

KOMISJA NADZORU FINANSOWEGO

Raport bieżący nr

33

/

2021

Data sporządzenia: 2021-11-08

Skrócona nazwa emitenta
CARLSON INVESTMENTS S.A.

Temat

Zwołanie NWZ na dzień 07-12-2021 r. oraz projekty uchwał

Podstawa prawna

Inne uregulowania

Treść raportu:

Zarząd Spółki CARLSON INVESTMENTS S.A. z siedzibą w Warszawie (dalej Emitent, Spółka) działając na podstawie art. 399 § 1, 402 (1) i 402 (2) k.s.h. zwołuje na dzień 7 grudnia 2021 roku o godzinie 12:00 Nadzwyczajne Walne Zgromadzenie, które odbędzie się w Warszawie, w Kancelarii Notarialnej Piotr Pełczyński Notariusz, Al. Niepodległości 217 lok. 7, 02-087 Warszawa.

Treść ogłoszenia o zwołaniu Walnego Zgromadzenia oraz projekty uchwał wraz z dokumentacją znajdują się w załączniku do niniejszego raportu.

Dokumentacja związana z Nadzwyczajnym Walnym Zgromadzeniem udostępniona została na stronie internetowej Spółki <https://carlsonvc.com/relacje-inwestorskie/> w zakładce "Walne Zgromadzenie".

The Management Board of CARLSON INVESTMENTS S.A. with its registered office in Warsaw (hereinafter the Issuer, Company) acting pursuant to Article 399 Paragraph 1, 402 (1) and 402 (2) of the Code of Commercial Companies hereby summons the Extraordinary Shareholders Meeting to be held on December 7, 2021 at 12:00, in Warsaw, in the Notarial Office of Piotr Pełczyński, Al. Niepodległości 217 suite 7, 02-087 Warsaw.

The content of the announcement regarding summoning the Extraordinary Shareholders Meeting and draft resolutions along with documents are appended to this report.

Documentation available with the Extraordinary General Meeting has been made available on the company's website <https://carlsonvc.com/en/investor-relations/> in the "General Meetings" tab.

Załączniki

Plik	Opis
CI S.A. ogłoszenie NWZ 2021-12-07.pdf	Ogłoszenie
CI S.A. projekty uchwał NWZ 2021-12-07.pdf	Projekty uchwał
CI S.A. instrukcja głosowania 2021-12-07.pdf	Instrukcja głosowania
CI S.A. wzór pełnomocnictwa NWZ 2021-12-07.pdf	Wzór pełnomocnictwa
CI S.A. announcement on convening EGM 2021-12-07.pdf	Ogłoszenie ENG
CI S.A. draft resolutions EGM 07-12-2021.pdf	Projekty uchwał ENG
CI S.A. voting instruction EGM 2021-12-07 .pdf	Instrukcja głosowania ENG
CI S.A. template of the power of attorney EGM 2021-12-07.pdf	Wzór pełnomocnictwa ENG

MESSAGE (ENGLISH VERSION)

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CARLSON INVESTMENTS SPÓŁKA AKCYJNA	
(pełna nazwa emitenta)	
CARLSON INVESTMENTS S.A.	FINANSE
(skrótowa nazwa emitenta)	(sektor wg. klasyfikacji GPW w W-wie)
00-125	Warszawa
(kod pocztowy)	(miejsowość)
Emilii Plater	49/1106
(ulica)	(numer)
48 662 989 999	22 328-80-66
(telefon)	(fax)
office@carlsoninvestments.pl	www.carlsoninvestments.pl
(e-mail)	(www)
6342463031	277556406
(NIP)	(REGON)

PODPISY OSÓB REPREZENTUJĄCYCH SPÓŁKĘ

Data	Imię i Nazwisko	Stanowisko/Funkcja	Podpis
2021-11-08	Aleksander Gruszczyński		

BOARD ANNOUNCEMENT

CARLSON INVESTMENTS Joint Stock Company

on convening the Extraordinary General Meeting of the Company

The Management Board of CARLSON INVESTMENTS S.A. (the Company) with its registered office in Warsaw, at the following address: Emilii Plater 49, 00-125 Warsaw, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Department of the National Court Register, under KRS number: 0000148769, acting pursuant to Article 399 § 1 in connection with Article 402 and ¹Article 402 of ² the Commercial Companies Code ("CCC") convenes an Extraordinary General Meeting for 7 December 2021 at 12:00. The Extraordinary General Meeting will be held in Warsaw, in the Notary Office of Piotr Pełczyński Notary, Al. Niepodległości 217, 02-087 Warsaw.

PROPOSED AGENDA:

1. Opening of the Assembly,
2. Election of the Chairman of the Meeting,
3. Confirmation of the correctness of convening the General Meeting and its ability to adopt resolutions,
4. Abrogation of the secrecy of the proceedings on the election of the Returning Committee,
5. Election of the Ballot Counting Committee,
6. Adoption of Agenda,
7. Presentation of significant elements of the content of the plan of merger of the Company with the Czech law subsidiary Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín.
8. Adoption of resolutions on:
 - a. reduction of the share capital by reducing the nominal value of all shares of the Company and amendment of the Company's Articles of Association;
 - b. creation of reserve capital;
 - c. amendments to the Company's Articles of Association;
 - d. the merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its subsidiary under the Czech law, Carlson Tech Ventures Akciová Společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 (1) (a) in connection with Art. 17 (2) (a) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Dz. 1 in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company;
 - e. adoption of the Articles of Association of the European Company;
9. Closing of the Meeting.

INFORMATION ON PLANNED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PURSUANT TO ART. 402 § 2 OF THE CCC

Pursuant to Art. 402.2 of the Commercial Companies Code, the following amendments to the Company's Articles of Association are proposed

- 1) § 1, § 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and existing text of titles of particular chapters between deleted paragraphs and in place of deleted paragraphs and titles of chapters there are added in new wording § 1, §

2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and new titles of chapters;

- 2) The existing § 4 is deleted, the existing § 4 is renumbered § 5 and given a new wording, and a chapter title is added before the new wording of § 5;
- 3) The existing § 5 is deleted, the existing § 5 is renumbered § 4 and given a new wording;
- 4) The existing § 6 is deleted, the existing § 6 is renumbered § 8 and given a new wording;
- 5) Adds § 32, § 33, § 34, § 35, § 36 and new chapter titles;

In connection with the scope of the proposed amendments to the Company's Articles of Association, the Issuer encloses hereto the existing wording of the Company's Articles of Association and the proposed wording of the Company's Articles of Association taking into account the amendments.

Attachments:

- 1) *The current Articles of Association of CARLSON INVESTMENTS SA*
- 2) *Articles of Association of CARLSON INVESTMENTS SE*

INFORMATION ON THE PURPOSE OF REDUCING THE COMPANY'S SHARE CAPITAL

In performance of the obligation pursuant to article 455 § 2, the Management Board of CARLSON INVESTMENTS S.A., in relation to the share capital decrease provided for in the agenda of the Extraordinary General Meeting, hereby announces the purpose of the Company's share capital decrease:

The purpose of reducing the Company's share capital shall be to enable the Company to express its share capital in Euro in accordance with the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the EU.L No.294, p.1) (Article 4) and to adjust the amount of the share capital and its structure to the conditions of the European Company (SE). The share capital shall be reduced as described above by transferring the amount of PLN 295,781.14 (two hundred and ninety-five thousand, seven hundred and eighty-one zloty 14/100) to a separate reserve capital of the Company.

