning of Draft VI:

In accordance with the relevant provisions of the CMBA, the Company is obliged to prepare a clear and comprehensible remuneration report which provides a full overview of the remuneration, including all benefits in any form, granted or payable during the last completed financial year to persons referred to in Section 121m(1) of the CMBA.

Pursuant to the provision of Section 121o of the CMBA, the Company's Board of Directors then submits to the General Meeting for approval the prepared remuneration report for the financial year concerned, which contains information in accordance with the relevant provisions of the legal regulations, in particular information on all remuneration paid to members of elected bodies of the Company, i.e. The Company's Board of Directors and Supervisory Board, including benefits in kind provided to members of elected bodies in 2024.

The remuneration report will be audited by the auditor, i.e. Deloitte Audit, in accordance with the provision of Section 121q of the CMBA. The remuneration report for approval, as well as the independent auditor's report on the audit of the remuneration report, are



published on the Company's website at [coltczgroup.com/en/investors-general-meeting/](https://coltczgroup.com/en/investors-general-meeting/).

In accordance with the provision of Section 121o of the CMBA, the remuneration report will be published on the Company's website free of charge together with the information whether the remuneration report has been approved by the General Meeting.

**1.7 Draft resolution - Resolution on the election of a member of the Audit Committee, Ing. David Ondroušek (Draft VII):**

**"The General Meeting of the Company hereby elects Ing. David Ondroušek, date of birth 2 March 1976, residing at Ruská 1338/108, Vršovice, 100 00 Prague 10, to the position of member of the Audit Committee of the Company, with effect as of 1 July 2025."**

**Reasoning of Draft VII:**

In accordance with Article 7.3(j) of the Company's Articles of Association, the powers of the Company's General Meeting include, among other things, the election and dismissal of members of the Company's Audit Committee. The Company's Audit Committee consists of three members. Two members were appointed (co-opted) as substitute members by the Audit Committee on 16 January 2025 and 20 January 2025, respectively, in accordance with Article 25.5 of the Company's Articles of Association. Their term of office expires at the next meeting of the General Meeting of the Company, i.e. upon the General Meeting's decision on the election of new members of the Audit Committee. At the time of the decision, there will thus be two vacant positions on the Audit Committee, and Ing. David Ondroušek, date of birth 2 March 1976, residing at Ruská 1338/108, Vršovice, 100 00 Prague 10 ("**David Ondroušek**"), is proposed for election to one of these positions.

David Ondroušek worked for more than ten years in the audit department of Deloitte. Prior to that, he spent ten months in the finance department of WOOD & Company. He is currently employed at the tax advisory firm Staněk, Tomíček & Partners. David Ondroušek is a certified auditor registered with the Chamber of Auditors of the Czech Republic and a member of the international professional organisation Association of Chartered Certified Accountants (ACCA). In addition to providing audit services, he primarily focuses on IFRS matters and advisory services in the area of transfer pricing. David Ondroušek has been a member of the Company's Audit Committee since 17 January 2020. On 16 January 2025, he was appointed (co-opted) by the Audit Committee, in accordance with Article 25.5 of the Company's Articles of Association, as a substitute member until the next meeting of the General Meeting of the Company. His term of office will therefore expire upon the next General Meeting and the decision on the election of a new member of the Audit Committee.

As David Ondroušek has proven himself in the role of a member of the Company's Audit Committee, it is proposed that he be re-elected as a member of the Company's Audit Committee, with effect as of 1 July 2025, in accordance with Article 25.4 of the Company's Articles of Association.

David Ondroušek meets all the requirements imposed by legal regulations on members of the Company's Audit Committee and has consented to his election to the position of member of the Company's Audit Committee.

**1.8 Draft resolution – Resolution to elect a member of the Audit Committee, Ing. Pavel Závítkovský (Draft VIII):**

**"The General Meeting of the Company hereby elects Ing. Pavel Závítkovský, date of birth 19 July 1955, residing at Hyacintová 3266/9, Záběhlce, 106 00 Prague 10, to the position of a member of the Audit Committee of the Company, with effect from 1 July 2025."**

**Reasoning of Draft VIII:**

In accordance with Article 7.3(j) of the Company's Articles of Association, the powers of the Company's General Meeting include, among other matters, the election and dismissal of members of the Company's Audit Committee. The Audit Committee has three members, two of whom were appointed (co-opted) by the Audit Committee on 16 January 2025 and 20 January 2025 respectively as substitute members until the next General Meeting of the Company, i.e. their terms of office will expire by the next General Meeting of the Company and the related resolution to elect new members of the Audit Committee. As a result, at the time of the resolution, two positions on the Audit Committee will be vacant, and for one of them, Ing. Pavel Závítkovský, date of birth 19 July 1955, residing at Hyacintová 3266/9, Záběhlce, 106 00 Prague 10, is proposed (**"Pavel Závítkovský"**).

