

Information on the receipt of and statement of the Board of Directors on a counterproposal for the General Meeting of Colt CZ Group SE adopting resolutions outside its meeting session (resolutions *per rollam*)

Dear Shareholders,

On 26 May 2023, in accordance with Section 361 et seq. of Act No. 90/2012 Sb, on Companies and Cooperatives (the Companies Act), as amended (the “**Companies Act**”) and clauses 10.6, 12.1 and 12.2. of the Company’s Articles of Association in force and effect, the Board of Directors of **Colt CZ Group SE**, with its registered office at Opletalova 1284/37, Nové Město, 110 00 Prague 1, ID No.: 291 51 961, entered in the Commercial Register kept by the Municipal Court in Prague, File No. H 962 (the “**Company**”), received a **counterproposal** of a shareholder of the Company dated on 26 May 2023, who was a shareholder on the record date, to Draft III of the resolution to be passed by the Company’s General Meeting outside its meeting session (resolution *per rollam*) (the “**Counterproposal**”) – Approval of the distribution of profit for 2022 and retained earnings for previous years, and resolution on an increase of the Company’s share capital by subscription of new shares and setting off the issue price for the newly subscribed shares against the share in profits (“**Draft III**”), which was published on the Company’s website and in the Commercial Bulletin on 23 May 2023.

The Counterproposal is published on the Company’s website and in the Commercial Bulletin, i.e. in the same way the invitation to the Company’s General Meeting is published under the Company’s Articles of Association.

Shareholders exercise their right to participate in the management of the Company outside the General Meeting, i.e. **outside the session of the General Meeting**. Shareholders deliver their statements on the draft resolution of the Company’s General Meeting to be passed outside its meeting session (resolution *per rollam*) (the “**Draft**”) by post to the Company’s registered office in original, for the attention of the Company’s Board of Directors, or by e-mail to: ValnaHromada@coltczgroup.com, or to the Company’s electronic data box, ID: srqpV3e (a “**Statement**”). Shareholders may send their Statements on the Counterproposal.

In the event of a Statement on the Draft and the Counterproposal, the *Rules of decision-making of the General Meeting of COLT CZ Group SE outside the General Meeting (decisions per rollam)* dated 22 May 2023, which were published on the Company’s

website on 23 May 2023 (the “Rules”), apply. In the event of a Statement to the Draft and the Counterproposal, the Rules apply in full, including the information set out below.

1. Summary of important information related to the Counterproposal:

1.1 Information on documents available to shareholders:

In relation to passing resolutions *per rollam*, the Company’s website <https://www.coltczgroup.com/en/investors-general-meeting/> includes the published documents referred to in the Rules except for:

- ▶ **Shareholder’s Statement** form to comment on a draft resolution the General Meeting to be adopted outside its session (*per rollam*) (the “**Original Form**”).

This Original Form has been withdrawn from the Company’s website and replaced with the following documents:

- ▶ **Shareholder’s Statement** form to comment on a draft resolution the General Meeting to be adopted outside its session (*per rollam*) **as to the Draft and the Counterproposal;**
- ▶ **Shareholder’s Statement** form to comment on a draft resolution the General Meeting to be adopted outside its session (*per rollam*) **as to the Counterproposal.**

1.2 How to vote on the Counterproposal?

If a shareholder **has not delivered** his/her Statement for the attention of the Company’s Board of Directors, he/she will use the **Shareholder’s Statement** to comment on a draft resolution of the General Meeting to be passed outside its session (*per rollam*) **as to the Draft and the Counterproposal.**

If a shareholder **has already delivered** his/her Statement for the attention of the Company’s Board of Directors, he/she will use the **Shareholder’s Statement** to comment on a draft resolution of the General Meeting to be passed outside its session (*per rollam*) **as to the Counterproposal.**

A shareholder is entitled to submit his/her Statement on both the Draft and the Counterproposal.

If a shareholder fails to deliver to the Company’s Board of Directors his/her consent to the Draft and/or the Counterproposal within the provided time limit, the shareholder is irrefutably deemed not to agree with the Draft and/or the Counterproposal.

