

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 Opletalova 1284/37, 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 Opletalova 1284/37, 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 decision – Approval of the regular financial statements for 2021 (Draft I)		
Draft decision:	IN FAVOUR	AGAINST
<p><i>"The Company's General Meeting hereby approves the regular financial statements for the financial year from 1 January 2021 to 31 December 2021, which have been audited by the auditor 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)."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
Draft decision – Approval of the consolidated financial statements for 2021 (Draft II)		
Draft decision:	IN FAVOUR	AGAINST
<p><i>"The Company's General Meeting hereby approves the consolidated financial statements for the financial year from 1 January 2021 to 31 December 2021, which have been audited by the auditor 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)."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
Draft decision – Approval of the distribution of profit for 2021 (Draft III)		
Draft decision:	IN FAVOUR	AGAINST
<p><i>"The General Meeting of the Company hereby decides to dispose of the Company's economic result for 2021, i.e. the unconsolidated profit for 2021 in the amount of CZK 1,267,134,514.93 (in words: one billion two hundred and sixty-seven million one hundred and thirty-four thousand five hundred and fourteen Czech crowns and ninety-three hellers) after tax, as follows:</i></p> <ul style="list-style-type: none"> ▶ <i>a profit in the amount of CZK 852,547,775 (in words: eight hundred and fifty-two million five hundred and forty-seven thousand seven hundred and seventy-five Czech crowns) will be distributed among the shareholders, to each</i> 	<input type="checkbox"/>	<input type="checkbox"/>

<p><i>shareholder 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 2 June 2022. The share in profits is payable on or before 27 August 2022;</i></p> <ul style="list-style-type: none"> ▶ <i>remainder of the profit in the amount of CZK 414,586,739.93 (in words: four hundred and fourteen million five hundred and eighty-six thousand seven hundred and thirty-nine Czech crowns and ninety-three hellers) will be transferred to the account of retained (cumulative) earnings of previous years.”</i> 		
<p>Draft decision – Resolution on the appointment of the auditor for the financial year 2022 (Draft IV)</p>		
<p><u>Draft decision:</u></p> <p><i>“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, registered 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 2022 to 31 December 2022 to perform the statutory audit.”</i></p>	<p>IN FAVOUR</p> <div style="text-align: center;"><input type="checkbox"/></div>	<p>AGAINST</p> <div style="text-align: center;"><input type="checkbox"/></div>
<p>Draft decision – Resolution authorizing the Board of Directors to carry out a capital increase and to exclude the pre-emptive right to subscribe to new shares (Draft V)</p>		
<p><u>Draft decision:</u></p> <p><i>“The Company’s General Meeting, in compliance with the provision of Section 511 et seq. of Act No. 90/2012 Sb., on business companies and cooperatives (the Companies Act), as amended (the “Companies Act”), hereby authorizes the Board of Directors to increase the Company’s share capital on the terms and subject to the conditions stipulated by the Companies Act and the Company’s Articles of Association. The authorization of the Board of Directors substitutes the General Meeting’s resolution regarding an increase of the Company’s share capital, provided that:</i></p> <ul style="list-style-type: none"> ▶ <i>the Company’s share capital may be increased on the basis of authorization of the Board of Directors by maximum of CZK 109,862 (in words: one hundred and nine thousand eight hundred and sixty-two Czech crowns);</i> 	<p>IN FAVOUR</p> <div style="text-align: center;"><input type="checkbox"/></div>	<p>AGAINST</p> <div style="text-align: center;"><input type="checkbox"/></div>