The amount by which the share capital is to be reduced and the manner of such reduction: The Company's share capital shall be reduced by the amount of PLN 295,781.14 (two hundred ninety-five thousand seven hundred eighty-one zlotys 14/100), i.e. from the amount of PLN 26,886,740.00 (twenty-six million eight hundred eighty-six thousand seven hundred forty zlotys 00/100) to the amount of 26.590,985.86 PLN (twenty-six million five hundred ninety thousand nine hundred eighty five zlotys 86/100) which is equivalent to the amount of 5,780,649.10 EURO (five million seven hundred eighty thousand six hundred forty nine EURO 10/100). The Company's share capital shall be reduced by decreasing the nominal value of each share of the Company from PLN 4.00 (four zlotys 00/100) to PLN 3.956 (three zlotys 956/1000), which is the equivalent of EUR 0.86 (eighty six euro cents).

SHAREHOLDER INFORMATION

In accordance with the requirements of Article 402² of the Commercial Companies Code, the Management Board of the Company hereby provides the shareholders with information concerning their participation in the Meeting.

Shareholder's right to demand inclusion of specific items on the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request including certain issues in the Extraordinary General Meeting's agenda. The request should be submitted to the Company's Management Board no later than 21 days before the set date of the meeting, i.e. until November 15, 2021 inclusive. The request should contain substantiation or draft resolution concerning the proposed item of the agenda. The request may be submitted in electronic form to the following address: office@carlsoninvestments.pl.

Shareholder's right to submit draft resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or using means of electronic communication,

by sending an e-mail to office@carlsoninvestments.pl, draft resolutions concerning the matters included in the agenda of the General Meeting or matters which are to be included in the agenda. Furthermore, each shareholder may, during the General Meeting, submit draft resolutions concerning the matters included in the agenda.

The manner of exercising voting rights by proxy, including in particular information on the forms to be used during voting by proxy and the manner of notifying the Company via electronic means of communication of the appointment of a proxy.

A shareholder being a natural person may participate in the Extraordinary General Meeting of Shareholders and exercise its voting rights in person or by proxy. Shareholders other than natural persons may attend the Extraordinary General Meeting of Shareholders and exercise their voting rights through a person authorized to make declarations of will on their behalf or through an attorney.

The power of proxy shall be granted in writing or in electronic form. The form containing the template of the power of proxy which constitutes the appendix to this announcement is available from the date of publication of this announcement on the Company's website <https://carlsonvc.com/> in the "Investor Relations/General Meeting" tab. The Company should be notified of the granting of a power of proxy in electronic form by means of electronic communication in the form of a notice sent by e-mail to office@carlsoninvestments.pl, making every effort to enable effective verification of the validity of the power of proxy and for this purpose a power of proxy sent electronically to the Company should be scanned in PDF format. The notification of granting the power of attorney should contain an accurate identification of the proxy and the principal (indicating the forenames, surnames, series and numbers of identity cards or PESEL numbers, addresses, telephone numbers and e-mail addresses of both these persons). The information about granting the power of attorney should also include its scope, i.e. indicate the number of shares from which the voting right will be exercised and the date of the Company's general meeting at which these rights will be exercised.

The Company will take appropriate actions to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. Such verification may consist, in particular, in a return question in electronic form or by telephone, addressed to a shareholder or a proxy in order to confirm the fact of granting the power of attorney and its scope. The Company stipulates that in such case, failure to answer the questions asked during the verification shall be treated as failure to verify the granting of the power of attorney and shall constitute a basis for refusal to allow the proxy to participate in the Meeting. The right to represent a shareholder who is not a natural person should result from an excerpt from the relevant register, possibly a series of powers of attorney and an excerpt from the relevant register presented when preparing the attendance list. Persons granting powers of attorney on behalf of a shareholder not being a natural person should be shown in the current excerpt from the register relevant for the shareholder.

A member of the Company's Management Board and the Company's employee may be shareholders' proxies at the General Meeting. If a member of the Company's Management Board, member of the Company's Supervisory Board, liquidator, employee or member of the governing bodies or employee of the Company's subsidiary is a proxy at the General Meeting, the power of attorney may authorize the proxy to represent the shareholder at one General Meeting only. The proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting of further power of attorney is excluded. The proxy referred to above shall vote in accordance with the instructions given by the shareholder.

Possibility and method of participation in the Meeting by means of electronic communication

The Company does not provide for the possibility to participate in the Meeting by means of electronic communication.

Manner of Speaking at the Meeting Using Electronic Means of Communication

The Company does not provide for the possibility to speak during the Meeting using electronic communication means.

Exercise of voting rights by correspondence or using means of electronic communication

The Company does not provide for the possibility of exercising voting rights by mail or using electronic means of

communication.

Date of registration of attendance at the Meeting

The record date for the Meeting shall be the date falling sixteen days prior to the date of the general meeting, i.e. November 21, 2021. (the "Record Date").

Information about the right to participate in the Assembly

Only persons who are shareholders of the Company on the Record Date have the right to attend the Meeting.

Persons authorized under registered shares and temporary certificates, as well as pledgees and users entitled to vote, have the right to attend the Extraordinary General Meeting, if they are entered into the share register on the Record Date. At the request of the holder of dematerialized bearer shares of the Company, submitted not earlier than after the announcement on convening the Meeting and not later than on the first business day after the Record Date, i.e. not later than on November 22, 2021 The entity maintaining the securities account shall issue a registered certificate of the right to participate in the General Meeting.

The Company hereby points out that only those persons shall be entitled to participate in the Meeting who: a) were shareholders of the Company as at the Registration Date and b) requested - not earlier than after this announcement of the Meeting and not later than on the first business day after the Registration Date, i.e. not later than November 22, 2021 - to the entity that maintains their securities accounts for the issuance of a registered certificate of the right to participate in the General Meeting.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed in the premises of Emilii Plater 49, from 09.00 to 16.00, 3 working days before the General Meeting, i.e. on 2, 3, 6 December 2021. A shareholder of the Company may demand that the list of shareholders entitled to participate in the General Meeting be sent to him free of charge by e-mail, providing his own e-mail address to which the list should be sent.

Access to documentation

The documentation to be presented to the Meeting together with draft resolutions shall be posted on the Company's website as of the date of convening the Meeting, pursuant to Article 402³§1 of the Commercial Companies Code.

Remarks of the Company's Management Board or the Company's Supervisory Board regarding the issues included in the agenda of the Meeting or the issues to be included in the agenda before the date of the Meeting shall be available on the Company's website immediately after their preparation.

Information about the Assembly is available at <https://carlsonvc.com/>

Draft Resolutions of CARLSON INVESTMENTS S.A.
The EGM convened on December 7, 2021.

RESOLUTION NUMBER 1
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of December 7, 2021
on lowering the share capital by reducing the nominal value of all shares of the Company and
amending the Company's Articles of Association

The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw, acting pursuant to Article 430 §1 and 455 §1 of the Code of Commercial Companies, resolves as follows:

§ 1

1. The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the establishment of the European Company CARLSON INVESTMENTS SE with its registered office in Warsaw, according to the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L 294, p. 1) 1) (Article 17.1) resolves to express the Company's share capital in EURO so that the nominal value of all the Company's shares shall be EURO 0.86 (eighty-six eurocents) and the share capital shall be EURO 5,780,649.10 (five million, seven hundred and eighty thousand, six hundred and forty-nine euro 10/100).
2. The EUR exchange rate was adopted in accordance with the average exchange rate table published by the National Bank of Poland on 3 November 2021 at the level of EUR 1.00 = PLN 4.6000.