1.3 What might be of interest to you?

The voting period ends **on 12 June 2023**.

25,850,402 votes "IN FAVOUR" are required to adopt **the Counterproposal**.

If **you fail to deliver to** the Company's Board of Directors your Statement "IN FAVOUR" of the Draft and/or the Counterproposal within the time limit, you are irrefutably deemed to **disagree with** the Draft.

Therefore, **to vote "AGAINST"**, it is sufficient that you do not deliver your Statement on the Draft and/or the Counterproposal to the Company's Board of Directors.

The General Meeting first votes on the proposal of the convener of the General Meeting and, if no such proposal is approved, it votes on the other proposals and counterproposals on the item under discussion in the order in which they were submitted. The General Meeting must be familiar with all proposals and counterproposals submitted on a given item on the agenda of the General Meeting in accordance with the Company's Articles of Association and the laws.

1.4 Statement of the Company's Board of Directors on the Counterproposal

The Board of Directors is obliged to comment on the submitted Counterproposal. The wording of the Counterproposal fully copies the text of the original Draft III, with the only change in the issue price of 1 (in words: one) share; consequently, other related points change as well, i.e.:

- ▶ **Under the Counterproposal**, the issue price of 1 (in words: one) new share corresponds to a profit share of CZK 526.50 (in words: five hundred twenty-six Czech crowns and fifty hellers);

Under Draft III, the issue price of 1 (in words: one) new share corresponds to a profit share of CZK 585 (in words: five hundred eighty-five Czech crowns);

- ▶ **Under the Counterproposal**, the right to receive a profit share in the form of the Company's shares may be exercised by the Company's shareholders who will be entitled, as at 19 June 2023, the relevant date for exercising the right to a profit share, to priority subscription for 27 (in words: twenty-seven) shares of the Company or a multiple of 27 (in words: twenty-seven) shares of the Company, and at the same time, the right to a profit share corresponding to the profit from 27 (in words: twenty-seven) shares of the Company or a multiple of 27 (in words: twenty-seven) shares of the Company;

Under Draft III, there are 30 (in words: thirty) shares of the Company or a multiple of 30 (in words: thirty);

- ▶ Under the Counterproposal, the share capital of the Company in the amount of CZK 3,446,720.20 (in words: three million four hundred forty-six thousand seven hundred twenty Czech crowns and twenty hellers) is increased by an amount of up to CZK 127,656.30 (in words: one hundred twenty-seven thousand six hundred fifty-six Czech crowns and thirty hellers), and therefore, the Company's share capital is increased under the Counterproposal from the amount of CZK 3,446,720.20 (in words: three million four hundred forty-six thousand seven hundred twenty Czech crowns and twenty hellers) to a maximum amount of CZK 3,574,376.50 (in words: three million five hundred seventy-four thousand three hundred seventy-six Czech crowns and fifty hellers);

Under Draft III, the share capital of the Company is increased by an amount of up to CZK 114,890.60 (in words: one hundred fourteen thousand eight hundred ninety Czech crowns and sixty hellers). The Company's registered capital is thereby increased from CZK 3,446,720.20 (in words: three million four hundred forty-six thousand seven hundred twenty Czech crowns and twenty hellers) up to CZK 3,561,610.80 (in words: three million five hundred sixty-one thousand six hundred ten Czech crowns and eighty hellers);

- ▶ Under the Counterproposal, the maximum number of newly subscribed shares of the Company will be 1,276,563 (in words: one million two hundred seventy-six thousand five hundred sixty-three) registered shares in book-entry form, with a nominal value of CZK 0.10 (in words: ten hellers) per each share (the "**New Shares**"). The issue price of each New Share of the Company will be CZK 526.50 (in words: five hundred twenty-six Czech crowns and fifty hellers). The issue premium of each New Share is therefore CZK 526.40 (in words: five hundred twenty-six Czech crowns and forty hellers), while the issue premium attributable to the total number of New Shares will be a maximum of CZK 671,982,763.20 (in words: six hundred seventy-one million nine hundred eighty-two thousand seven hundred sixty-three Czech crowns and twenty hellers);

