

# Rules of decision-making of the general meeting of COLT CZ Group SE outside the general meeting (decisions per rollam)

Dear Shareholders,

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

The Draft is published on the Company's website and in the Commercial Bulletin, i.e. in the same way as the invitation to the General Meeting is published in accordance with the Company's Articles of Association. The Draft includes a notarial deed in accordance with the provision of Section 419(2) of the CA.

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

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

In this context, please find below an **overview of important information** relating to the procedure of *per rollam* decision-making of the General Meeting as well as **detailed information** regarding the whole *per rollam* decision-making procedure.

## 1. Overview of important information

### 1.1 What is decision-making *per rollam*?

The shareholders exercise their right to participate in the management of the Company outside the General Meeting, i.e. **outside a meeting of the General Meeting**. The shareholders deliver their opinion on the Draft by mail to the address of the Company’s registered office for the attention of the Board of Directors in the original copy, or by email to: [ValnaHromada@coltczgroup.com](mailto:ValnaHromada@coltczgroup.com), or to the Company’s data box, data box ID: srqp3e (the “**Opinion**”).

### 1.2 Why decision-making *per rollam*?

The Company's Board of Directors believes that this method of decision-making by the Company's General Meeting will enable all shareholders to participate properly in decisions on the Company's affairs.

## 1.3 What is the subject of the resolution?

- (a) Resolution to authorise the Company's Board of Directors to increase the Company's share capital and to exclude the pre-emptive right to subscribe for new shares (Draft I);
- (b) Resolution on an amendment to the Company's Articles of Association (Draft II).

## 1.4 Who can decide?

A person who is the Company's shareholder on the **record date** with the record date for the resolution *per rollam* being the seventh day preceding the date of notification of the Draft to all shareholders in the manner prescribed for convening the General Meeting in accordance with the Company's Articles of Association, i.e. the date of publication of the Draft Decision on the Company's website, i.e. at <https://www.coltczgroup.com/en/>, and the date of publication in the Commercial Bulletin, whichever occurs later, i.e. **30 January 2024**, and who is at the same time entered in the book-entry securities register maintained by the Central Securities Depository on the record date, or a representative of such person.

## 1.5 Notice to shareholders

Act No. 37/2021 Coll., on the Register of Beneficial Owners, as amended (the "ARBO"), has been in force and effect as of 1 June 2021, which substantially affects, among other things, the voting of shareholders in the Company (Section 54(3) of the ARBO). In this context, the Company advises those shareholders who are subject to the ARBO to comply with their obligations under the ARBO well in advance unless they have already done so.

## 1.6 How is a resolution made?

**Upon timely delivery of a duly completed Opinion bearing an authenticated signature of the shareholder or their representative.**

The completed form of the Opinion can be delivered by mail to the address of the Company's registered office for the attention of the Board of Directors in the original copy, or by email to: [ValnaHromada@coltczgroup.com](mailto:ValnaHromada@coltczgroup.com), or to the Company's data box, data box ID: srqpv3e.

If the Opinion is delivered by e-mail or from the shareholder's data box, the **Opinion bearing the shareholder's authenticated signature must be converted from paper to electronic form by means of authorised document conversion**. The authorised document conversion can be carried out at a relevant Czech POINT contact point or at any notary.

## 1.7 What are you supposed to do?

**You do not have to do anything.** It is purely at your discretion whether or not you will exercise your right to participate in the Company's business management, i.e. to deliver the Opinion.

## 1.8 What rights do you have?

You have the right to provide your opinion on the Draft.

You have the right to **request an explanation** of matters relating to the Company or to persons controlled by the Company if such an explanation is required for a decision on the Draft; the request should be delivered to the Company in writing on a prescribed form of a request for an explanation by **19 February 2024**.

You have the right to act through a **representative** for the purposes of a resolution *per rollam*.

## 1.9 What documents are available?

- ▶ **Rules of Decision-Making of the General Meeting** of the Company outside the General Meeting (a resolution *per rollam*);
- ▶ **Draft Resolution of the General Meeting** of the Company adopted outside the General Meeting (a resolution *per rollam*) and draft resolutions in the form of a notarial deed in accordance with the provision of Section 419(2) of the CA;
- ▶ **Underlying documents for a resolution *per rollam***.
- ▶ Form of the **Shareholder's Opinion** on the draft resolution of the General Meeting adopted outside the General Meeting (a resolution *per rollam*);
- ▶ Form of a **Power of Attorney for a Shareholder – Individual**;
- ▶ Form of a **Power of Attorney for a Shareholder – Legal Entity**;
- ▶ Form of a **Request for Explanation**.