§ 2

The purpose of the reduction in the Company's share capital is to enable the Company to express its share capital in Euro in accordance with the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) of 8 October 2001 (Official Journal of the EU L No. 294, p. 1) (Article 4) and to adjust the amount of the share capital and its structure to the conditions of a European Company (SE).

§ 3

1. In view of the contents of § 1 and § 2 of this Resolution, the Company's share capital shall be reduced by PLN 295,781.14 (two hundred and ninety-five thousand seven hundred and eighty-one zlotys 14/100), i.e. from PLN 26,886,740.00 (twenty-six million eight hundred and eighty-six thousand seven hundred and forty zlotys 00/100) to PLN 26,590,958.86 PLN (twenty-six million five hundred and ninety thousand nine hundred and eighty-five Polish zlotys 86/100) which is equivalent to the amount of 5,780,649.10 EURO (five million seven hundred and eighty thousand six hundred and forty-nine EURO 10/100).
2. The Company's share capital shall be reduced by decreasing the nominal value of each share of the Company from the previous nominal value of PLN 4.00 (four zlotys 00/100) to the

nominal value of PLN 3.956 (three zlotys and 956/1000), which is the equivalent of EUR 0.86 (eighty six euro cents).

3. The share capital decrease in the manner described in sections 1 and 2 above shall be aimed at transferring the amount of PLN 295,781.14 (two hundred and ninety-five thousand seven hundred and eighty-one zlotys 14/100) to a separate reserve capital of the Company.

§ 4

1. In connection with the decrease of the Company's share capital, the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. decides that no returns of contributions made to the Company's share capital shall be made to shareholders due to the fact that the amount of the share capital decrease shall be transferred to a separate reserve capital (Art. 457 § 1.2 of the CCC). Therefore, the Extraordinary General Meeting decides to transfer the amount of PLN 295,781.14 (two hundred ninety five thousand seven hundred eighty one 14/100 zlotys) to a separate reserve capital of the Company.
2. In connection with the reduction in the Company's share capital, pursuant to art. 457 § 1 - § 3 of the Commercial Companies Code In relation to the reduction in the Company's share capital pursuant to art. 457 § 1 - § 3 of the Commercial Companies Code, no convocation proceedings will be conducted, as the amount of the share capital reduction allocated to a separate reserve capital does not exceed 10% of the value of the reduced share capital of the Company.

§ 5

The Articles of Association of the Company in the scope resulting from this Resolution shall be amended by the resolution of the Extraordinary General Meeting provided for in item 8c) of the agenda of this General Meeting.

§ 6

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to

- a. to submit a declaration on fulfilment of all the conditions for lowering the share capital provided for in the act and articles of association as well as the resolution on lowering the share capital (article 458 § 3 of the Commercial Companies Code),
- b. notification of a reduction of the share capital and the related amendment to the Company's Articles of Association to the competent registry court by filing an appropriate application for entry of the amendments in the Register of Entrepreneurs of the National Court Register.
- c. to perform all factual and legal acts necessary to carry out the activity of reduction of the Company's share capital by way of decreasing the nominal value of shares, including in particular to carry out appropriate operations by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) and the Warsaw Stock Exchange (Giełda Papierów Wartościowych S.A.) resulting from the provisions of this Resolution,
- d. perform all other legal and factual acts in order to implement the provisions of this Resolution.

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby resolves that if between December 07, 2021 and the last day of the calendar month preceding the date of the European Company's incorporation pursuant to the Resolution provided for in item 8e) of the agenda of this General Meeting a change of the EUR exchange rate occurs that is significant for the value of the Company's share capital decrease, the Extraordinary General Meeting hereby authorizes the

Company's Management Board to determine the value of the share capital decrease accordingly to the value of the EUR exchange rate valid as at the last day of the month preceding the date of the European Company's incorporation in such a way that the Company's share capital expressed in the EURO corresponds to that exchange rate.

§ 7

This Resolution shall become effective on the date of adoption.

RESOLUTION 2
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on the creation of reserve capital

Pursuant to Article 396 of the CCC in conjunction with Article 457 § 1 item. 2 of the CCC and Art. 457 § 2 of the Commercial Companies Code The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw hereby resolves as follows:

§ 1

In connection with the decrease in the Company's share capital as a result of the Resolution No. 1 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 7 December 2021 and the fact that pursuant to the provisions of that resolution no refunds of contributions made to the Company's share capital will be made to shareholders, as the share capital decrease is aimed at transferring amounts to the reserve capital (Art. The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw resolves to create a separate reserve capital to which the amount of the share capital decrease of PLN 295,781.14 (two hundred ninety-five thousand seven hundred eighty-one zloty 14/100) resulting from Resolution No. 1 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 7 December 2021 shall be transferred.

§ 2

The resolution comes into force as of the date of its adoption.

RESOLUTION 3
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on amending the Company's Articles of Association

§ 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association as follows:

- a) **The existing text of § 1, § 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and the existing text of the titles of the individual chapters between the deleted paragraphs shall be deleted and a new § 1 shall be added in place of the deleted paragraphs and chapter titles, 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and new chapter titles in the following wording**

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

1. *The Company operates in the Republic of Poland and abroad.*
2. *The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.*
3. *The Company may be a shareholder in other companies, including companies with foreign participation.*
4. *The Company may use a distinctive graphic sign.*
5. *The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)*

§7

1. *The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.*
2. *The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.*
3. *The Company may issue bonds, including bonds convertible into shares.*

THE COMPANY'S GOVERNING BODIES

§ 9

1. *The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended).*
2. *The bodies of the Company are:*
 - a) *Board of Directors (governing body);*
 - b) *Supervisory Board (supervisory body);*
 - c) *General Assembly.*
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into contracts with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

1. *The Management Board shall report to the Supervisory Board at least once every three*

months on the conduct of the Company's affairs and the anticipated development of the SE's business.

- 2. Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

- 1. The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
- 2. Members of the Supervisory Board are elected and recalled by the General Meeting.*
- 3. A member of the Supervisory Board may be reappointed once or more than once.*
- 4. Members of the Supervisory Board shall perform their duties in person.*

§17

- 1. The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
- 2. The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

- 1. For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
- 2. Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
- 3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
- 4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

- 1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*

2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) *Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*
 - 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
 - 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
 - 5) *Granting consent to the establishment of branches of the Company at home and abroad;*
 - 6) *Passing resolutions on giving opinions on the Board's motions;*
 - 7) *Appointment of Board Members;*
 - 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
 - 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*
 - 10) *Suspension of a Member of the Management Board or the entire Management Board;*
 - 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
 - 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
 - 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
 - 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
 - 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
 - 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
 - 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*
2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;*
3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

1. *The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its registered office provide otherwise.*
2. *Each share entitles to one vote at the General Meeting.*
3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
2. *The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

1. *The powers of the General Meeting include matters within the scope of:*
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*

- 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*
 - 5) *Increase or decrease the share capital;*
 - 6) *Amendments to the Company's Articles of Association;*
 - 7) *Dissolution and liquidation of the Company;*
 - 8) *Consider and resolve motions presented by the Board;*
 - 9) *Adopting the Regulations of the Supervisory Board;*
 - 10) *Determination of the dividend right date and dividend payment date;*
 - 11) *Sale and lease of an enterprise and the creation of a usufruct or pledge thereon*
 - 12) *Issuance of bonds convertible into shares and bonds with priority rights;*
 - 13) *Merger, division or conversion of the Company;*
2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. *The pure profit of the Company may be used for:*
 - 1) *Capital Reserve;*
 - 2) *Investment Fund;*
 - 3) *Capital Reserve;*
 - 4) *Dividend;*
 - 5) *Other purposes determined by resolution of the General Meeting.*
2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*