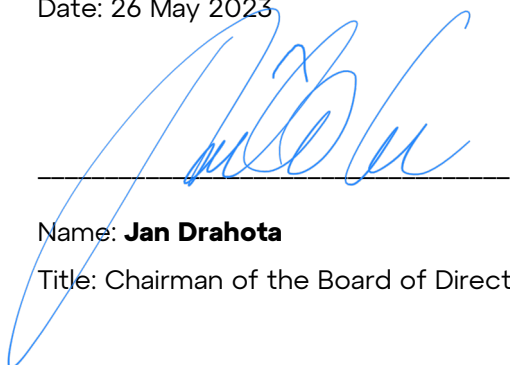
Under Draft III, the maximum number of newly subscribed shares of the Company will be 1,148,906 (in words: one million one hundred forty-eight thousand nine hundred and six) registered shares in book-entry form, with a nominal value of CZK 0.10 (in words: ten hellers) per each share (the "**New Shares**"). The issue price of each New Share of the Company will be CZK 585 (in words: five hundred and eighty-five Czech crowns). The issue premium of each New Share is therefore CZK 584.90 (in words: five hundred eighty-four Czech crowns and ninety hellers), while the issue premium attributable to the total number of New Shares will not exceed CZK 671,995,119.40 (in words: six hundred seventy-one million nine hundred ninety-five thousand one hundred nineteen Czech crowns and forty hellers).

The Counterproposal in question modifies the price of 1 (in words: one) share, however, the amount is not significantly lower than the current traded share price, meaning that the Company's Board of Directors does not consider the Counterproposal problematic. Accordingly, the Company's Board of Directors recommends that the shareholders alternatively vote in favour of its adoption.

In connection with the Counterproposal and the proposed changes (change in the number of shares in respect of which the shareholder exercises the priority right to subscribe for shares from 30 (in words: thirty) to 27 (in words: twenty-seven) shares), the Company's Board of Directors presents to the Company's General Meeting an updated version of the claim set-off agreement.

Place: Prague

Date: 26 May 2023

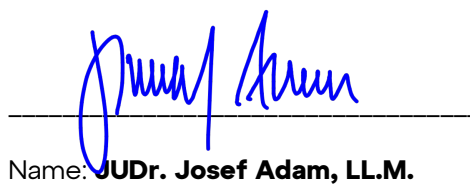


Name: **Jan Drahota**

Title: Chairman of the Board of Directors

Place: Prague

Date: 26 May 2023



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

Title: Vice-chairman of the Board of Directors

Annex No. 1: Shareholder's Counterproposal

Colt CZ Group SE

Opletalova 1284/37

Nové Město

110 00 Prague 1

Attn.: Company's Board of Directors

delivered in person

Všechromy, 26 May 2023

SUBJECT: COUNTERPROPOSAL TO DRAFT III

I, **Ondřej Vančura**, date of birth -----, residing at ----- (the "**Shareholder**"), as a shareholder of **Colt CZ Group SE**, with its registered office at Opletalova 1284/37, Nové Město, 110 00 Prague 1, ID No.: 291 51 961, entered in the Commercial Register kept by the Municipal Court in Prague, File No. H 962 (the "**Company**"), hereby submit a counterproposal to Draft III of the resolution of the Company's General Meeting outside its meeting session (resolution *per rollam*) – Approval of the distribution of profit for 2022 and retained earnings for previous years, and resolution on an increase of the Company's share capital by subscription of new shares and setting off the issue price for the newly subscribed shares against the share in profits (the "**Draft**"), which was published on the Company's website and in the Commercial Bulletin on 23 May 2023.