## 1.10 When and how will the result be announced?

**Without undue delay** upon the lapse of the Opinion delivery deadline, by posting the results on the **Company's website** at <https://www.coltczgroup.com/en/investors-general-meeting/> and by publishing the result in the **Commercial Bulletin**.

## 1.11 What you may want to know

The voting period **ends on 26 February 2024**.

**Decisive majorities** required for the adoption of the Drafts are therefore as follows:

- ▶ **26,368,058** "IN FAVOUR" votes for the adoption of **Draft I**;
- ▶ **23,438,274** "IN FAVOUR" votes for the adoption of **Draft II**.

If you **do not deliver** your "IN FAVOUR" Opinion to the Company's Board of Directors within the set deadline, you are deemed **not to agree** with the Draft.

It suffices for an “**AGAINST**” decision if you do not deliver your Opinion on the Draft to the Company’s Board of Directors.

## 1.12 What is the time sequence of the respective steps?

Record date	30 January 2024
Announcement of the Draft	6 February 2024
Period for the delivery of the Opinion on the Draft	20 days
End of the period for submitting requests for explanation	19 February 2024
End of the period for the Company to provide a statement on duly submitted requests for explanation	21 February 2024
End of the period for the delivery of the Opinion on the Draft	26 February 2024
Announcement of the Result of the per rollam resolution	no later than 4 March 2024

## 2. Detailed overview

### 2.1 General information

Although decision-making *per rollam* takes place outside a meeting of the General Meeting, it is still decision-making of the Company’s supreme body, i.e. the Company’s General Meeting.

However, the time frame for voting in the case of resolutions *per rollam* is substantially longer than in the case of regular meetings of the General Meeting which typically last several hours only.

The main difference from a regular meeting of the General Meeting is the application of the legal principle “**silence implies disagreement**” to the resolution *per rollam*. It is therefore also possible to vote “against” the Draft even if the Company’s shareholder does not deliver their Opinion to the Company’s Board of Directors within the prescribed period.

### 2.2 Period for the delivery and form of the opinion:

Resolutions of the Company’s General Meeting outside its meeting (*per rollam*) are made through the Opinion on the Draft, which is sent along with the Draft.

The Company’s shareholders are entitled to modify the Opinion only in a manner that is anticipated by its structure and content. An arbitrarily amended Opinion or an Opinion

completed in a non-compliant or confusing manner or in a manner not assumed by the Opinion will not be taken into account.

In their Opinion, the Company's shareholder must legibly fill in their name and surname (business name), date of birth (ID No.), permanent residence address (registered office) and the number and nominal value of the shares with which they vote. In the chart containing the relevant Draft, the Company shareholder must indicate in a clear manner (with a cross) in the "IN FAVOUR" or "AGAINST" box whether they vote in favour or against the Draft. Finally, the Company's shareholder must sign their Opinion; the signature on the Opinion must be authenticated (if the shareholder is a legal entity, a person authorized to act on behalf of the shareholder must affix their signature). An Opinion that is not signed by the Company's shareholder is invalid.

If a shareholder of the Company is represented in relation to the Opinion, the shareholder's representative should additionally fill in their name and surname (business name), date of birth (ID No.), permanent residence address (registered office) in the Opinion. Finally, the representative of the Company's shareholder will sign the Opinion, with the signature on the Opinion having to be authenticated (if the representative is a legal entity, its signature will be affixed by a person or persons authorized to act on behalf of that representative).

The Company's shareholder **will deliver the completed form of the Opinion on the Draft by mail to the address of the Company's registered office for the attention of the Board of Directors in the original copy, or by email to [ValnaHromada@coltczgroup.com](mailto:ValnaHromada@coltczgroup.com), or to the Company's data box, data box ID: srqp3e**. 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 authenticated signature must be converted from paper to electronic form by means of authorized document conversion. The authorized document conversion can be carried out at a relevant Czech POINT contact point or at any notary.

**The period for the delivery of the Opinion on the Draft is 20 days and ends on 26 February 2024.**

If the shareholder fails to deliver their consent to the Draft to the Company's Board of Directors within the prescribed period, the shareholder is deemed not to consent to the Draft. A shareholder's Opinion on the Draft delivered to the Company's Board of Directors may not be altered or withdrawn.

**The form of the shareholder's Opinion on the Draft** is published on the Company's website along with other documents.

## 2.3 Record date for decision-making per rollam:

The record date for the resolution *per rollam* is the seventh day preceding the date of notification of the Draft to all shareholders in the manner prescribed for convening the General Meeting in accordance with the Company's Articles of Association, i.e. the date of publication of the Draft on the Company's website, i.e. at <https://www.coltczgroup.com/en/>, and the date of publication in the Commercial Bulletin, whichever occurs later, i.e. **30 January 2024**. The significance of the record date is that the right to decide (vote) on the 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 person.