- b) The existing § 4 shall be deleted, the existing § 4 shall be renumbered as § 5 and given a new wording, and the following chapter title shall be added before the new wording of § 5:**

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) *PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*
- 2) *PAC 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) *PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*
- 4) *PKD 64.19 Z Other monetary intermediation,*
- 5) *PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*
- 6) *PKD 70.22.Z Other business and management consulting,*
- 7) *PAC 46.5 Wholesale of information and communication technology tools,*
- 8) *PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*

- 9) PKD 68.10.Z Purchase and sale of real estate on own account,
- 10) PKD 68.20.Z Rental and management of own or leased property,
- 11) PKD 68.31.Z Real Estate agency,
- 12) PKD 68.32.Z Management of real estate on a fee or contract basis,
- 13) PAC 46.1 Wholesale on a fee or contract basis,
- 14) PAC 46.6 Wholesale of machinery, equipment and supplies,
- 15) PAC 46.7 Other specialised wholesale,
- 16) PAC 41.1 Implementation of construction projects related to erection of buildings,
- 17) PAC 41.2 Construction works related to erection of residential and non-residential buildings,
- 18) PKD 43.1 Demolition and site preparation for construction,
- 19) PAC 43.3 Finishing construction works,
- 20) PKD 43.9 Other specialised construction works,

- c) **The existing § 5 is deleted, the existing § 5 is renumbered § 4 and given a new wording as follows:**

§4

The duration of the Company is unlimited.

- d) **The existing § 6 is deleted, the existing § 6 is renumbered § 8 and given a new wording as follows:**

§ 8

1. *The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.*
2. *The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:*
 - a) *A share capital reduction will be enacted,*
 - b) *The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.*
3. *The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.*

- e) **The existing § 8 shall be deleted, the existing § 8 shall be renumbered § 6 and given a new wording, and before the new wording of § 6 the following chapter title shall be added:**

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. *The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.*
2. *The shares listed in paragraph 1 consist of the following shares:*
 - a) *5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - b) *7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - c) *12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - d) *124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - e) *5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - f) *29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - g) *4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - h) *4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - i) *46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - j) *460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - k) *129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - l) *717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,*
 - m) *1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - n) *2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - o) *250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - p) *1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
- f) **Adds § 32, § 33, § 34, § 35, § 36 and new chapter titles to read as follows:**

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) Resolution of the General Meeting to dissolve the Company,*
- b) Other reasons as provided by applicable law.*

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

§ 2

The resolution comes into force as of the date of its adoption.

RESOLUTION 4

**of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021**

on the merger of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw, Poland (the Acquiring Company) with its subsidiary under the Czech law Carlson Tech Ventures Akciová společnost

with its registered office in Český Těšín, the Czech Republic (the Target Company) pursuant to Art. 2 (1) (a) in connection with Art. 17 (2) (a) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (Dz. 1 in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company

Pursuant to Art. 15 and Art. 18 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended; hereinafter referred to as the "SE Regulation"), the Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (hereinafter referred to as "CARLSON INVESTMENTS S.A.", "the Company" or "the Acquiring Company"), having examined

1. Merger Plan,
 2. Attachments to the Plan of Merger,
- resolves as follows.

§ 1

Pursuant to Article 2 (1) in conjunction with Article 17 (2) (a) and 18 of the SE Regulation, a merger will be effected between the companies: Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín (hereinafter referred to as "Carlson Tech Ventures a.s."), Hlavní třída 87/2, 737 01 Český Těšín, identification number 11813385, entered in the Business Register kept by the Regional Court in Ostrava, section B tab 11369 as the Target Company and CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw at ul. Emilii Plater 49, Poland, entered in the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406 - as the Acquired Company, through the acquisition of the Acquired Company Carlson Tech Ventures a.s. by CARLSON INVESTMENTS S.A. as the Acquiring Company. Since all shares in the Target Company belong to the Acquiring Company, the merger will be carried out in a simplified procedure pursuant to Article 31 in conjunction with Article 22 of the SE Regulation. The merger conditions have been specified in the merger plan which has been made available on the websites of the merging Companies at <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on October 28, 2021 and in the form of ESPI report no. 31/2021 on October 27, 2021.

§ 2

As a result of the merger referred to in § 1 of this Resolution, pursuant to Article 2 Section 1 in connection with Article 17 Section 2 letter a) and Article 18 and Article 29 Section 1 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended), CARLSON INVESTMENTS S.A., as the Acquiring Company, shall adopt the legal form of a European Company (SE).

§ 3

The merger of the Companies shall be carried out without increasing the share capital of CARLSON INVESTMENTS S.A. as the Acquiring Company pursuant to Article 18 of the SE Regulation in view of the fact that the Acquiring Company is the owner of all shares in the Target Company.

§ 4

Pursuant to Article 23 of the SE Regulation, the Extraordinary General Meeting approves the plan of merger with Carlson Tech Ventures a.s. , which was made available on the websites of the merging Companies at: <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on October 28, 2021 and in the form of ESPI Report No. 31/2021 on October 27, 2021.

MERGER PLAN:

MERGER PLAN
(PLÁN SLOUČENÍ)

CARLSON INVESTMENTS Joint Stock Company

with its seat in Warsaw, Poland

(se sídlem v Warszawie, Polsko)

and

Carlson Tech Ventures a.s.

seated in Český Těšín, Czech Republic

(se sídlem v Českém Těšíně, Česká republika)

Warsaw, 27 October 2021

Warsaw, 27 října 2021

Warsaw, 27.10.2021r.	Warsaw 27 října 2021
<p>Merger plan by acquisition to form a European Company (Societas Europaea)</p>	<p>Plan sloučení prostřednictvím převzetí za účelem vytvoření Evropské společnosti (Societas Europaea)</p>
<p>Boards of Directors:</p>	<p>Představenstva společností:</p>

CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (Poland) and **Carlson Tech Ventures a.s.** with its registered office in Český Těšín (Czech Republic), on the basis of Article 2 (1) in connection with Article 17 (2) (a) and 18 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) of 8 October 2001 (Official Journal of the European Union L 294, p. 1) (hereinafter: **SE Regulation**), have agreed on the following plan of merger by way of establishment (Official Journal of the European Union L No. 294, p. 1) (hereinafter: **SE Regulation**), have agreed on October 27th 2021 on the following plan of merger by acquisition in order to establish the European Company **CARLSON INVESTMENTS SE** with the registered office in Warsaw (Poland):

I. Companies participating in the merger

1. the **Acquiring Company - CARLSON INVESTMENTS SPÓŁKA AKCYJNA** with its registered office in Warsaw (00-125) at Emilii Plater 49, Poland, entered into the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406, being a public company (hereinafter: the **Acquiring Company**)

2. the **acquired company - Carlson Tech Ventures a.s.** with its registered seat in Český Těšín, address: Hlavní třída 87/2, 737 01 Český Těšín, Czech Republic, entered in the Commercial Register kept by the District Court in Ostrava, Section B under No. 11369, Identification No. 11813385 (hereinafter: the **Target Company**).

II. Name and registered office of the SE

CARLSON INVESTMENTS SE seated in Warsaw, Poland.