Shareholder's counterproposal to Draft III:

"The General Meeting of the Company hereby resolves to apply the Company's economic result for 2022, i.e. the non-consolidated profit for 2022 after tax and retained earnings for previous years in the total amount of CZK 1,034,016,060 (one billion thirty-four million sixteen thousand sixty Czech crowns), as follows:

- ▶ ***a profit in the amount of CZK 926,624,072.34 (nine hundred twenty-six million six hundred twenty-four thousand seventy-two Czech crowns and thirty-four hellers) for 2022 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 record date for exercising the right to a share in profits is 19 June 2023. The share in profits is payable on or before 19 September 2023;***
- ▶ ***a profit in the amount of CZK 107,391,987.66 (one hundred seven million three hundred ninety-one thousand nine hundred eighty-seven Czech crowns and sixty-six hellers) from the account of retained earnings 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 19 June 2023. The share in profits is payable on or before 19 September 2023.***

The share in profits 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 profits in the form of subscription of new shares in the Company. The right to receive a share in profits in the form of the Company shares may in such case be exercised by the shareholders of the Company who will, as at 19 June 2023 as the record date for the exercise of the right to receive a share in profits, be entitled to preferential subscription of the Company shares in respect of 27 (twenty-seven) shares in the Company or a multiple of 27 (twenty-seven) and simultaneously to a share in profits equal to profit from 27 (twenty-seven) shares in the Company or a multiple of 27 (twenty-seven) (the "Entitled Shareholder"). If an Entitled Shareholder chooses to have a share in profits distributed to them in the form of shares, such shareholder will, for each 27 (twenty-seven) shares or for the entitlement to a share in profits equal to profit from 27 (twenty-seven) shares, receive 1 (one) new share in the Company and the issue price for 1 (one) new share will be equal to distribution of a share in profits of CZK 526.50 (five hundred twenty-six Czech crowns and fifty hellers), provided that for each 1 (one) share giving rise to the right to have a share in profits distributed in the form of shares the amount of CZK 19.50 (nineteen Czech crowns and fifty hellers) will be set off against the issue price of 1 (one) new share. The remainder of the share in profits attributable to 1 (one) share in the Company, after applicable withholding taxes, will be paid to the shareholder of the Company in cash. A shareholder of the Company may only exercise the right to choose a share of profits in the form of shares in the Company in respect of a whole new share. The record date for the distribution of a share in profits and for the exercise of the priority right is 19 June 2023 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 an Entitled Shareholder may exercise the Right of Choice. An Entitled Shareholder of the Company may exercise the Right of Choice within 3 (three) weeks of 26 June 2023 (inclusive); after that the Right of Choice will be extinguished. If an Entitled Shareholder fails to exercise the Right of Choice within the set time period, the share in profits will be distributed to them in cash.

In order to be entitled to receive a share of profits 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 capital increase

In accordance with the provisions of Section 474 et seq. of Act no. 90/2012 Sb., on business companies and cooperatives (the Companies Act), as amended (the "Companies Act"), the fully paid-up share capital of the Company in the amount of CZK 3,446,720.20 (three million four hundred forty-six thousand seven hundred twenty Czech crowns and twenty hellers) is increased by an amount of up to CZK 127,656.30 (in words: one hundred twenty-seven thousand six hundred fifty-six Czech crowns and thirty hellers). The share capital of the Company is thus increased from the amount of CZK 3,446,720.20 (three million four hundred forty-six thousand seven hundred twenty

Czech crowns and twenty hellers) to a maximum amount of CZK 3,574,376.50 (in words: three million five hundred seventy-four thousand three hundred seventy-six Czech crowns and fifty hellers). It is permitted to subscribe for shares below the proposed amount as set out below, but at least in the amount of CZK 18,464 (eighteen thousand four hundred sixty-four Czech crowns), i.e. at least 184,640 (one hundred eighty-four thousand six hundred forty) registered shares in book-entry form, with a par value of CZK 0.10 (ten hellers) per share. Subscription for shares above the proposed amount is not permitted.

The increase of the Company's share capital will be affected by subscription of new shares, the issue price of which will only be paid by cash contributions, exclusively by offsetting the Company's claim arising from the issue price due from the Entitled Shareholder who exercised the Right of Choice against the claim of the Entitled Shareholder who exercised the Right of Choice for payment of the share of profit. No other form of fulfilment of the contribution obligation is permissible.