## 2.4 Identification of the shareholder or their representative and related documents:

In the event that the shareholder is an individual, they will be identified on the basis of an extract from the securities register produced on the record date and they are not required to attach any other documents when sending their Opinion on the Draft. In the event the shareholder is a legal entity, a member of the governing body of such legal entity must attach an up-to-date (not older than 3 months) extract from the relevant public register or another document supporting the member's right to act on behalf of the entity to the Opinion on the Draft.

The representative of the shareholder must also attach the original or an 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 a person authorized to exercise rights attached to the share does not have 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 present this fact or relevant documents 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 this electronic form. In the event of any discrepancies the Company has the right to ask the shareholder for additional information. This method of delivery can only be used if the shareholder is sending a 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 superlegalised unless the Czech Republic has signed a legal assistance agreement with the country in which the document was authenticated. All documents must be presented either in Czech or English. If the documents (or authenticating clauses) are made in another language, the documents must be presented along with a certified translation into Czech.

In the event that 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.

**The form of the Power of Attorney** granted by the shareholder to their representative is published on the Company's website along with other documents for a shareholder being an individual as well as a legal entity.

## 2.5 Request for explanation:

A shareholder has the right to demand 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. A shareholder is entitled to submit a request for explanation in writing on the relevant form to the Company in the same way as the Opinion on the Draft by **19 February 2024** (inclusive) at the latest following the publication of the Draft on the website and in the Commercial Bulletin.

The Company will respond to timely and duly submitted requests for information by **21 February 2024** (inclusive).

The form of a Request for Explanation is published on the Company's website along with other documents.

## 2.6 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 CA the decisive majority is calculated from the total number of votes of all shareholders of the Company. The Company's registered capital comprises 35,157,410 registered book-entry shares, each having the nominal value of CZK 0.10, or EUR 0.00402. One vote is attached to each share in voting at the General Meeting. The total number of votes in the Company is 35,157,410 votes.

In accordance with the provision of Sections 415 and 416 of the CA and Article 10.5. and 11.6. of the Company's Articles of Association, to approve:

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

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

**Decisive majorities** required for the adoption of the Draft resolutions are therefore as follows:

- ▶ **26,368,058** "IN FAVOUR" votes for the adoption of **Draft I**;
- ▶ **23,438,274** "IN FAVOUR" votes for the adoption of **Draft II**.

The form of a public document within the meaning of Article 11.6. of the Company's Articles of Association and the provisions of Section 419(2) of the CA is required for a resolution of the Company's General Meeting.

**If the shareholder fails to deliver their consent to the Draft to the Company's Board of Directors within the prescribed period, the shareholder is deemed not to consent to the Draft.**

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

The outcome of the decision-making *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 <https://www.coltczgroup.com/en/investors-general-meeting/> and by publishing the result in the Commercial Bulletin.

## 2.7 Information on documents available to the shareholders:

In connection with the *per rollam* decision-making, the following 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 a meeting of the General Meeting (a resolution *per rollam*);
- ▶ **Draft Decision of the General Meeting** of the Company adopted outside the General Meeting (a resolution *per rollam*) and draft resolutions in the form of a notarial deed in accordance with the provision of Section 419(2) of the CA;
- ▶ **Underlying documents for a resolution *per rollam*,**
- ▶ Form of the **Shareholder's Opinion** on the draft resolution of the General Meeting adopted outside the General Meeting (a resolution *per rollam*);
- ▶ Form of a **Power of Attorney for a Shareholder – Individual**;
- ▶ Form of a **Power of Attorney for a Shareholder – Legal Entity**;
- ▶ Form of a **Request for Explanation**.

No further underlying documents pursuant to Section 418(2)(c) of the CA are required to adopt the Draft.

We hope that you will find this overview exhaustive, providing you with all information you may need in decision-making *per rollam*.

Place: Prague

Place: Prague

Date: 6 February 2024

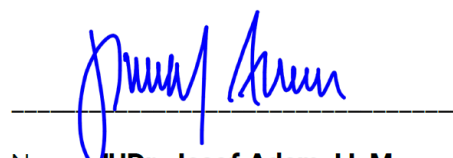
Date: 6 February 2024



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Name: **Jan Drahota**

Title: Chairman of the Board of Directors



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Name: **JUDr. Josef Adam, LL.M.**

Title: Vice-chairman of the Board of Directors