CARLSON INVESTMENTS Spółka Akcyjna se sídlem v Warszawie (Polsko) a **Carlson Tech Ventures a.s.** se sídlem v Českém Těšíně (Česká republika) na základě článku 2 odst. 1 v souvislosti s článkem 17 odst. 2 písm. a) a 18 nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (SE) (Úř. věst. EU L č. 294, str. 1) (dále jen: **Nařízení SE**), sjednávají dne 27 října 2021 roku následující plán sloučení a převzetí za účelem vytvoření Evropské společnosti **CARLSON INVESTMENTS SE** se sídlem v Warszawie (Polsko):

I. Společnosti, které se účastní sloučení

Nástupnická společnost - CARLSON INVESTMENTS SPÓŁKA AKCYJNA se sídlem v Warszawie (00-125) na adrese ul. Emilii Plater 49, Polska, zapsaná do Obchodního rejstříku Národního soudního rejstříku vedeného hospodářskou komorou pod číslem KRS 0000148769, DIČ 6342463031, IČ 277556406, která je veřejnou společností (dále jen: **Nástupnická společnost**)

Zanikající společnost - Carlson Tech Ventures a.s. se sídlem v Českém Těšíně na adrese: Hlavní třída 87/2, 737 01 Český Těšín, Česká republika, zapsaná do obchodního rejstříku vedeného u Krajského soudu v Ostravě, v oddílu B, pod číslem vložky 11369, identifikační číslo 11813385 (dále jen: **Zanikající společnost**)

II. Firma a statutární sídlo SE

CARLSON INVESTMENTS SE se sídlem v Warszawa, Polsko.

Adresa sídla Evropské společnosti a adresa sídla Představenstva: ul. Emilii Plater 49, (00-125) Warszawa, Polsko

The address of the registered office of the European Company and the address of the Head Office: 49 Emilii Plater Street, (00-125) Warsaw, Poland.

III. Method of Merging the Companies

1. The merger shall be effected pursuant to Article 2.1 in conjunction with Article 17.2(a) and 18 of the SE Regulation by acquisition of the Target Company by the Acquiring Company.
2. Since 100% of shares in the Acquired Company are held by the Acquiring Company, the merger shall be effected according to the simplified procedure pursuant to Art. 31 in conjunction with Art. 22 of the SE Regulation when applying the provisions governing the simplified merger procedure, and thus:
 - the plan of merger will not be subject to an expert examination,
 - there will be no increase in the share capital of the Acquiring Company.
3. Pursuant to Article 23 of the SE Regulation, the merger of the Companies shall be effected pursuant to resolutions of the General Meeting of Shareholders of the Acquiring Company and a resolution of the General Meeting of Shareholders, being the sole shareholder, of the Target Company agreeing to the plan of merger of the Companies.
4. Pursuant to Article 29 (1) of the SE Regulation, as of the registration date of the merger:
 - a) all assets and liabilities of the Target Company shall be transferred to the Acquiring Company;
 - b) The Target Company shall cease to exist;
 - (c) The Acquiring Company shall take the form of an SE.
5. Since all shares of the Acquired Company belong to the Acquiring Company, the merger shall be carried out according to the simplified procedure, pursuant to Art. 31:
 - share exchange ratio and compensation is not determined;

III. Methods of Socialisation

1. Sloučení proběhne podle článku 2 odst. 1 ve spojení s čl. 17 odst. 2 písm. a) a 18 Nařízení SE převzetím Zanikající společnosti Nástupnickou společností.
2. Protože 100% akcií Zanikající společnosti vlastní Nástupnická společnost, sloučení proběhne ve zjednodušeném proces podle ustanovení čl. 31 a ve spojení s čl. 22 Nařízení SE s použitím předpisů upravujících zjednodušený proces sloučení Společností, a to:
 - plán sloučení nebude přezkoumán znalcem,
 - nedojde ke zvýšení základního kapitálu Nástupnické společnosti.
3. V souladu s čl. 23 Nařízení SE sloučení Společností proběhne na základě usnesení valné hromady Nástupnické společnosti a usnesení valné hromady, resp. rozhodnutí jediného akcionáře, Zanikající společnosti vyjadřujících souhlas s plánem sloučení Společností.
4. V souladu s čl. 29 odst. 1 Nařízení SE dnem zápisu sloučení:
 - a) budou všechna aktiva a pasiva Zanikající společnosti převedena do Nástupnické společnosti;
 - b) Zanikající společnost přestane existovat;
 - c) Nástupnická společnost převezme formu ES.
5. Protože všechny podíly Zanikající společnosti patří Nástupnické společnosti, sloučení proběhne ve zjednodušeném proces, podle čl. 31:
 - nestanovuje se poměr výměny akcií a výše doplatků;
 - nestanovují se podmínky pro přidělení akcií v SE
 - nestanovuje se den, od kterého majiteli akcií SE vzniká právo na podíl na zisku a zvláštní podmínky týkající se tohoto práva;
6. Sloučení Společností proběhne bez zvýšení základního kapitálu Nástupnické společnosti

- The terms and conditions of the grant of SE shares are not specified;
- not specify the date from which the SE's shareholder is entitled to participate in profits and any special conditions affecting that right;

6. The Merger of the Companies will be carried out without increasing the share capital of the Acquiring Company pursuant to Article 18 of the SE Regulation.

IV. Deadline

Pursuant to Article 20(1)(e) of the SE Regulation, the date from which the operations of the merging Companies will be treated for accounting purposes as transactions for the account of the SE - the date of registration of the merger.

V. Special rights

Pursuant to Article 20 (1) (f) of the SE Ordinance, no rights have been and will be granted by the SE to specially entitled shareholders and holders of securities other than shares. No special measures have been and will be taken regarding the granting of special rights by the SE to these persons.

VI. Specific benefits

Pursuant to Article 20 (1) (g) of the Regulation, no special benefits shall be granted to members of the bodies of the Companies participating in the merger, experts or other persons participating in the merger.

VII. Employee Participation Procedures

Considering the fact that both the Acquiring Company and the Target Company do not employ any employees, no employee participation procedure as referred to in Article 20(1)(i) of the SE Regulation will be carried out as part of the merger to adopt the form of a European Company.

VIII. Articles of Association of the European

podle čl. 18 Nařízení SE.

IV. Termín

Podle čl. 20 odst. 1 písm. e) Nařízení SE, datem, od kterého budou činnosti jednání slučujících se Společností považovány pro účetní účely jako transakce prováděné na účet SE - den zápisu sloučení v obchodním rejstříku.

V. Zvláštní práva

Podle čl. 20 odst. 1 písm. (f) Nařízení SE nebyla a nebudou společnost SE přiznána akcionářům se zvláštními právy a majitelům cenných papírů jiných než akcie žádná práva. Nebyly a nebudou provedeny žádné zvláštní opatření týkající se přiznání společnost SE zvláštních oprávnění těmto osobám.

VI. Zvláštní výhody

Podle čl. 20 odst. 1 písm. g) členům orgánů Společností účastnících se sloučení, znalcům ani jiným osobám účastnícím se sloučení se neposkytují žádné zvláštní výhody.

VII. Process of zapojení zaměstnanců

S ohledem na to, že jak Nástupnická společnost, tak ani Zanikající společnost nezaměstnávají žádné zaměstnance, v rámci sloučení za účelem získání form evropské společnosti se postup pro zapojení zaměstnanců ve smyslu čl. 20 odst. 1 písm. i) Nařízení SE neuplatní.