<ul style="list-style-type: none"> ▶ <i>in pursuance of the capital increase based on authorization of the Board of Directors, a maximum of 1,098,620 (in words: one million ninety-eight thousand six hundred and twenty) book-entry shares in registered form with a par value of CZK 0.10 (in words: ten hellers) per share will be issued, whereas the rights attaching to the new shares will be the same as the rights attaching to existing shares of the Company;</i> ▶ <i>in the case of an increase in the Company's share capital by a resolution of the Board of Directors based on this authorization, the issue price for the shares can only be paid by means of contribution in cash;</i> ▶ <i>acting upon its authorization, the Board of Directors may increase the share capital repeatedly provided that the total amount of the increase will not exceed the stipulated limit;</i> ▶ <i>the authorization is granted for a period of 5 (in words: five) years from the date the General Meeting passed the resolution granting this authorization;</i> ▶ <i>the shares to be subscribed in an increase of the share capital under this authorization of the Company's Board of Directors may only be offered for subscription to a pre-selected prospective buyer, i.e. without the exercise of the pre-emptive right, namely to the subsidiary CZ-US Holdings Inc., with its registered office at 750 Commerce Plaza II, 7400 West 110th Street Overland Park, KS 66210, United States of America, registration number: 5252622 ("CZ-US Holdings");</i> ▶ <i>the lowest price at which CZ-US Holdings may acquire the new shares in the Company to be so subscribed is CZK 200 (in words: two hundred Czech crowns) per 1 (in words: one) book-entry share in registered form with a par value of CZK 0.10 (in words: ten hellers), and the highest price at which CZ-US Holdings may acquire the new shares in the Company to be so subscribed is CZK 2,000 (in words: two thousand Czech crowns) per 1 (in words: one) book-entry share in registered form with a par value of CZK 0.10 (in words: ten hellers), providing that the amount by which the price exceeds</i> 		
---	--	--

<p><i>the par value of the new shares to be so subscribed constitutes the share premium.</i></p> <p><i>At the same time, the Company's General Meeting decides in accordance with Section 488 of the Companies Act to exclude the pre-emptive right to subscribe to new shares of the Company, i.e. the Company's General Meeting specifically decides to exclude the pre-emptive right to subscribe to a maximum of 1,098,620 (in words: one million ninety-eight thousand six hundred and twenty) book-entry shares in registered form with a par value of CZK 0.10 (in words: ten hellers) to which will be attached the same rights as the rights attached to existing shares of the Company and which will be subscribed solely as part of an increase of the Company's share capital based on an authorization of the Board of Directors in accordance with Section 511 et seq. of the Companies Act, which will be increased by CZK 109,862 (in words: one hundred and nine thousand eight hundred and sixty-two Czech crowns) at maximum. Hence, the pre-emptive right to subscribe shares is specifically excluded in respect of shares that may only be offered for subscription to a pre-selected prospective buyer, namely to the subsidiary CZ-US Holdings, and the issue price for which can only be paid by means of contributions in cash."</i></p>		
<p>Draft decision – Resolution on an amendment to the Articles of Association (Draft VI)</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:</i></p> <p><i>I. Article 7.3.(w) of the Articles of Association is deleted, and paragraphs (x) through (bb) are now designated as paragraphs (w) through (aa).</i></p> <p><i>II. Article 8.4. of the Articles of Association is amended and replaced with the following wording:</i></p> <p><i>8.4. The convener will publish a notice of the General Meeting on the Company's website http://www.coltczgroup.com and in the Commercial Bulletin at least 30 (thirty) days before the date of the General Meeting. Delivery of the notice to individual shareholders at their respective addresses pursuant to Section 406(1) of the Companies Act is substituted by the publication of the notice in</i></p>	<p>IN FAVOUR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>

<p><i>the Commercial Bulletin. The notice of the General Meeting shall contain at least:</i></p> <ul style="list-style-type: none"> <i>(a) Business name and registered office of the Company,</i> <i>(b) Venue, date, and time of the General Meeting,</i> <i>(c) Reference as to whether the General Meeting is the annual General Meeting or an adjourned General Meeting,</i> <i>(d) Agenda for the General Meeting, along with the identification of persons who have been nominated as candidates for membership in the Company's bodies,</i> <i>(e) The record date for participation in the General Meeting, along with an explanation of its significance for the ability to cast votes at the General Meeting,</i> <i>(f) Draft resolution(s) to be passed by the General Meeting, along with the reasoning,</i> <i>(g) Deadline for delivery of shareholders' position on the agenda of the General Meeting (not to be shorter than 15 days) if correspondence voting has been permitted,</i> <i>(h) If the General Meeting is to approve the financial statements of the Company, information that the complete financial statements and other related documents are made public on the Company's website for a period beginning 30 (thirty) days prior to the scheduled date of the General Meeting and ending 30 (thirty) days thereafter,</i> <i>(i) Information that the voting at the General Meeting may take place using technological means, and the conditions for verifying the identity of the person entitled to exercise the right to vote using technological means, and specification of the shares carrying the right to vote being so exercised,</i> <i>(j) Other requisites per these Articles of Association or applicable law.</i> <p><i>III. Article 8.5. of the Articles of Association is amended and replaced with the following wording:</i></p> <p><i>8.5. If the agenda of the General Meeting includes an amendment to the Articles of Association,</i></p>		
---	--	--