Pavel Závítkovský is a graduate of the University of Economics in Prague. He has been a registered auditor with the Chamber of Auditors of the Czech Republic since 1990 and a certified internal auditor of the Institute of Internal Auditors (CIA) since 2002. Pavel Závítkovský has more than 22 years of experience from KPMG with audits in financial and industrial companies. He has also participated in numerous specific engagements such as due diligence, privatization projects, mergers, acquisitions, and internal audit services. He was one of the founders of the Chamber of Auditors of the Czech Republic. From 1998 to 2001, he served as Chairman of the Supervisory Committee of the Chamber of Auditors of the Czech Republic. From 2001 to 2003, he was Vice President of the Czech Institute of Internal Auditors. He currently serves as a member or chairman of the audit committees of a number of Czech banks.

Pavel Závítkovský meets all the requirements for members of the Company's Audit Committee under the legal regulations and has consented to his election as a member of the Company's Audit Committee.

**1.9 Draft resolution – Resolution to approve the agreement on performance of the office of a member of the Company's Audit Committee (Draft IX):**

**"The General Meeting of the Company hereby approves the template agreement on performance of the office of a member of the Company's Audit Committee, published on the Company's website (<https://www.coltczgroup.com/en/> under the "Investors" link in the "General Meetings" section), to be entered into with the current and elected members of the Company's Audit Committee, with effect from 1 July 2025."**

**Reasoning of Draft IX:**

In accordance with Article 7.3(j) of the Company's Articles of Association, the powers of the Company's General Meeting include, among other matters, the approval

of agreement on performance of the office of a member of the Company's Audit Committee.

For simplicity, a template agreement on performance of the office of a member of the Company's Audit Committee has been drawn up. The remuneration of the members, Chairman and Vice-Chairman of the Company's Audit Committee, as well as other benefits, are set out in the agreement on performance of the office, which is published on the Company's website at <https://www.coltczgroup.com/en/investors-general-meeting/>. The persons appointed to the Company's Audit Committee will thereafter be party to such agreement on performance of the office. This agreement on performance of the office may, with effect from 1 July 2025 or later, replace the agreement on performance of the office of the members of the Company's Audit Committee who are currently in the office.

It is proposed that, with effect from 1 July 2025, the new remuneration amounts for the members of the Company's Audit Committee be approved, as included in the template agreement on performance of the office of a member of the Company's Audit Committee:

- (a) a member of the Company's Audit Committee in the capacity of Chairman and Vice-Chairman of the Audit Committee is entitled to a gross fee of CZK 50,000 (in words: fifty thousand Czech crowns) per month, unless the General Meeting approves in a particular case a remuneration other than the current fee of CZK 30,000 (in words: thirty thousand Czech crowns);
- (b) a member of the Company's Audit Committee is entitled to a gross fee of CZK 30,000 (in words: thirty thousand Czech crowns) per month, unless the General Meeting approves in a particular case a remuneration other than the current fee of CZK 10,000 (in words: ten thousand Czech crowns).

#### **1.10 Draft resolution – Resolution on extraordinary remuneration of the member of the Company's Supervisory Board, Ing. Vladimír Dlouhý, CSc. (Draft X)**

**"The General Meeting of the Company hereby approves a one-off individual remuneration of CZK 900,000 (in words: nine hundred thousand Czech crowns) to the member of the Company's Supervisory Board, Ing. Vladimír Dlouhý, CSc., date of birth 31 July 1953, residing at Na Hřebenkách 815/130, Smíchov, 150 00 Prague 5."**

##### **Reasoning of Draft X:**

On 6 June 2025, Ing. Vladimír Dlouhý, CSc., date of birth 31 July 1953, residing at Na Hřebenkách 815/130, Smíchov, 150 00 Prague 5 ("**Vladimír Dlouhý**"), resigned from his position as a member of the Company's Supervisory Board, requesting to terminate his office as of 30 June 2025. His position as a member of the Company's Supervisory Board will terminate on 30 June 2025.