VIII. States of the European Community

Podle čl. 20 odst. 1 písm. h) Nařízení SE obsah stanov

Company

Pursuant to Article 20 (1) (h) of the SE Regulation, the contents of the SE Articles of Association:

COMPANY STATUTE
CARLSON INVESTMENTS SE
GENERAL PROVISIONS

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

1. The Company operates in the Republic of Poland and abroad.
2. The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.
3. The Company may be a shareholder in other companies, including companies with foreign participation.
4. The Company may use a distinctive graphic sign.
5. The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)

§4

The duration of the Company is unlimited.

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) PKD 64.30.Z Activity of trusts, funds and similar financial institutions,
- 2) PAC 64.99.Z Other financial service activities, except insurance and pension funds,
- 3) PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,
- 4) PKD 64.19.Z Other monetary intermediation,
- 5) PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,
- 6) PKD 70.22.Z Other business and management consulting,
- 7) PAC 46.5 Wholesale of information and communication technology tools,
- 8) PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,
- 9) PKD 68.10.Z Purchase and sale of real estate on own account,
- 10) PKD 68.20.Z Rental and management of own or leased property,
- 11) PKD 68.31.Z Real Estate agency,
- 12) PKD 68.32.Z Management of real estate on a fee or contract basis,

- 13) PAC 46.1 Wholesale on a fee or contract basis,
- 14) PAC 46.6 Wholesale of machinery, equipment and supplies,
- 15) PAC 46.7 Other specialised wholesale,
- 16) PAC 41.1 Implementation of construction projects related to erection of buildings,
- 17) PAC 41.2 Construction works related to erection of residential and non-residential buildings,
- 18) PKD 43.1 Demolition and site preparation for construction,
- 19) PAC 43.3 Finishing construction works,
- 20) PKD 43.9 Other specialised construction works,

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.
2. The shares listed in paragraph 1 consist of the following shares:
 - a) 5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - b) 7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - c) 12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - d) 124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - e) 5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - f) 29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - g) 4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - h) 4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - k) 129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,
 - m) 1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - n) 2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value

of EUR 0.86 (eighty six euro cents) each,
p) 1,201,578 (one million two hundred and one thousand five hundred and seventy-eight)
series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,

§7

1. The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.
2. The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.
3. The Company may issue bonds, including bonds convertible into shares.

§ 8

1. The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.
2. The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:
 - c) A share capital reduction will be enacted,
 - d) The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.
3. The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.

THE COMPANY'S GOVERNING BODIES

§ 9

1. The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended).
2. The bodies of the Company are:
 - a) Board of Directors (governing body);
 - b) Supervisory Board (supervisory body);
 - c) General Assembly.
3. No person may simultaneously be a member of the Company's Management Board and Supervisory Board.

MANAGEMENT BOARD

§10

1. The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.
2. The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.

3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other bodies of the Company.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into agreements with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

1. *The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business.*
2. *Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

1. *The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
2. *Members of the Supervisory Board are elected and recalled by the General Meeting.*
3. *A member of the Supervisory Board may be reappointed once or more than once.*
4. *Members of the Supervisory Board shall perform their duties in person.*

§17

1. *The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
2. *The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

1. *For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
2. *Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
3. *Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
4. *The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

1. *The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*
2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) *Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*

- 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
 - 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
 - 5) *Granting consent to the establishment of branches of the Company at home and abroad;*
 - 6) *Passing resolutions on giving opinions on the Board's motions;*
 - 7) *Appointment of Board Members;*
 - 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
 - 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*
 - 10) *Suspension of a Member of the Management Board or the entire Management Board;*
 - 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
 - 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
 - 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
 - 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
 - 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
 - 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
 - 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*
2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board,*

or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;

- 3. The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
- 4. The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
- 5. The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
- 6. A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

- 1. The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its registered office provide otherwise.*
- 2. Each share entitles to one vote at the General Meeting.*
- 3. Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

- 1. The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
- 2. The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

- 1. The powers of the General Meeting include matters within the scope of:*
 - 1) Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*
 - 2) Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) Election and dismissal of members of the Supervisory Board;*
 - 5) Increase or decrease the share capital;*
 - 6) Amendments to the Company's Articles of Association;*
 - 7) Dissolution and liquidation of the Company;*

- 8) Consider and resolve motions presented by the Board;
 - 9) Adopting the Regulations of the Supervisory Board;
 - 10) Determination of the dividend right date and dividend payment date;
 - 11) Sale and lease of an enterprise and the creation of a usufruct or pledge thereon
 - 12) Issuance of bonds convertible into shares and bonds with priority rights;
 - 13) Merger, division or conversion of the Company;
2. In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. The pure profit of the Company may be used for:
 - 1) Capital Reserve;
 - 2) Investment Fund;
 - 3) Capital Reserve;
 - 4) Dividend;
 - 5) Other purposes determined by resolution of the General Meeting.
2. Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) Resolution of the General Meeting to dissolve the Company,
- b) Other reasons as provided by applicable law.

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

**SPOLEČNOSTI STANOVY
CARLSON INVESTMENTS SE
PRESENT USTANOVENÍ**

§ 1

Název společnosti zní: CARLSON INVESTMENTS SE.

§ 2

Sídlem Společnosti je Warszawa (nacházející se v Polské republice).

§ 3

1. Společnost podniká na území Polské republiky a v zahraničí.
2. Společnost může zřizovat pobočky, organizační složky, závody, zastoupení a jiné organizační jednotky v tuzemsku a v zahraničí.
3. Společnost může být podílníkem (akcionářem) v jiných společnostech, v tom také ve společnostech se zahraniční majetkovou účastí.
4. Společnost může používat zvláštní pro ni grafický znak.
5. Společnost vznikla následkem sloučení společností v souladu s čl. 2 odst. 1 ve spojení s čl. 17 odst. 2 bod a) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1)

§ 4

Doba trvání společnosti je neurčitá.

PŘEDMĚT PODNIKÁNÍ

§ 5

K předmětu podnikání Společnosti patří podnikatelská činnost v rozsahu:

[zkratka "PKD" = Polská klasifikace ekonomické činnosti].

- 1) PKD 64.30.Z Činnost trustů, nadací a podobných finančních organizací,
- 2) PKD 64.99.Z Ostatní finanční služby, kromě pojišťovnictví a penzijních fondů,
- 3) PKD 66.1 Podpůrná činnost pro finanční služby, kromě pojišťovnictví a penzijních fondů
- 4) PKD 64.19.Z Ostatní finanční zprostředkování,
- 5) PKD 70.10.Z Činnost centrálních firem (head offices) a holdingů, kromě finančních holdingů,
- 6) PKD 70.22.Z Činnost poradců ostatní v rozsahu provádění podnikatelské činnosti a manageru,
- 7) PKD 46.5 Velkoobchodní prodej náradí informační a komunikační technologie,
- 8) PKD 47.41.Z Maloobchodní prodej počítačů, periferních zařízení a programového vybavení (software) prováděný v specializovaných prodejnách,
- 9) PKD 68.10.Z Koupě a prodej nemovitostí na vlastní účet,
- 10) PKD 68.20.Z Pronájem a správa vlastních nebo pronajatých nemovitostí,
- 11) PKD 68.31.Z Zprostředkování prodeje nemovitostí,
- 12) PKD 68.32.Z Správa nemovitostí prováděná na objednávku,
- 13) PKD 46.1 Velkoobchodní prodej realizovaný na objednávku,
- 14) PKD 46.6 Velkoobchodní prodej strojů, zařízení a dodatečného vybavení,
- 15) PKD 46.7 Ostatní specialistický velkoobchodní prodej,
- 16) PKD 41.1 Realizace stavebních projektů spojených s výstavbou budov,
- 17) PKD 41.2 Stavební práce spojené s výstavbou obytných a veřejných budov,
- 18) PKD 43.1 Demolice a příprava terénu pod výstavbu,
- 19) PKD 43.3 Provádění stavebních dokončovacích prací,
- 20) PKD 43.9 Ostatní odborné stavební práce.

