

Shareholder's opinion on a draft decision of the general meeting to be adopted outside the company's general meeting (*per rollam*)

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"),

under the provisions Section 418 et seq. of Act No. 90/2012 Coll., on Companies and Cooperatives (the Corporations Act), as amended (the "CA"), and Article 11 of the valid and effective Articles of Association of the Company.

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Shareholder's name and surname / business name

.....
Shareholder's date of birth / ID No.

.....
Shareholder's permanent residence address / registered office

.....
Number of shares with which the shareholder votes and their nominal value

If the shareholder is represented, please, state also the representative's details:

.....
Name and surname / business name of the shareholder's representative

.....
Date of birth / ID No. of the shareholder's representative

.....
Permanent residence address / registered office of the shareholder's representative

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Draft decision – 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):

Draft decision:

"The General Meeting of the Company hereby authorises the Board of Directors of the Company, in accordance with Sections 511 et seq. of Act No. 90/2012 Coll., on business companies and cooperatives (the Companies Act), as amended (the "Companies Act"), to increase the share capital of the Company on the terms and subject to the conditions set out in the Companies Act and the Company's Articles of Association. The authorisation to the Company's Board of Directors substitutes a resolution of the General Meeting of the Company on an increase of the share capital, it being stipulated that:

- ▶ *upon the authorisation of the Board of Directors, the share capital of the Company may be increased by a maximum of CZK 1,500,000 (in words: one million five hundred thousand Czech crowns);*
- ▶ *as part of the share capital increase on the basis of the authorisation of the Board of Directors, a maximum of 15,000,000 (in words: fifteen million) registered book-entry shares with a par value of CZK 0.10 (in words: ten hellers) per share will be issued, while the rights attached to the new shares will be the same as the rights attached to the existing shares of the Company;*
- ▶ *during the increase in the Company's share capital by the decision of the Board of Directors on the basis of this authorisation,*

IN FAVOUR

AGAINST

<p><i>the issue price of the shares may only be paid by monetary contributions;</i></p> <ul style="list-style-type: none"> ▶ <i>the Board of Directors may increase the share capital several times under the authorisation as long as the total amount does not exceed the set limit;</i> ▶ <i>the authorisation is granted for a period of 1 (in words: one) year from the day the General Meeting decided to grant the authorisation;</i> ▶ <i>the New Shares to be subscribed as part of the share capital increase pursuant to the authorisation of the Company's Board of Directors may only be offered for subscription to a pre-determined prospective buyer – i.e. without exercising preference rights – namely to CBC Europe S.à r.l., with its registered office at 1616 Luxembourg, Place de la Gare 5, Grand Duchy of Luxembourg, registration number: B 167046 ("CBC Europe");</i> ▶ <i>the lowest price at which CBC Europe may acquire the newly subscribed shares of the Company is CZK 200 (in words: two hundred Czech crowns) for 1 (in words: one) registered book-entry share with a par value of CZK 0.10 (in words: ten hellers), and the highest price at which CBC Europe may acquire newly subscribed shares of the Company is CZK 950 (in words: nine hundred and fifty Czech crowns) for 1 (one) registered book-entry share with a par value of CZK 0.10 (in words: ten hellers), and the amount by which the price exceeds the par value of the newly subscribed share will constitute the share premium;</i> ▶ <i>a prospectus of the newly subscribed shares approved by the Czech National Bank will be prepared for the admission of the newly subscribed shares to trading on a European regulated market, if required by law with regard to the extent of the increase;</i> <p><i>providing that the General Meeting of the Company further decides, in accordance with Section 488 of the Companies Act, on the grounds of the significant interests of the Company, as described in detail in the report of the Board of Directors of the Company on the exclusion of the pre-emptive right, which is available on the Company's website (https://www.coltczgroup.com/en/ under "Investors" in the General Meeting" section), to exclude the priority right to subscribe for new shares</i></p>		
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<p><i>of the Company, i.e. specifically, the General Meeting of the Company resolves to exclude the pre-emptive right to subscribe for a maximum of 15,000,000 (in words: fifteen million) registered book-entry shares with a par value of 1 (in words: one) share of CZK 0.10 (in words: ten hellers), which will carry the same rights as those attached to the hitherto outstanding shares of the Company and will be subscribed for exclusively as part of the process of increasing the Company's share capital based on the authorisation of the Board of Directors in accordance with the provisions of Section 511 et seq. of the Companies Act that will be increased by a maximum of CZK 1,500,000 (in words: one million five hundred thousand Czech crowns). The pre-emptive right to subscribe for the shares is therefore excluded specifically in respect of shares that may be offered for subscription only to a pre-determined purchaser, namely CBC Europe, and the issue price of which may only be paid by monetary contributions."</i></p>		
<p>Draft decision – Resolution on an amendment to the Company's Articles of Association (Draft II):</p>		
<p><u>Draft decision:</u></p> <p><i>"The Company's General Meeting hereby resolves to amend the Company's Articles of Association as follows with effect as of the date of this resolution:</i></p> <p><i>I. Article 14.1 of the Company's Articles of Association is amended and replaced with the following new wording:</i></p> <p><i>14.1. The Board of Directors has 6 (in words: six) members. Both legal entities and natural persons are eligible to serve on the Board of Directors. The members of the Board of Directors are appointed and recalled by the Supervisory Board. The Board of Directors elects and recalls its chairperson and two deputy chairpersons from amongst its members.</i></p> <p><i>II. Article 16.2. of the Company's Articles of Association is amended and replaced with the following new wording:</i></p> <p><i>16.2 Decisions in any matters heard at Board of Directors meetings require a simple majority of the present members of the Board of Directors. Each member shall have 1 (in words: one) vote. In the event of a deadlock, the chairperson</i></p>	<p>IN FAVOUR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>

<p><i>of the Board of Directors shall have the decisive vote. Votes on individual proposals and counterproposals brought before the Board of Directors are held by a show of hands.</i></p> <p><i>III. Article 20.1. of the Company's Articles of Association is amended and replaced with the following new wording:</i></p> <p><i>20.1. The Supervisory Board has 6 (in words: six) members. The members of the Supervisory Board are appointed and recalled by the General Meeting. The Supervisory Board elects and recalls its chairperson and two vice-chairpersons from amongst its members.</i></p> <p><i>IV. Article 22.2. of the Company's Articles of Association is amended and replaced with the following new wording:</i></p> <p><i>22.2. Decisions in any matters heard at Supervisory Board meetings require a simple majority of present members of the Supervisory Board. Each member shall have 1 (in words: one) vote. In the event of a deadlock, the chairperson of the Supervisory Board shall have the decisive vote. Votes on individual proposals and counterproposals brought before the Supervisory Board are held by a show of hands.</i></p> <p><i>V. Article 26.2. of the Company's Articles of Association is amended and replaced with the following new wording:</i></p> <p><i>26.2 The Audit Committee decides with simple majority of votes of its present members. Each member shall have 1 (in words: one) vote. In the event of a deadlock, the chairperson of the Audit Committee shall have the decisive vote.”</i></p>		
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Place:

Date:

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Signature of the shareholder / shareholder's representative (signatory)
[authenticated signature]