The maximum number of newly subscribed shares of the Company will be 1,276,563 (in words: one million two hundred seventy-six thousand five hundred sixty-three) registered shares in book-entry form, with a par value of CZK 0.10 (ten hellers) per share ("New Shares"). The issue price of each New Share of the Company will be CZK 526.50 (five hundred twenty-six Czech crowns and fifty hellers). The issue premium of each New Share is therefore CZK 526.40 (five hundred twenty-six Czech crowns and forty hellers), while the issue premium attributable to the total number of New Shares will be a maximum of CZK 671,982,763.20 (in words: six hundred seventy-one million nine hundred eighty-two thousand seven hundred sixty-three Czech crowns and twenty hellers). It is not possible to subscribe for New Shares by non-cash contributions.

New Shares will not be subscribed for on the basis of a public offering pursuant to Sections 480 through 483 of the Companies Act, by shareholders' agreement pursuant to Section 491 of the Companies Act, or by an offering to a pre-determined bidder.

New Shares may only be subscribed by exercising the priority subscription right on the terms set out below. It is not possible to subscribe for New Shares without exercising the priority subscription right.

If the increase in the share capital of the Company does not reach the amount by which the share capital of the Company is to be increased, the increase in the share capital and/or the final number of New Shares, as the case may be, will be decided by the Board of Directors of the Company in the context of the final amount of the increase in the share capital of the Company as decided by the Board of Directors of the Company. The decision will be made by the Board of Directors of the Company no later than 19 September 2023.

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

Entitled Shareholders holding at least 27 (twenty-seven) shares in the Company have a priority right to subscribe for the New Shares subscribed to increase the share capital, pro rata to their interest in the share capital of the Company.

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 Board of Directors of the Company is obliged to deliver a 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 on the increase of the share capital. The notice will be deemed delivered upon publication of the notice in the Commercial Bulletin and its posting on the Company's website.

The place for subscription of New Shares with the exercise of the priority right is the office of the Company located at náměstí Republiky 2090/3a, Nové Město, 110 00 Prague 1, or a branch of a bank or similar institution designated by the Company (the "Company's Office"), during normal business hours which are from 9:00 a.m. to 3:00 p.m. every working day. The Company's Office is also where the Entitled Shareholder will exercise the Right of Choice regarding the share of 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 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 with a certified signature as set out below.

For every 1 (one) existing share with a par value of CZK 0.10 (ten hellers), 1/27 (one twenty-seventh) of a New Share with a par value of CZK 0.10 (ten hellers) may be subscribed. Only whole shares can be subscribed for. The priority right thus arises for a shareholder of the Company who holds at least 27 (twenty-seven) shares in the Company, and specifically the right to 1 (one) New Share for every 27 (twenty-seven) shares in the Company.

A maximum of 1,276,563 (in words: one million two hundred seventy-six thousand five hundred sixty-three) registered shares of the Company in book-entry form with a par value of CZK 0.10 (ten hellers) each may be subscribed using the priority right.

The issue price of the New Shares subscribed for using the priority right is CZK 526.50 (five hundred twenty-six Czech crowns and fifty hellers) per 1 (one) New Share. The issue premium of each of the New Shares subscribed for using the priority right will therefore be CZK 526.40 (five hundred twenty-six Czech crowns and forty hellers). 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 19 June 2023. Transferability of the priority right to subscribe for New Shares, as well as the assignment of the rights acquired for the Right of Choice, is excluded due to the nature of the capital increase.

The issue price of the New Shares subscribed for with the use of the priority right must be fulfilled by 19 September 2023 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 profits.

