

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, 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.

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



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, ID No.: 291 51 961, registered in the Commercial Register kept by the Municipal Court in Prague, File No.: H 962 (the "Company"),

Draft resolution – Approval of the annual financial stat	ements for 2023	(Draft I)
Draft resolution: "The Company's General Meeting hereby approves the annual financial statements of the Company for the financial year from 1 January 2023 to 31 December 2023, which have been audited and are included in the annual report published on the Company's website (at https://www.coltczgroup.com/en/ under the "Investors" link in the "General Meetings" section)."	IN FAVOUR	AGAINST
Draft resolution – Approval of the consolidated financi	al statements fo	r 2023 (Draft II)
The Company's General Meeting hereby approves the consolidated financial statements for the financial year from 1 January 2023 to 31 December 2023, which have been audited and are included in the annual report published on the Company's website (at https://www.coltczgroup.com/en/ under the "Investors" link in the "General Meetings" section)."	IN FAVOUR	AGAINST
Draft resolution – Approval of the distribution of profit and resolution on an increase of the Company's share shares and setting off the issue price for the newly sub in profits (Draft III)	capital by subsc	ription for new
Draft resolution: "The General Meeting of the Company hereby resolves to apply the Company's economic result, i.e. the non-consolidated profit for 2023 after tax and retained earnings in the total amount of CZK	IN FAVOUR	AGAINST



1,511,068,500 (one billion five hundred million sixteen thousand five hundred Czech crowns), as follows:

- ▶ the profit of CZK 654,656,767.83 (six hundred and fifty-four million six hundred and fifty-six thousand seven hundred and sixty-seven Czech crowns and eighty-three hellers) for 2023 will be distributed among the shareholders of the Company, to each shareholder of the Company in proportion of the par value of the shares held by such shareholder of the Company to the total share capital of the Company.
- ▶ the profit of CZK 856,411,732.17 (eight hundred and fifty-six million four hundred and eleven thousand seven hundred thirty-two Czech crowns and seventeen hellers) from the retained earnings account will be distributed among the shareholders of the Company, to each shareholder of the Company in proportion of the par value of the shares held by such shareholder to the total share capital of the Company.

The record date for exercising the right to a share in profits is 4 July 2024. The share in profit is payable on or before 4 October 2024. The share in profit will be distributed to the shareholders of the Company in cash, unless permitted otherwise below.

The Company permits that a shareholder of the Company may choose to receive a share in profit in the form of subscription for new shares in the Company. The right to receive a profit share in the Company's shares may be exercised in such case by the Company's shareholders who, as at 4 July 2024, being the record date for the exercise of the right to receive a profit share, will be entitled to subscribe for the Company's shares on a preferential basis and will also be entitled to a share in profit equal at least to the issue price of the new shares after deduction of the relevant withholding taxes or multiples thereof, providing that the determination of the issue price of the new shares will be entrusted to the Company's Board of Directors (the "Entitled Shareholder"). If an Entitled Shareholder elects to receive a profit share in the form of shares, then he/she will receive 1 (one) new share of the Company for the right to a share in profit (less applicable withholding taxes), equal to the issue price of 1 (one) new share determined by the Board of Directors of



the Company as part of determining the issue price of 1 (one) new share.