<p><i>the Company shall make it possible for each shareholder to inspect the proposed changes, free of charge, at the Company's registered office and on its website http://www.coltczgroup.com, within the time period stipulated in the invitation notice. The Company shall advise the shareholders of this right in the notice of the General Meeting.</i></p> <p><i>IV. Article 11.2. of the Articles of Association is amended and replaced with the following wording:</i></p> <p><i>11.2. The record date for the decision-making of the General Meeting outside its meetings (per rollam) is the seventh day prior to the date on which the draft resolutions were notified to all shareholders in the manner for convening the General Meeting under these Articles of Association, i.e. the date of publication of the draft resolutions on the Company's website http://www.coltczgroup.com, and the date of publication in the Commercial Bulletin, whichever occurs later. The person authorized to convene the General Meeting shall ensure that, at least 15 (fifteen) days prior to the date of notification of the draft resolutions to be passed by the General Meeting outside a meeting (per rollam), a notification of the intention to pass resolutions of the General Meeting outside a meeting (per rollam) will be published on the Company's website, stating in particular information about the manner in which shareholders are able to review the draft resolutions, the relevant documents underlying such draft resolutions, and the rules for voting.</i></p> <p><i>V. New paragraph (i) is inserted in Article 13.4. of the Articles of Association, and the current Article 13.4.(i) is now designated as Article 13.4.(j):</i></p> <p><i>(i) Informing the Supervisory Board on changes to the organizational structure of the Company and the legal entities controlled by the Company ("Subsidiaries"),</i></p> <p><i>VI. New clauses 13.6. and 13.7. are inserted in Article 13. of the Articles of Association, reading as follows:</i></p> <p><i>13.6. The Board of Directors shall obtain the prior consent of the Supervisory Board to any of the following decisions (or to subsequent legal acts in pursuance of such decisions):</i></p>		
---	--	--

<p>(a) approval of an individual and/or consolidated business (financial) plan of the Company,</p> <p>(b) decision to acquire or increase an equity participation (interest) of the Company in other legal entities, or to dispose of any equity participation (interest) of the Company in the Subsidiaries if the value of such transaction in any particular case exceeds CZK 100,000,000 (in words: one hundred million Czech crowns) in the relevant financial year,</p> <p>(c) approval of taking or providing a loan or credit, including lease, factoring or other similar arrangements and debts, or undertaking any other financial operation with similar effects, in an amount in excess of CZK 1,000,000,000 (in words: one billion Czech crowns),</p> <p>(d) approval of collateral for a debt under paragraph (c) above in the form of suretyship, guarantee or similar security, including aval or a promise of indemnity for the benefit of third parties, accession to debt or assumption of debt or assets of third parties by the Company or a Subsidiary, or any other act of the Company or a Subsidiary with similar effects (except as between controlling and controlled persons or between controlled persons).</p> <p>13.7. The Board of Directors shall obtain the prior opinion of the Supervisory Board on any of the following matters:</p> <p>(a) approval of a medium-term consolidated business (financial) plan of the Company,</p> <p>(b) approval of the concept of the Company's business operations and any changes thereto (mission, vision, key areas, strategic goals),</p> <p>(c) motions presented by the Board of Directors to the General Meeting for decision, including underlying materials,</p> <p>(d) adoption of compliance policies governing the rules of conduct within the Company, prevention of fraudulent conduct, prevention of criminal liability of legal entities, corrective measures, measures for improvement in the field of compliance,</p>		
---	--	--

<p><i>risk management, and the internal control system of the Company and the Subsidiaries,</i></p> <p><i>(e) decisions to engage in activities in the field of corporate social responsibility (CSR), sponsorship, donations and philanthropy in view of the business of the Company and the Subsidiaries, unless approved as part of the Company's annual financial plan.</i></p> <p><i>VII. Article 16.1. of the Articles of Association is amended and replaced with the following wording:</i></p> <p><i>16.1. The Board of Directors adopts decisions at its meetings. Board of Directors meetings are chaired by the chairperson of the Board of Directors. In their absence, Board of Directors meetings are chaired by the authorized member of the Board of Directors. The Board of Directors has a quorum if more than half of its members are present at the meeting. Presence at a meeting utilizing means of communication technology (i.e. via teleconference or videoconference) is also permissible. A Board of Directors member attending a meeting utilizing means of communication technology is deemed to be present at the meeting of the Board of Directors.</i></p> <p><i>VIII. New clauses 19.8. through 19.10. are inserted in Article 19. of the Articles of Association, reading as follows:</i></p> <p><i>19.8. The Supervisory Board gives its prior consent to the Board of Directors to act upon the latter's decisions (i.e. to undertake the legal acts in pursuance of such decisions) referred to in Article 13.6. of these Articles of Association.</i></p> <p><i>19.9. The Supervisory Board gives its opinion to the Board of Directors on the matters referred to in Article 13.7. of these Articles of Association.</i></p> <p><i>19.10. Regarding matters requiring the Supervisory Board's prior consent or opinion under these Articles of Association or applicable law, the Supervisory Board shall provide its statement within 20 (twenty) days of the date the request was delivered to the chairperson of the Supervisory Board. Failing to provide its statement to the Board of Directors within the period of 20 (twenty) days aforesaid, the</i></p>		
--	--	--