Since 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 share of the Company's profit, the agreement on the set-off 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 model form wording, attached as Annex 1 to this draft resolution, to be entered into between the Company and the Entitled Shareholder, i.e. specifically the shareholder of the Company who, as at the Record Date, will be entitled to the right to a share of profit in respect of at least 27 (twenty-seven) shares or a multiple of 27 (twenty-seven) and to the right to priority subscription in respect of at least 27 (twenty-seven) shares or a multiple of 27 (twenty-seven), the record date for the right to a share of profits and for the exercise of the priority right being identical, namely the 4th (fourth) business day following the adoption of the resolution of the General Meeting, and for whom the above-mentioned 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 agreement on set-off must be entered into by the Company's shareholder upon exercising the Right of Choice no later than 17 July 2023 (inclusive), i.e. by the end of the period within which the Company's shareholder enjoys the Right of Choice in respect of a share of profit in the form of the Company's shares. The signature of the shareholder of the Company or his representative must be officially certified. The agreement on set-off, with the necessary information completed by the shareholder and signed by the shareholder of the Company with an officially certified signature, 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 agreement on set-off must be entered into by the Company by 19 September 2023 at the latest, which is the same deadline as the due date for the share of profits. The agreement on set-off 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 19 September 2023.

If the shareholder is a natural person, he/she will be identified based on the presentation of a signed agreement on set-off with an officially certified signature. If the shareholder is a legal entity, a member of the statutory body of that legal entity must also attach to

the agreement on set-off a current (not older than 3 (three) months as of the date of signing the agreement on set-off by the shareholder of the Company) extract from the relevant public register or another document certifying his/her authority to act on behalf of the legal entity.

The shareholder's representative must also attach to the agreement on set-off the original or a certified copy of the written power of attorney with the shareholder's signature officially certified. 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 agreement on set-off.

A shareholder may also notify the Company of the granting of a power of attorney to represent the shareholder in the execution of the agreement on set-off (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 foreign language, a certified translation into Czech must also be submitted.

In the event of any discrepancies in connection with the execution of the agreement on set-off, the Company is entitled to ask the shareholder for 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 18,464 (eighteen thousand four hundred sixty-four 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 case, the share of 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 increase in the share capital based on this resolution will take effect pursuant to Section 464(1) of the Companies Act at the time of registration of the new amount of the share capital in the Commercial Register.

The Board of Directors of the Company will submit a proposal for registration of 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."

Reasoning:

The Shareholder agrees with Draft III and the reasoning of Draft III, which was presented by the Company's Board of Directors, except for the fact that the Shareholder proposes by this Counter-Proposal that the right to priority subscription of the Company's shares be vested with the Entitled Shareholder owning 27 or a multiple of 27 shares of the Company as well as the right to share in the profits equivalent to the profits of 27 or a multiple of 27 shares of the Company as set out in this Counter-Proposal instead of 30 or a multiple of 30 shares of the Company as set out in Draft III presented by the Company's Board of Directors.

The number of 27 shares of the Company better reflects the current market position of the Company's shares, and respects, compared to Draft III, the rights of minority shareholders to a greater extent.

Ondřej Vančura

(authenticated signature)

Annex No. 2: Claim Set-off Agreement

CLAIM SET-OFF AGREEMENT IN THE WORDING OF THE RESOLUTION ADOPTED UNDER ITEM III

Entered into pursuant to the relevant provisions of Act No. 89/2012 Sb., the Civil Code, as amended

(the “**Agreement**”)

Parties

.....

Shareholder’s name and surname / business name

.....

Date of birth / identification number (ID number)

.....

Shareholder’s permanent residence / registered office

.....

The number of shares in respect of which the shareholder exercises the pre-emptive right to subscribe shares (the “**Shares**”); if the number of the Shares does not correspond to an integral multiple of 27, the number of the Shares will be deemed to be the number corresponding to the nearest preceding integral multiple of 27¹.

If the shareholder is represented², details of the representative must be provided:

¹ Note: For example, a shareholder owning 85 shares lists 85 as the number of his shares. In this case, the number of shares will automatically correspond to 81 as the nearest preceding integral multiple of 27.

² Note: Where the Agreement is not signed directly by the shareholder, but by another person representing the shareholder under a power of attorney or based on any other form of representation.

.....

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

.....

Date of birth / identification number (ID number) of the shareholder's representative

.....