The Board of Directors of the Company will be authorized to determine the issue price of 1 (one) new share, with the issue price to be determined in the range of CZK 530 (five hundred and thirty Czech crowns) to CZK 680 (six hundred and eighty Czech crowns). The remaining portion of the Entitled Shareholder's share of the profits after the deduction of applicable withholding taxes for which it is not possible to subscribe for the whole of the Company's new share or the Entitled Shareholder of the Company does not elect to exercise the share of profits in the form of shares will be paid to the Entitled Shareholder of the Company in cash. a shareholder of the Company may only exercise the right to choose their profit in the form of new Company shares that are whole. The record date for the distribution of a share in profits and for the exercise of the priority right is 4 July 2024 as the 4th (fourth) business day after the date of adoption of the relevant resolution by the Company's General Meeting, and these conditions must also be fulfilled at the time of making the choice (the "Right of Choice"). No person other than the Entitled Shareholder or the person to whom the priority right and the right to a share in profit have been assigned is entitled to exercise the Right of Choice. The person to whom the priority right and the right to a share in profit may be transferred may only be another Shareholder who was a Shareholder on the record date for the right to a share in profit and for the exercise of the priority right, i.e. on 4 July 2024. The shareholders are also required to provide the Company with the documents for their tax domicile by 12 July 2024. If tax domicile is not documented, the full amount of the profit share will not be available for set-off against the issue price of the new shares under the Right of Choice and, if applicable, the remaining share in profit will be paid in cash (after providing the documentation of the tax domicile). The Right of Choice may be exercised from 29 July 2024 until 12 August 2024 and thereafter this Right of Choice shall expire. Within the period from 4 July 2024 to 12 August 2024, the priority right and the right to a share in profit can also be transferred so that the Right of Choice can be exercised, provided that the tax domicile of the shareholder concerned the transferee has been substantiated at the same time in the period until 12 July 2024. If the Right of Choice is not exercised by an Entitled Shareholder



within the prescribed time limit, the share in profit will be paid to the Entitled Shareholder in cash.

In order to be entitled to receive a share in profit in the form of the Company's shares, and strictly subject to the conditions above, the General Meeting of the Company hereby resolves, in accordance with the provisions of Section 421(2)(b) of the Companies Act and Article 30.1 of the Company's Articles of Association, to increase the Company's share capital as follows:

a. Scope and method of the capital increase

Pursuant to the provisions of Sections 474 et seq. of Act No. 90/2012 Coll., on Business Companies and Cooperatives (the Companies Act), as amended (the "Companies Act"), the fully paid-up share capital of the Company shall be increased by an amount not exceeding CZK 285,107 (two hundred and eighty-five thousand one hundred and seven Czech crowns). It is permitted to subscribe for shares below the proposed amount as set out below, but at least in the amount of CZK 18,000 (eighteen thousand Czech crowns). Subscription for shares above the proposed amount is not permitted.

The Company's registered capital will be increased by the subscription for new shares, the issue price of which will only be paid by cash contributions, solely by setting off the Company's claim arising from the issue price against the Entitled Shareholder who has exercised the Right of Choice, on one part, against the claim of the Entitled Shareholder who has exercised the Right of Choice for payment of the share in profit. The obligation to make a contribution may not be fulfilled in any other form.

The number of newly subscribed shares of the Company shall be no more than 2,851,070 (two million eight hundred and fifty-one thousand and seventy) shares in registered, book-entry form, with a nominal value of CZK 0.10 each (ten hellers). The determination of the issue price of each one new share of the Company will be entrusted to the Company's Board of Directors, with the issue price to be determined in the range from CZK 530 (five hundred and thirty Czech crowns) to CZK 680 (six hundred and eighty Czech crowns). The resolution will be made by the Board of Directors no later than 4 October 2024. It is not possible to subscribe for new shares by in-kind contributions.

New shares may only be subscribed for by exercising the priority subscription right on the terms set out



below. The new shares may not be subscribed without exercising the priority subscription right.

If the increase in the Company's registered capital does not reach the amount by which the Company's registered capital is to be increased, the Company's Board of Directors will decide, in relation to the final amount of the increase in the Company's registered capital, on the increase in the registered capital or the final number of new shares in accordance with a resolution of the Company's Board of Directors. The decision will be made by the Board of Directors of the Company no later than 4 October 2024.

b. Data for the exercise of the priority right to subscribe for shares

Entitled Shareholders who, following the decision of the Company's Board of Directors determining the issue price of each new share, will be entitled to a share of the Company's profit from the shares in an amount determined by the Company's Board of Directors, after deduction of the relevant withholding taxes, as the issue price of 1 (one) new share (i.e. the amount corresponding to the sum of the amounts to be paid out as profit share less the relevant tax liabilities), shall have a priority right to subscribe for the new shares to be subscribed for to increase the share capital, to the extent of their share in the profit and their share in the Company's share capital.