ZÁKLADNÍ KAPITÁL, CÍLOVÝ KAPITÁL, ZRUŠENÍ AKCIÍ SPOLEČNOSTI

§ 6

1. Základní kapitál Společnosti činí 5.780.649,10 EUR (pět milionů sedm set osmdesát tisíc šest set čtyřicet devět euro deset euro centů) a je rozdělen na 6.721.685 (šest milionů sedm set dvacet one tisíc šest set osmdesát pět akcií na majitele o jmenovité hodnotě 8,86 EUR (slovy: osmdesát šest euro centů) každá.
2. Akcie uvedené v odst. 1 tvoří následující akcie:

- a) 5.100 (slovy: pět set tisíc jedno sto) kusů akcií na majitele série "A" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- b) 7.500 (slovy: sedm tisíc pět set) kusů akcií na majitele série "B" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- c) 12.500 (slovy: dvanáct tisíc pět set) kusů na majitele akcií série "C" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- d) 124.900 (slovy: jedno sto dvacet čtyři tisíce devět set) kusů akcií na majitele série "D" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- e) 5.000 (pět tisíc) kusů akcií na majitele série "E" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- f) 29.875 (dvacet devět tisíc osm set sedmdesát pět) kusů akcií na majitele série "F" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- g) 4.125 (čtyři tisíce sto dvacet pět) kusů akcií na majitele série "G" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- h) 4.625 (čtyři tisíce šest set dvacet pět) kusů akcií na majitele série "I" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- i) 46.375 (čtyřicet šest tisíc tři sta sedmdesát pět) kusů akcií na majitele série "J" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- j) 460.000 (čtyři sta šedesát tisíc) kusů akcií na majitele série "K" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- k) 129.358 (one hundred dvacet devět tisíc tři sta padesát eight) kusů akcií na majitele série "L" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- l) 717.250 (sedm set sedmnáct tisíc dvě stě padesát) kusů akcií na majitele Série M o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- m) 1.223.500 (one million dvě stě dvacet tři tisíce pět set) kusů akcií na majitele série "N" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- n) 2.499.000 (dva milion čtyři sta devadesát devět tisíc) kusů akcií na majitele série "O" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- o) 250.000 (dvě stě padesát tisíc) kusů akcií na majitele série "P" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
- p) 1.201.578 (one million dvě stě one tisíc pět set sedmdesát osm) kusů akcií na majitele série "R" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,

§ 7

1. Základní kapitál Společnosti může být navýšen usnesením Valné hromady formou emise nových, běžných akcií, a to jak na majitele, tak na jméno, a prioritních, a také formou navýšení jmenovité hodnoty již emitovaných akcií.
2. Navýšený základní kapitál Společnosti může být splacen v hotovosti, vložním nepeněžních vkladů, dividendou náležící akcionářovi a také přesunem prostředků z části rezervního nebo náhradního kapitálu.
3. Společnost může emitovat dluhopisy, včetně dluhopisů vyměnitelných za akcie.

§ 8

1. Základní kapitál může být snížen formou snížení jmenovité hodnoty nebo zrušením části akcií.
2. Akcie Společnosti mohou být zrušeny za podmínek stanovených Valnou hromadou, v případě:
 - a) bude-li schváleno snížení základního kapitálu,
 - b) nabude-li Společnost vlastní akcie v důsledku exekuce svých nároků, které není možné

uspokojit z jiného majetku akcionáře.

- 3. Zrušení akcií se provádí při dodržení předpisů o snížení základního kapitálu, nebo z čistého zisku.*

ORGÁNY SPOLEČNOSTI

§ 9

- 1. Společnost přijala dualistický systém struktury ve smyslu čl. 38 písm. b) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1 se změnami)*
- 2. Orgány Společnosti jsou:*
 - A. Představenstvo (správní orgán);*
 - B. Dozorčí rada (dozorčí orgán);*
 - C. Valná hromada.*
- 3. Žádná osoba nesmí být současně členem Představenstva a Dozorčí rady Společnosti.*

PŘEDSTAVENSTVO

§ 10

- 1. Představenstvo společnosti se skládá z jednoho nebo více členů. Funkční období každého člena Představenstva je nezávislé na funkčním období ostatních členů Představenstva a trvá tři roky.*
- 2. Dozorčí rada povolává předsedu Představenstva a ostatní členy představenstva a stanoví jejich počet.*
- 3. Dozorčí rada může odvolat předsedu Představenstva, člena Představenstva nebo celé Představenstvo před uplynutím funkčního období Představenstva.*
- 4. Člen Představenstva může být znovu povolán jednou nebo více než jedenkrát, pokaždé nejdéle na maximální období tři let.*

§ 11

- 1. Představenstvo vykonává veškerá práva v rozahu vedení Společnosti, s výjimkou práv vyhrazených zákonem nebo těmito Stanovami pro ostatní orgány Společnosti.*
- 2. Způsob jednání Představenstva, a takže záležitosti, které mohou být svěřeny jeho jednotlivým členům, podrobně upravuje Jednací řád představenstva. Jednací řád představenstva usnává Představenstvo Společnosti, a schvaluje jej Dozorčí rada.*
- 3. Ke kompetencím Představenstva patří emise dluhopisů jiných než vyměnitelné dluhopisy a prioritní dluhopisy.*

§ 12

Pokud Představenstvo tvoří jedna osoba, projevy vůle jménem Společnosti činí předseda Představenstva samostatně. Pokud Představenstvo tvoří více osob, k činění projevů vůle v rozsahu majetkových práv a povinností Společnosti a k podpisu dokumentů jménem Společnosti je vyžadována součinnost dvou členů Představenstva.

§ 13

Smlouvy se členy Představenstva uzavírá jménem Společnosti oprávněný člen Dozorčí rady a zastupuje Společnost ve sporech s členy Představenstva. Dozorčí rada může formou usnesení zmocnit jednoho nebo více členů k provádění takových právních úkonů.

§ 14

Člen Představenstva během trvání svého funkčního období ve společnosti se nemůže bez souhlasu Dozorčí rady zabývat konkurenčními zájmy, ani se zúčastnit konkurenční společnosti jako společník občanské společnosti, osobní společnosti nebo jako člen orgánu kapitálové společnosti, nebo se účastnit jiné konkurenční právnické osoby jako člen orgánu.

§ 15

1. Představenstvo aspoň jednou za tři měsíce informuje Dozorčí radu o vedení Společnosti a plánovaném rozvoji činnosti ES.
2. Nezávisle na pravidelných informacích, o kterých se jedná v § 15 odst. 1, je Představenstvo povinno neprodleně informovat Dozorčí radu o veškerých záležitostech, které mohou mít významný vliv na funkci ES.

SUPERVISORY BOARD

§ 16

1. Dozorčí rada se skládá aspoň z pěti členů. Funkční období každého člena Dozorčí rady je nezávislé na funkčním období ostatních členů Dozorčí rady a trvá tři roky. Počet členů stanoví Valná hromada na základě usnesení.
2. Členy Dozorčí rady volí a odvolává Valná hromada.
3. Člen Dozorčí rady může být znovu povolán jednou nebo vícekrát.
4. Členové Dozorčí rady vykonávají své povinnosti osobně.

