

## Proposal for resolution of the General Meeting and its reasoning

### Item 11 – Approval of an update to the remuneration policy

#### Proposed resolution:

*“The Company’s General Meeting hereby approves the updated version the Company’s remuneration policy published on the Company’s website (at <https://www.coltczgroup.com/en/> under the “Investors” link in the “General Meetings” section).”*

#### Reasoning:

In accordance with the relevant provisions of the CMBA, the Company is required to prepare a remuneration policy that is comprehensible, promotes the Company’s business strategy, its long-term interests and sustainability, and explains how it does so.

Pursuant to the provisions of Section 121k of the CMBA, the Company’s Board of Directors submits to the General Meeting for approval the drafted remuneration policy which contains information in accordance with the relevant provisions of the legal regulations, in particular the determination of fixed and variable components of remuneration (primarily in accordance with Section 121l of the CMBA), specifically the determination of fixed and variable components of remuneration for members of the Company’s Board of Directors, Supervisory Board, and Audit Committee, entitlement to non-monetary benefits, information on share-based remuneration, information on the term of office, rules governing the termination of entitlement to variable remuneration and other criteria for the payment of the variable component of remuneration and other conditions of service.

The proposed wording of the updated remuneration policy is published on the Company’s website at <https://www.coltczgroup.com/en/investors-general-meeting/>. In accordance with the provision of Section 121k of the CMBA, the approved update to the remuneration policy will be published on the Company’s website free of charge together with the date of its approval. The update involved changes related to the remuneration of members of the Board of Directors and the Supervisory Board in the form of Company shares.

It is proposed that, effective as of the date of this decision, a new, comprehensive version of the remuneration policy be approved, which includes, in particular, the following amendments and additions:

- ▷ Article 1.1.6, which states that the previous share-based compensation plan for the Company has expired due to non-utilization. The current proposal calls for a significantly lower number of Company shares to be used for these purposes (under the current remuneration policy, the total number of shares is 3,373,660 Company shares), with a proposed two-year period for the grant of shares and a prohibition on the disposal or encumbrance of shares acquired in this manner for a period of three years from the date of acquisition of each share;
- ▷ Article 2.1.6, which proposes a new arrangement for the remuneration of members of the Supervisory Board in the form of Company shares (whereas this article is not part of the current remuneration policy); and
- ▷ Article 6, which updates the procedure for approving the proposed remuneration policy.

If the updated remuneration policy is approved in accordance with this proposal, it will fully replace the current remuneration policy, as approved pursuant to the announcement of the results of the Company's General Meeting held on 4 October 2024, available on the Company's website (<https://www.coltczgroup.com/en/> under the "Investors" link in the "General Meetings" section).