The priority right to subscribe for those shares that were not subscribed for by another Entitled Shareholder in the first round is excluded in the second or any subsequent subscription round, in accordance with the provisions of Section 484(2) of the Companies Act and Article 30.4 of the Company's Articles of Association.

New shares that are not subscribed by exercising the priority right of the Entitled Shareholders within the time limit set for the Entitled Shareholder's election to receive a share of profits in the form of the Company's shares will not be issued. The time limit for exercising the priority right is therefore equal to the time limit for exercising the Right of Choice.

The Company's Board of Directors is obliged to deliver the notice containing information pursuant to Section 485(1) of the Companies Act to the shareholders in the manner specified therein without undue delay after the adoption of the resolution to increase the share capital. The notice will be deemed delivered upon publication in the Commercial Bulletin



and posting on the Company's website. The time and place for the exercise of the priority right shall not be less than 2 (in words: two) weeks from the time of delivery of this notice to the shareholders.

The place for subscription of new shares with the exercise of the priority right is the Company's registered office located at Opletalova 1284/37, Nové Město, 110 00 Prague 1, or any other location as designated by the Company (the "Company's Office"), during standard business hours which are from 9:00 a.m. to 3:00 p.m. on each business day. The Company's Office is also the place where the Entitled Shareholder will exercise the Right of Choice regarding the share in profit in the form of Company's shares within the set time limit if the Company's shareholder elects to receive the share of profit in the form of Company's shares. In such a case, the shareholder will state in the Company's Office the number of shares held by them in respect of which they are exercising their priority right to subscribe for the new shares and will thereupon deliver to the Company's Office a completed set-off agreement signed by the shareholder as set out below.

For 1 (one) existing share with a nominal value of CZK 0.10 (ten hellers), 1/35 (one thirty-fifth) to 1/18 (one eighteenth) of 1 (one) new share with a nominal value of CZK 0.10 (ten hellers) may be subscribed for, depending on the amount of the share capital, the net amount of the profit share attributable to the shares of the given shareholder after the withholding taxes and the number of shares of the Company as at the record date for exercising the right to a share in profit. Only whole shares can be subscribed for. The exact information shall be announced and published by the Board of Directors in the manner prescribed by law (pursuant to Section 485(1) of the Act).

A maximum of 2,851,070 (two million eight hundred and fifty-one thousand and seventy) shares of the Company with a nominal value of CZK 0.10 (ten hellers) each in registered, book-entry form may be subscribed for by exercising the priority right. The rights attaching to the new shares will be the same as those attaching to the Company's existing shares.

In accordance with the provisions of Section 485(1)(d) of the Companies Act, the record date for exercising the priority right is the fourth business day following the adoption of the resolution of the General Meeting, which means that the priority right to subscribe for new shares will be granted to



persons who will be shareholders of the Company as of the record date for exercising the priority right, i.e. as of 4 July 2024. The priority right to subscribe for new shares is separately transferable only together with the right to a share in the profit from the shares to which the priority right is attached and only to the same person who is a shareholder at the record date for exercising the right to a share in profit. i.e. as at 4 July 2024; otherwise transferability is excluded. The same applies to the assignment of rights acquired after the Right of Choice. The transfer of such rights to another shareholder must be notified to the Company without undue delay following the transfer.

The issue price of the new shares subscribed for by exercising the priority right must be paid by 4 October 2024 by setting off the issue price of the subscribed new shares in full against the shareholder's right to a share in the Company's profit.

Given that the issue price of the new shares can only be fulfilled by setting off the issue price of the subscribed new shares in full against a part of the given Entitled Shareholder's (net) share of the Company's profit, the agreement on the setoff of mutual claims pursuant to the provisions of Section 21(3) of the Companies Act is the only method of payment of the issue price for the subscribed new shares and its execution is a condition for the exercise of the priority right and the distribution of the share of profit in the form of Company's shares based on the Right of Choice.