In compliance with Section 61 of the Companies Act, any benefit provided to a person who is a member of an elected body of the Company, other than the benefit to which the right arises from a legal regulation, from a service agreement approved pursuant to Section 59(2) of the Companies Act, or from an internal regulation approved by the body of the Company whose powers include the approval of the service

agreement, may only be provided subject to the consent of the person who approves the service agreement and with the opinion of the supervisory body, if established.

It is proposed to approve an one-off individual remuneration of CZK 900,000 (in words: nine hundred thousand Czech crowns) to the resigning member of the Supervisory Board, Vladimír Dlouhý, which equals to six basic monthly fees of a member of the Supervisory Board, for his long-standing orderly performance of the duties a member of the Company's Supervisory Board.

## **1.11 Draft resolution – Approval of the acquisition of own shares (Draft XI):**

**“The General Meeting of the Company hereby approves the acquisition of the Company's own shares, subject to the following conditions:**

- (a) the Company may acquire a maximum of 3,373,660 (in words: three million three hundred and seventy-three thousand six hundred and sixty) own book-entry shares in registered form with a par value of CZK 0,10 (in words: ten hellers) per share;**
- (b) the Company may acquire its own shares for a period not exceeding 5 (in words: five) years from the date of adoption of this resolution and for a period not exceeding 5 (in words: five) years from the date of adoption of this resolution;**
- (c) if the Company acquires its own shares for consideration, then the lowest price at which the Company may acquire its own shares is CZK 0,10 (in words: ten hellers) and the highest price at which the Company may acquire its own shares is CZK 1,500 (in words: one thousand five hundred Czech crowns), for 1 (in words: one) book-entry share in registered form with a par value of CZK 0,10 (in words: ten hellers).”**

### **Reasoning of Draft XI:**

In compliance with Sections 298 et seq. of the Companies Act, the Company may only acquire its own shares under the conditions set out in the Companies Act, and the Company's General Meeting must decide on the acquisition of own shares.

The duties under Sections 301 and 302 of the Companies Act are fulfilled and it is proposed that the Company may acquire its own shares under the following conditions:

- ▶ the maximum number of 3,373,660 (in words: three million three hundred seventy-three thousand six hundred sixty) own registered book-entry shares with a par value of CZK 0,10 per share (in words: ten hellers);
- ▶ the period for which the Company may acquire its own shares shall not exceed five (5) years; and
- ▶ the highest and lowest price at which the Company may acquire shares when acquiring its own shares for consideration is CZK 0.10 (in words: ten hellers) and CZK 1,500 (in words: one thousand five hundred Czech crowns).

The draft resolution is intended to provide the Company with the ability to purchase its own shares for resale or other distribution primarily, but not exclusively,

to (i) employees of the Company or companies within the consolidation unit, members of the executive or other bodies of the Company or companies within the consolidation unit or persons in a similar position to the Company or companies within the consolidation unit for the purpose of a share option scheme; (ii) to third parties for the purpose of obtaining funds necessary to pay, or for the payment of purchase prices or other costs associated with, further investments in contemplated acquisitions by the Company or companies within the consolidating unit, and in companies with complementary products to produce small arms or other suitable equity interests that will develop the business of the consolidating unit. Thus, it is an option to acquire shares for the purpose of subsequent transfer to the relevant persons under a stock option scheme or in the context of the implementation of contemplated acquisitions (in a manner that has already been repeatedly used for major investments), and these options will only be exercised, as the case may be, on favourable terms.

On 28 June 2024, the General Meeting of the Company adopted, as part of Draft VIII, a resolution to approve the acquisition of own shares. However, in view of the partially different purpose of the acquisition of own shares, the previously adopted Resolution VIII and its reasoning regarding the approval of the acquisition of own shares is not sufficient, and the Company wishes to be as transparent as possible with its shareholders. This Draft Resolution XI therefore replaces the original resolution adopted in substance and again approves the possibility of acquiring the Company's own shares.

## 2. General information for shareholders

### 2.1. Deadline for delivery and method of expressing the shareholder's opinion:

The Company's Board of Directors hereby requests the Company's shareholders to provide their opinion on the aforementioned draft resolutions *per rollam* (jointly the "Draft") by completing the appropriate form for shareholder's opinion on draft resolutions *per rollam* (the "Opinion") and delivering the completed original of the Opinion on the Draft bearing an officially authenticated signature of the shareholder to the Board of Directors of the Company in one of the following ways.