Permanent residence / registered office of the shareholder's representative

(the "**Shareholder**")

and

Colt CZ Group SE,

with its registered office at Opletalova 1284/37, Nové Město, 110 00 Prague 1, ID No.: 291 51 961, entered in the Commercial Register kept by the Municipal Court in Prague, File No. H 962

(the "**Company**")

(the Shareholder and the Company jointly as the "**Parties**", and each of them individually a "**Party**")

Recitals

- (A) The Shareholder is a shareholder of the Company and owner of the Shares;
- (B) The Company has a claim against the Shareholder in the amount of:

..... CZ
..... K

in words:

.....
Czech crowns,

to repay the issue price of the shares subscribed by the Shareholder, who has exercised the right to choose a profit share in the Company's shares, as part of the increase of the Company's registered capital based on the decision of the Company's General Meeting of [●] adopted outside the General Meeting (*per rollam* or written decision-making) – Approval of the distribution of profit for 2022 and retained profit from previous years and the resolution to increase the Company's registered capital by subscription of new shares and set-off of the issue price of the newly subscribed shares against the profit share ("**Draft III**", the "**Company's Claim**");

- (C) The Shareholder has a claim against the Company for payment of the Company's share of profits resulting from the approval of Draft III in the amount of:

..... CZ
..... K
in words:
.....
.....
Czech crowns,
(the “**Shareholder’s Claim**”);

ALTERNATIVE:

*The Shareholder has a claim against the Company for payment of the Company’s share of profits under Draft III in an amount determined as the number of Shares multiplied by CZK 30 less any withholding taxes applicable to the Shareholder upon payment of the share of profits attributed to the Shares (the “**Shareholder’s Claim**”).*

- (D) The Company’s General Meeting approved the set-off of the Shareholder’s Claim against the Company’s Claim and approved the wording of this Agreement;
- (E) The Company and the Shareholder intend to set off the Shareholder’s Claim against the Company’s Claim pursuant to this Agreement.

1. **Subject-matter of the Agreement**

- 1.1 The Parties have agreed to set off the Shareholder’s Claim against the Company’s Claim to the extent of their mutually same amounts as of the date of effect of this Agreement.
- 1.2 The Parties acknowledge and agree that as a result of the set-off, the Shareholder’s Claim, to the extent that its amount overlaps with that of the Company’s Claim, will cease to exist on the date of effect of this Agreement.
- 1.3 The Parties acknowledge and agree that as a result of the set-off, the Company’s Claim, to the extent that its amount overlaps with that of the Shareholder’s Claim, will cease to exist on the date of effect of this Agreement.

2. **Final Provisions**

- 2.1 This Agreement must be executed by the Shareholder no later than 17 July 2023 (inclusive). This Agreement must be executed by the Company no later than 19 September 2023. This Agreement becomes effective as of the end of 19 September 2023, unless otherwise specified below.
- 2.2 If the increase in the Company’s registered capital does not reach the amount by which the Company’s share 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 newly subscribed shares in accordance with a resolution of the Company’s Board of Directors (the “**Board’s Resolution**”). The Company’s Board of Directors will pass the Board’s Resolution no later than 19 September 2023. In such event, this Agreement will become

effective on the date the Board's Resolution becomes effective, if the latter becomes effective after 19 September 2023. If the Company's Board of Directors decides that the Company's registered capital will not be increased, this Agreement will not become effective, and the Shareholder's Claim will not be set off against the Company's Claim. In such case, the Company's Claim will cease to exist in its entirety and the Shareholder's Claim will be satisfied by monetary payment of the share of profits, regardless of the choice of the method of payment of the profit share.

- 2.3 This Agreement has been executed in 3 (three) counterparts of which each Party receives one, and one counterpart will be annexed to the application for registration of the increase of the registered capital in the Commercial Register.

THE PARTIES HEREBY EXPRESSLY STATE THAT THEY EXECUTE THIS AGREEMENT AS A FREE ACT AND DEED, IN WITNESS WHEREOF THEY AFFIX THEIR SIGNATURES BELOW.

SHAREHOLDER

Company

Place:

Place:

Date:

Date:

On behalf of **Colt CZ Group SE:**

Name:

Name:

Title:

Title:

[authenticated signature]

[authenticated signature]

Name:

Title:

[authenticated signature]