The General Meeting hereby approves, in accordance with the provision of Section 21(3) of the Companies Act, the draft agreement on set-off of mutual claims in the template wording, attached as Annex 1 to this draft resolution, to be entered into between the Company and an Entitled Shareholder, i.e. specifically the shareholder of the Company who, as at the record date, will be entitled to the priority right to subscribe for the Company's shares and, at the same time, the right to a share in profit following the deduction of applicable withholding taxes, in an amount equal to the issue price determined by the Company's Board of Directors, or the multiple of the given number, providing that the record date for the right to a share in profit and for the exercise of the priority right are identical, namely the 4th (fourth) business day following the adoption of the resolution of the General Meeting, and for whom the abovementioned conditions will continue to be fulfilled as



at the date of exercise of the Right of Choice, and who will simultaneously exercise the priority right to subscribe for the new shares in the manner described. The Shareholders are also obliged to provide the Company with the documents substantiating their tax domicile by 12 July 2024.

The set-off agreement must be entered into by the Company's shareholder upon exercising the Right of Choice no later than 12 August 2024 (inclusive), i.e. by the end of the time limit within which the Company's shareholder enjoys the Right of Choice in respect of a share in profit in the form of the Company's shares. The agreement on set-off, with the necessary information provided by the shareholder and signed by the shareholder of the Company, must be delivered to the Company's Office by the shareholder by the end of the period within which the shareholder of the Company enjoys the Right of Choice with respect to the share of profit in the form of the Company's shares. The set-off agreement must be entered into by the Company by 4 October 2024 at the latest, which is the same deadline as the due date for the payment of shares in profit. The set-off agreement must be entered into by the parties and take effect no later than by the end of the deadline for payment of the issue price of the new shares subscribed using the priority right, i.e. by 4 October 2024.

If the shareholder is a natural person, he/she will be identified based on the presentation of valid identity card. If the shareholder is a legal entity, a member of the executive body of that legal entity must also attach to the set-off agreement a current (not older than 3 (three) months as of the date of signing the set-off agreement by the shareholder of the Company) extract from the relevant public register or another document certifying their authority to act on behalf of the legal entity.

The shareholder's representative must also attach to the set-off agreement the original or a certified copy of the written power of attorney with the shareholder's officially certified signature. A representative whose authority to represent a shareholder is based on a fact/document other than a power of attorney is obliged to provide evidence of this fact or relevant documents to the set-off agreement.

A shareholder may also notify the Company of the granting of a power of attorney to represent the shareholder in the execution of the set-off



agreement (or its revocation) by sending an e-mail to: ValnaHromada@coltczgroup.com, or to the Company's data box, ID: srqpv3e. The power of attorney must be converted from paper form to electronic form by authorised conversion and sent in that electronic form. In the event of any discrepancies, the Company is entitled to ask the shareholder for clarification.

Documents presented by the shareholder which are authenticated by foreign authorities must be certified (apostilled) or legalised, unless the Czech Republic has in place a treaty on legal assistance with the country in which the document was authenticated. All documents must be submitted in Czech or in English. If the documents (or authentication clauses) are in a different language, a certified translation into Czech must also be submitted.

In the event of any discrepancies in connection with the execution of the set-off agreement, the Company is entitled to request the shareholder to provide clarification.

c. Subscription of shares without exercising the priority right

Subscription for new shares without the exercise of the priority right is not permitted.

d. Effects of the capital increase

If new shares are not subscribed for with the exercise of the priority right in the manner and within the time limits specified above, the nominal value of which is equal to at least the part of the required increase of the share capital, i.e. by the amount of CZK 18,000 thousand Czech crowns). or in the absence of the required increase of the Company's share capital in the amount determined by the resolution of the General Meeting and the Board of Directors of the Company decides not to increase the share capital of the Company, the resolution of the General Meeting of the Company on the increase of the share capital will be cancelled and the contribution obligation will cease to exist. In such a case, the share in profit will be paid to the Company's shareholders in cash upon fulfilment of the above conditions, regardless of the choice of the method of distribution of the share of profit.