<p><i>Supervisory Board shall be deemed to have granted its prior consent or affirmative opinion.</i></p> <p><i>IX. Article 22.1. of the Articles of Association is amended and replaced with the following wording:</i></p> <p><i>22.1. The Supervisory Board adopts decisions at its meetings. Supervisory Board meetings are chaired by the chairperson of the Supervisory Board. The Supervisory Board has a quorum if more than half of its members are present at the meeting. Presence at a meeting utilizing means of communication technology (i.e. via teleconference or videoconference) is also permissible. A Supervisory Board member attending a meeting utilizing means of communication technology is deemed to be present at the meeting of the Supervisory Board.”</i></p>		
<p>Draft decision – Approval of an update to the remuneration policy (Draft VII)</p>		
<p><u>Draft decision:</u></p> <p><i>“The Company’s General Meeting hereby approves an update to 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).”</i></p>	<p>IN FAVOUR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>
<p>Draft decision – Approval of the remuneration report (Draft VIII)</p>		
<p><u>Draft decision:</u></p> <p><i>“The Company’s General Meeting hereby approves the remuneration report for the financial year from 1 January 2021 to 31 December 2021 published on the Company’s website (at https://www.coltczgroup.com/en/ under the “Investors” link in the “General Meetings” section).”</i></p>	<p>IN FAVOUR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>
<p>Draft decision – Approval of individual one-off fees to the Supervisory Board’s members for 2021 (Draft IX)</p>		
<p><u>Draft decision:</u></p> <p><i>“The Company’s General Meeting hereby approves individual one-off fees to the members of the Supervisory Board for 2021 as follows:</i></p> <ul style="list-style-type: none"> ▶ <i>individual one-off fee for 2021 in the amount of CZK 1,080,000 (in words: one million eighty thousand Czech crowns) gross is due to the</i> 	<p>IN FAVOUR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>

<p><i>chairman of the Supervisory Board, Ing. Lubomír Kovařík, date of birth 18 February 1971, residing at Klausova 2575/9, Stodůlky, 155 00 Prague 5;</i></p> <ul style="list-style-type: none"> ▶ <i>individual one-off fee for 2021 in the amount of CZK 600,000 (in words: six hundred thousand Czech crowns) gross is due to the member of the Supervisory Board, Ing. Vladimír Dlouhý, CSc., date of birth 31 July 1953, residing at Boženy Hofmeisterové 1430, Zbraslav, 156 00 Prague 5;</i> ▶ <i>individual one-off fee for 2021 in the amount of CZK 100,000 (in words: one hundred thousand Czech crowns) gross is due to the member of the Supervisory Board, Ing. Jana Růžičková, date of birth 24 November 1972, residing at Janáčkova 943/5, Nová Ulice, 779 00 Olomouc;</i> ▶ <i>individual one-off fee for 2021 in the amount of CZK 1,200,000 (in words: one million two hundred thousand Czech crowns) gross is due to the former member of the Supervisory Board, Ing. René Holeček, date of birth 28 July 1966, residing at Mánesova 475, Frýdek, 738 01 Frýdek-Místek; and</i> ▶ <i>individual one-off fee for 2021 in the amount of CZK 500,000 (in words: five hundred thousand Czech crowns) gross is due to the former member of the Supervisory Board, Ing. Věslava Piegová, MBA, date of birth 11 October 1953, residing at 28. října 1516/1, 737 01 Český Těšín.”</i> 		
--	--	--

Place:

Date:

.....
Signature of the shareholder / shareholder's representative (signatory)

[authenticated signature]