The deadline for the delivery of the Opinion on the Draft in accordance with Article 11.1 of the Company's Articles of Association is at least 20 days, running from the notification of the Draft to the shareholders, and ending in this particular case on 29 June 2025.

The completed form of the Opinion on the Draft can be delivered by mail to the address of the Company's registered office for the attention of the Board of Directors of the Company in the original copy, or by e-mail at: [ValnaHromada@coltczgroup.com](mailto:ValnaHromada@coltczgroup.com), or to the Company's data box, ID: srqpv3e. If the Opinion on the Draft is delivered by e-mail or from the shareholder's data box, the Opinion on the Draft bearing the shareholder's officially authenticated signature must be converted from paper to electronic form by means of authorized conversion of documents. The authorized conversion of the document can be carried out at the relevant Czech POINT contact point or at any notary.

If a shareholder fails to deliver their approval of the Draft to the Company's Board of Directors within the stipulated period, the shareholder is deemed not to have approved the Draft. The Opinion on the Draft delivered to the Company's Board of Directors cannot be amended or revoked.

### 2.2. Record date for a resolution *per rollam*:

The record date for a resolution *per rollam* is the **seventh day preceding the date of notification of the Draft to all shareholders in the manner for convening the General Meeting under the Company's Articles of Association, i.e. the date of publication of the Draft on the Company's website, <https://www.coltczgroup.com/en/>, and the date of publication in the Commercial Bulletin, whichever is later, i.e. the 2 June 2025.** The significance of the record date is that the right to decide (vote) on a Draft and to exercise shareholder rights is vested in the person who is a shareholder of the Company on the record date and who is entered in the book-entry securities register maintained by the Central Securities Depository on the record date, or a representative of such a person.

### 2.3. Identification of the shareholder or their representative; Related documents:

In the event that the shareholder is a natural person, they will be identified on the basis of an extract from the securities register produced as of the record date and they are not required to attach any other documents when sending their Opinion on the Draft. In the event that the shareholder is a legal entity, a member of the governing body of such legal entity must attach to the Opinion on the Draft an up-to-date (not older



than 3 (three) months) extract from the relevant public register or another document supporting their right to act on behalf of the legal entity.

The representative of a shareholder must also attach the original or an officially authenticated copy of a written power of attorney with an authenticated signature of the shareholder to the Opinion on the Draft. The person entered in the book-entry securities register as a trustee or as a person authorized to exercise the rights attached to the share is not required to present a power of attorney. The representative whose right to represent a shareholder arises from a fact/document other than a power of attorney is required to prove that fact or produce the relevant document along with the Opinion on the Draft.

The grant (or revocation) of a power of attorney to represent a shareholder in voting *per rollam* at the General Meeting may also be notified by the shareholder to the Company by e-mail at: [ValnaHromada@coltczgroup.com](mailto:ValnaHromada@coltczgroup.com), or to the Company's data box, ID: **srqpv3e**. The power of attorney must be converted from paper to electronic form by means of authorized conversion and be sent in the electronic form. In the event of any discrepancies the Company has the right to ask the shareholder for additional information. This method of delivery of a power of attorney can only be used if the shareholder is sending the power of attorney in electronic form along with their Opinion.

Documents used by a shareholder as proof of identity and authenticated by foreign authorities must be apostilled or legalized unless the Czech Republic has a legal assistance agreement signed with the country in which the document was authenticated. All documents must be presented either in Czech or in English. If the documents (or authenticating clauses) are in another language, their certified translation into Czech must also be presented along with the documents.

If the shareholder's Opinion on the Draft is sent by e-mail or to the Company's data box, the above documents, which the shareholder or representative attaches to the shareholder's Opinion on the Draft, must be converted from paper to electronic form by means of authorized conversion.

## **2.4. Request for explanation:**

A shareholder has the right to request an explanation regarding matters of concern to the Company or to entities controlled by the Company, to the extent that such explanation is necessary to assess the adoption of the Draft. Following the posting of the Draft on the website and its publication in the Commercial Bulletin, a shareholder is entitled to submit a request for explanation to the Company in writing on the relevant form in the same way as the Opinion on the Draft by **23 June 2025** (inclusive) at the latest. The Company will respond to timely and duly submitted requests for information by **26 June 2025** (inclusive) at the latest.