The Board of Directors of the Company will submit an application to entry the new amount of the share capital without undue delay after the set-off of the



claims of the Company's shareholders for the share in the Company's profit. The Company's Board of Directors will, without undue delay, cause necessary steps to be taken for the subscription of new shares and the increase of the number of shares held by the respective shareholders."		
Draft resolution – Resolution on the appointment of t 2024 (Draft IV)	he auditor for th	e financial year
Draft resolution:	IN FAVOUR	AGAINST
"The Company's General Meeting 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, entered 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 2024 to 31 December 2024 to perform the mandatory audit."		
Draft resolution – Resolution on the election of Supervisory Board, Mr Daniel Benasayag Birmann (Draf		the Company's
Draft resolution:	IN FAVOUR	AGAINST
"The General Meeting of the Company hereby elects Mr Daniel Benasayag Birmann, date of birth 1 November 1951, residing at Av. Conselheiro Fernando de Sousa 11, Apt. 1501, 1070-072 Lisbon, Portugal, as member of the Supervisory Board of the Company with effect as of the adoption of this resolution."		
Draft resolution – Approval of the remuneration report	t (Draft VI)	
Draft resolution: "The Company's General Meeting hereby approves the remuneration report for the financial year from 1 January 2023 to 31 December 2023 published on the Company's website (at https://www.coltczgroup.com/en/ under the "Investors" link in the "General Meetings" section)."	IN FAVOUR	AGAINST
Draft resolution – Approval of the pledge of a materia and liabilities in connection with the settlement of the of shares in Sellier & Bellot a.s. (Draft VII)	-	- 2
Draft resolution:	IN FAVOUR	AGAINST
"In respect of credit facilities with a total principal of up to EUR 484,814,084.45 (four hundred eighty-four million eight hundred fourteen thousand eighty-four		



euro and forty-five hundredths' cents) made available under the facilities agreement of 7 May 2024 (Facilities Agreement) between:

- ► the Company, as the parent company, the original debtor and the original guarantor;
- ➤ Česká zbrojovka a.s., with its registered office in Svat. Čecha 1283, 688 01 Uherský Brod, Czech Republic, ID No.: 463 45 965, entered in the Commercial Register maintained by the Regional Court in Brno, File No.: B 712 ("Česká zbrojovka"), as the original debtor and the original guarantor;
- ► Vocatus Investment a.s., with its registered office at náměstí Republiky 2090/3a, Nové Město, 110 00 Prague 1, Czech Republic, ID No: 194 17 054, entered in the Commercial Register kept by the Municipal Court in Prague, File No.: B 28195 ("Vocatus Investment"), as the original debtor and the original guarantor;
- ► Colt's Manufacturing Company, LLC, with its registered office at 545 New Park Avenue, West Hartford, CT 06110, United States of America, registration number: 2206122, as the original guarantor;
- ► Komerční banka, a.s., with its registered office at Na Příkopě 33/969, Prague 1, postcode 11407, Czech Republic, ID No.: 453 17 054, entered in the Commercial Register maintained by the Municipal Court in Prague, File No.: B 1360 ("Komerční banka"), as the arranger, the original creditor, the agent and the security agent; between
- COMMERZBANK Aktiengesellschaft acting in the Czech Republic through a branch of a foreign legal entity, a branch of a foreign bank COMMERZBANK Aktiengesellschaft, pobočka Praha, with its registered office at Jugoslávská 934/1, Vinohrady, 120 00 Praha Czech Republic, 2, ID No.: 476 10 921, entered in the Commercial Register maintained by the Municipal Court in Prague, File No.: A 7341, as the arranger and the original creditor:
- ► UniCredit Bank Czech Republic and Slovakia, a.s., with its registered office



at Praha 4 - Michle, Želetavská 1525/1, PSČ 14092, Czech Republic, ID No.: 649 48 242, entered in the Commercial Register maintained by the Municipal Court in Prague, File No.: B 3608, as the arranger and the original creditor;

