

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

### Item 13 – Approval of the agreement on performance of the office and extraordinary remuneration for the member of the Supervisory Board of the Company, Mr. Daniel Benasayag Birmann

#### Proposed resolution:

- I. The General Meeting of the Company hereby approves the conclusion of the so-called template agreement on performance of the office of a member of the Company's Supervisory Board, as approved by the Company's General Meeting on 4 October 2024 (the resolution is available on the Company's website) <https://www.coltczgroup.com/en/> under the "Investors" link in the "General Meetings" section) with Mr. Daniel Benasayag Birmann, date of birth 1 November 1951, residing at 1070-072 Lisbon / Lisbon Metropolitan Area, Av. Conselheiro Fernando de Sousa 11, Apt. 1501, Portuguese Republic ("Daniel Benasayag Birmann"), which as of 1 July 2026 will replace the existing agreement on performance of the office of a member of the Company's Supervisory Board of Mr. Daniel Benasayag Birmann.*
- II. The General Meeting of the Company hereby further approves an extraordinary one-time remuneration for a member of the Company's Supervisory Board, Mr. Daniel Benasayag Birmann, in the gross amount of CZK 4,500,000."*

#### Reasoning:

In accordance with Article 7.3(i) of the Company's Articles of Association, the powers of the Company's General Meeting include, inter alia, the approval of agreements on performance of office of members of the Company's Supervisory Board.

An individual agreement on performance of office has been approved for Mr. Daniel Benasayag Birmann, a member of the Company's Supervisory Board, date of birth 1 November 1951, residing at 1070-072 Lisbon / Lisbon Metropolitan Area, Av. Conselheiro Fernando de Sousa 11, Apt. 1501, Portuguese Republic ("**Daniel Benasayag Birmann**"), as a member of the Company's Supervisory Board, by the resolution of the Company's General Meeting adopted *per rollam* on 4 October 2024.

In the case of Mr. Daniel Benasayag Birmann, it is now proposed to conclude the template form agreement on performance of office of a member of the Supervisory Board approved by the Company's General Meeting for members of this corporate body by its resolution adopted *per rollam* on 4 October 2024 (the resolution is available on the Company's website) <https://www.coltczgroup.com/en/> under the "**Investors**" link in the "**General Meetings**" section). The Company's Board of Directors and Supervisory Board will take all necessary steps in this regard to ensure that the existing agreement on performance of office is replaced by a new agreement on performance of office in accordance with this proposal on 1 July 2026.

The reason for this is that the position, professional profile, international activities and specific circumstances of Mr. Daniel Benasayag Birmann's performance of office justify the agreement of individual contractual terms, which better correspond to the nature of his involvement in the activities of the Supervisory Board and the specifics of his relationship with the Company.

This new agreement on performance of the office with Mr. Daniel Benasayag Birmann would supersede the existing agreement on performance of the office with him upon its execution.

In accordance with Article 7.3(i) of the Company's Articles of Association, the powers of the Company's General Meeting also include, inter alia, decision-making on the remuneration of, and the provision of benefits to, members of the Company's Supervisory Board within the meaning of Section 61 of the Companies Act.

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.

Following the above, it is proposed that an extraordinary one-time remuneration be approved for Mr. Daniel Benasayag Birmann, a member of the Company's Supervisory Board, in the gross amount of CZK 4,500,000, for his proper performance of the office of member of the Company's Supervisory Board.

The proposed benefit reflects the importance and responsibility associated with the performance of the office of a member of the Supervisory Board, as well as Mr. Daniel Benasayag Birmann's contribution to the Company's activities in carrying out the tasks falling within the Supervisory Board's competence in the area of supervision over the Company's activities. In assessing the proposal for the granting of the extraordinary remuneration, particular account was taken of his professional expertise, experience, and the time and professional demands associated with the performance of the office, as well as of the overall importance of his role for the stable and proper functioning of the Company's bodies.

The approval of the extraordinary remuneration is also justified by the Company's interest in appropriately recognizing the performance of the office of a member of its elected body in cases where the standard remuneration framework does not fully reflect the scope, importance or specific demands of the activities carried out by Mr. Daniel Benasayag Birmann.

The Supervisory Board, pursuant to Section 61(1) of the Companies Act, recommended that the Company's General Meeting approve the extraordinary remuneration as set forth in the proposed resolution.