## **2.5. Decision-making majorities and the manner of announcing results:**

In accordance with Article 11.6 of the Company's Articles of Association and Section 419(3) of the Companies Act, the decisive majority is calculated from the total number of votes of all shareholders of the Company. The Company's share capital is divided into 56,463,028 (in words: fifty-six million four hundred sixty-three thousand twenty-eight) registered shares in registered form, with a par value of CZK 0.10 (in words: ten hellers) per share, i.e. EUR 0.00402 (in words: EUR four hundred and two thousandths

of a cent). Each share carries 1 (in words: one) vote at the General Meeting. The total number of votes in the Company is 56,463,028 (in words: fifty-six million four hundred and sixty-three thousand twenty-eight).

**In accordance with the provisions of Sections 415 and 416 of the Companies Act and Articles 10.5 and 11.6 of the Company's Articles of Association, to approve:**

Draft I, an absolute majority of the votes of all shareholders of the Company is required;

Draft II, an absolute majority of the votes of all shareholders of the Company is required;

Draft III, at least three-fourths majority of the votes of all shareholders of the Company is required;

Draft IV, an absolute majority of the votes of all shareholders of the Company is required;

Draft V, at least two-thirds majority of the votes of all shareholders of the Company is required;

Draft VI, an absolute majority of the votes of all shareholders of the Company is required;

Draft VII, an absolute majority of the votes of all shareholders of the Company is required;

Draft VIII, an absolute majority of the votes of all shareholders of the Company is required;

Draft IX, an absolute majority of the votes of all shareholders of the Company is required;

Draft X, an absolute majority of the votes of all shareholders of the Company is required.

Draft XI, an absolute majority of the votes of all shareholders of the Company is required.

Interim results of voting *per rollam* will be available on the Company's website at <https://www.coltczgroup.com/en/investors-general-meeting/>.

The outcome of the voting *per rollam*, including the date of adopting a resolution, will be announced to the Company's shareholders without undue delay by posting the results on the Company's website at [coltczgroup.com/en/investors-general-meeting/](https://www.coltczgroup.com/en/investors-general-meeting/) and by publishing the result in the Commercial Bulletin.

## **2.6. Information on documents available to shareholders:**

In connection with the voting *per rollam*, the following underlying documents have been published on the Company's website at <https://www.coltczgroup.com/en/investors-general-meeting/>;

- ▶ Rules of Decision-Making of the General Meeting of the Company outside the General Meeting (voting *per rollam*);
- ▶ Draft Resolutions of the General Meeting of the Company outside the General Meeting (voting *per rollam*);
- ▶ Underlying documents for voting *per rollam*;

- ▶ Form Shareholder's Opinion on the draft resolutions to be adopted outside the General Meeting (voting *per rollam*);
- ▶ Form of Power of Attorney for Shareholder - Natural Person;
- ▶ Form of Power of Attorney for a Shareholder - Legal Entity;
- ▶ Form of Request for Explanation.

No further underlying documents are necessary for the adoption of a Draft within the meaning of Section 418(2)(c) of the Companies Act.

## 2.7. Notice to shareholders:

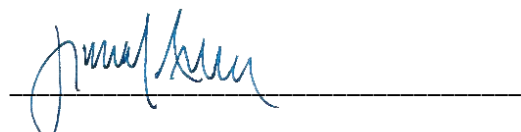
The Company draws the attention of shareholders who are subject to Act No. 37/2021 Coll., on the Register of Beneficial Owners, as amended (the “ARBO”), which has been in force and effect since 1 June 2021 and which substantially affects, inter alia, shareholders’ voting in the Company and the payment of shares in profit to shareholders (Sections 54(3) and 53(2) of the ARBO), to ensure that, if they have not already done so, they duly comply with their obligations under the ARBO well in advance.

Place: Prague

Date: 6 June 2025

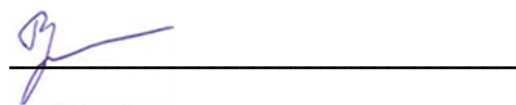
Place: Prague

Date: 6 June 2025



Name: JUDr. Josef Adam, LL.M.

Position: Vice-Chairman of the Board of Directors



Name: Ing. Radek Musil, MBA

Position: Vice-Chairman of the Board of Directors