- ➤ Česká spořitelna, a.s., with its registered office at Praha 4, Olbrachtova 1929/62, PSČ 14000, Czech Republic, ID No.: 452 44 782, entered in the Commercial Register maintained by the Municipal Court in Prague, File No.: B 1171, as the arranger and the original creditor; and
- ➤ Česká exportní banka, a.s., with its registered office at Praha 1, Vodičkova 34 č.p. 701, PSČ 11121, Czech Republic, ID No.: 630 78 333, entered in the Commercial Register maintained by the Municipal Court in Prague, File No.: B 3042, as the arranger and the original creditor,

("Facilities Agreement")

the General Meeting hereby approves, in accordance with the provisions of Section 421(2)(m) of the Companies Act and Article 7.3 (q) of the Company's Articles of Association, establishment of a pledge over the Company's assets and liabilities, among others, to secure loans according to the Facilities Agreement under:

- ► Agreement on the pledge of claims arising from bank account agreements (Agreement on pledge of receivables from bank accounts) between the Company as the pledgor and Komerční banka as the pledgee of 7 May 2024;
- ➤ Agreement on the pledge of intra-group claims (Agreement on pledge of receivables from relevant contracts) between the Company as the pledger and Komerční banka as the pledgee of 7 May 2024;
- Agreement on the pledge of the Company's intellectual property rights between the Company as the pledgor and Komerční banka as the pledgee of 7 May 2024;
- ► Agreement on the pledge of book-entry shares in Česká zbrojovka (Agreement on



pledge of book-entry shares in Česká zbrojovka) that is to be entered into between the Company as the pledgor and Komerční banka as the pledgee;		
► Agreement on the pledge of book-entry shares in Vocatus Investment (Agreement on pledge of shares in Vocatus Investment) between the Company as the pledgor and Komerční banka as the pledgee of 23 May 2024,		
("Pledge Agreements")		
The Pledge Agreements are published on the Company's website at https://www.coltczgroup.com/en/ under the "Investors" link in the "General Meetings" section."		
Draft resolution – Approval of the acquisition of treasu	ry shares (Draft	VIII)
<u>Draft resolution:</u>	IN FAVOUR	AGAINST
"The Company's General Meeting hereby approves the acquisition of the Company's treasury shares under the following conditions:		
► The Company may acquire up to 3,373,660 (three million three hundred and seventy-three thousand six hundred and sixty) treasury registered book-entry shares with the nominal value of CZK 0.10 (ten hellers) each;		
► The Company may acquire treasury shares during a period of not more than 5 (five) years from the date of adoption of this resolution and for a period of not more than 5 (five) years from the date of adoption of this resolution;		
▶ if the Company acquires its treasury shares for consideration, then the lowest price at which the Company may acquire its treasury shares is CZK 0.10 (ten hellers) and the highest price at which the Company may acquire its treasury shares is CZK 1,500 (one thousand five hundred Czech crowns) for 1 (one) registered bookentry share with a nominal value of CZK 0.10 (ten hellers)."		



<u>Draft resolution:</u>	IN FAVOUR	AGAINST
"The Company's General Meeting hereby resolves to amend the Company's Articles of Association as follows:		
I. The following Article 4.4 is added to Article 4 of the Articles of Association of the Company to read as follows:		
4.4. Employees of the Company may acquire its shares or shares of its companies in the consolidation unit on the preferential terms set out in Section 258(2) of the Companies Act, so that they may subscribe for these shares at the exercise price set by the Company's stock option scheme or they are not required to pay the full price at which the Company purchased the shares for the employees, or the full issue price. Any difference between the part of the issue price paid by the employee and the issue price of the shares or the issue price and the price must be covered by the Company from its own funds. The aggregate of the portions of the issue price or purchase prices of all shares not subject to repayment by the employees will not exceed 10 % (in words: ten percent) of the share capital at the time when the decision is taken to subscribe for or sell shares to employees. This Article will apply mutatis mutandis to employees of companies in the consolidation unit and to employees of the Company and companies within the consolidation unit who have retired."		
Place:		
Date:		