§ 17

1. Dozorčí rada volí ze svého středu předsedu, místopředsedu a tajemníka Dozorčí rady.
2. Předseda Dozorčí rady nebo jím oprávněná osoba svolává zasedání Dozorčí rady a předsedá jim. Předseda odstoupující Dozorčí rady svolává a zahajuje první zasedání nově zvolené Dozorčí rady, jakož i předsedá mu do okamžiku volby nového předsedy.

§ 18

Předseda Dozorčí rady je povinen svolat zasedání na žádost Představenstva Společnosti nebo člena Dozorčí rady. Předseda Dozorčí rady svolává zasedání ve lhůtě dvou týdnů ode dne obdržení žádosti.

§ 19

1. Pro platnost usnesení Dozorčí rady je vyžadováno pozvání na zasedání všech členů Dozorčí rady a přítomnost na zasedání aspoň poloviny jejich členů.
2. Zasedání Dozorčí rady jsou svolávána elektronickými pozvánkami, zasílanými aspoň 3 (tři) dny před dnem zasedání na adres elektronické pošty, kterou členové Dozorčí rady sdělí písemně, nebo prostřednictvím prostředků přímé dálkové komunikace.
3. Usnesení Dozorčí rady jsou přijímána absolutní většinou odevzdaných hlasů. Nebude-li o věci rozhodnuto v hlasování, rozhodující je hlas předsedy Dozorčí rady.
4. Dozorčí rada může přijímat usnesení v písemném režimu, nebo s využitím prostředků přímé dálkové komunikace.

§ 20

Dozorčí rada zasedá v souladu s Jednácím řádem Dozorčí rady, schváleným Valnou hromadou, nejméně však jednou za čtvrtletí.

§ 21

1. Dozorčí rada provádí stálý dozor činnosti Společnosti ve všech oblastech její působnosti.
2. Kromě záležitostí ze zákona, a uvedených v jiných ustanoveních těchto Stanov nebo usneseníh Valné hromady, k působnosti Dozorčí rady patří:
 - 1) Posouzení finanční zprávy o činnosti Společnosti v rozsahu shody s účetními dokumenty a skutečným stavem, jakož i zajištění ověření zvolenými Dozorčí radou auditory;
 - 2) Hodnocení a posouzení zprávy Představenstva, jakož i posouzení návrhů Představenstva ohledně rozdělení zisku a úhrady ztrát;
 - 3) Podávání Valné hromadě zpráv o výsledcích činností uvedených v bodech 1 a 2;
 - 4) Vyhotovení a předkládání Valné hromadě písemné zprávy o výsledcích hodnocení situace Společnosti a hodnocení vlastní práce jako orgánu;

- 5) Vyjádření souhlasu se zřízením organizačních složek Společnosti v tuzemsku a v zahraničí;
- 6) Přijímání usnesení ve věci posouzení návrhů Představenstva;
- 7) Povolávání členů Představenstva;
- 8) Delegování člena nebo členů Dozorčí rady k zatímnímu výkonu činnosti Představenstva Společnosti v případě suspendování nebo odvolání celého Představenstva, nebo pokud Představenstvo nemůže působit z jiných důvodů;
- 9) Stanovení zásad a výše odměny členů Představenstva Společnosti;
- 10) Suspendování člena Představenstva nebo celého Představenstva;
- 11) Vyjádření souhlasu s pořizováním nebo s zcizováním podílů a akcií v jiných společnostech, jakož i zřízení společnosti nebo s přistoupením do asociací a jiných organizací v případech, ve kterých hodnota pořizovaných nebo přebíraných akcií nebo podílů je vyšší než 250.000,00 EUR (250.000,00 (dvě stě padesát tisíc euro 00/100));
- 12) Vyjádření souhlasu s emisí dluhopisů jiných než vyměnitelné dluhopisy Představenstvem Společnosti;
- 13) Vyjádření souhlasu s přijetím a poskytováním půjček nebo úvěrů, jakož i poskytováním zjištění o hodnotě nad 250.000,00 (dvě stě padesát tisíc) EUR;
- 14) Vyjádření souhlasu s pořízením nebo zcizením nemovitostí, nezrušitelným používáním nebo podílu na nemovitosti, a také se zřizování omezeného hmotného práva na nemovitostech;
- 15) Stanovení na žádost Představenstva směrů rozvoje Společnosti, její strategie, jakož i dlouhodobých programů její činnosti;
- 16) Volba auditora pro provedení přezkoumání finanční zprávy v souladu s platnými právními předpisy za účelem zajištění náležitého nezávislého posudku;
- 17) Posouzení návrhů usnesení Valné hromady, jakož i podkladů, jež budou předloženy akcionářům.

3. Odměny pro členy Dozorčí rady stanoví Valná hromada.

VALNÁ HROMADA

§ 22

Zasedání Valné hromady se mohou konat jako řádná nebo mimořádná.

§ 23

Valná hromada se může konat ve statutárním sídle Společnosti.

§ 24

1. Řádnou Valnou hromadu svolává Představenstvo, ve lhůtě do 6 měsíců po uplynutí každého účetního období. Dozorčí rada svolává řádnou Valnou hromadu, nesvolá-li ji Představenstvo v předepsaném termínu.
2. Mimořádnou Valnou hromadu svolává:
 - 1) Představenstvo;
 - 2) Mimořádnou Valnou hromadu svolává Představenstvo společnosti z vlastní iniciativy nebo na písemnou žádost Dozorčí rady nebo písemnou žádost akcionářů reprezentujících aspoň 1/20 (jednu dvacetinu) základního kapitálu, kteří ve své žádosti musí uvést návrh programu jednání;
3. Svolání mimořádné Valné hromady musí nastat během dvou týdnů ode dne podání žádosti;
4. Dozorčí rada svolává Valnou hromadu v případě, nesvolá-li Představenstvo Valnou hromadu v předepsaném termínu;
5. Program jednání Valné hromady stanoví svolavatel Valné hromady.
6. Akcionář nebo akcionáři mohou požádat, aby byl do programu jednání Valné Hromady zařazen

jeden nebo více dodatečných bodů. Postupy a lhůty pro podání těchto žádostí stanoví národní právní předpisy členského státu, ve kterém se nachází sídlo ES.

§ 25

1. Valná hromada je usnášeníschopná nezávisle na počtu reprezentovaných na ní akcií, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.
2. Každé akcií na Valné hromadě přísluší jeden hlas.
3. Usnesení jsou přijímána absolutní většinou odevzdaných hlasů, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.

§ 26

Hlasování na Valné hromadě je veřejné. Tajné hlasování se nařizuje při volbách, jakož i o návrzích na odvolání členů orgánů nebo likvidátorů Společnosti, buď o jejich pohnání k odpovědnosti, jakž i o osobních záležitostech.

§ 27

1. Valnou hromadu zahajuje předseda Dozorčí rady nebo jím určená osoba, a za nepřítomnosti těchto osob Valnou hromadu zahajuje předseda Představenstva nebo osoba určená Představenstvem, a následně ze středu osob oprávněných k hlasování se volí předseda Valné hromady.
2. Valná hromada stanoví svůj Jednací řád.

§ 28

Akcionáři se zúčastní Valné hromady osobně nebo prostřednictvím zplnomocněnce stanoveného na základě písemné plné moci.

§ 29

1. K působnosti Valné hromady patří záležitosti v následujícím rozsahu:
 - 1) Projednávání a schvalování zpráv a výkazů zisků a ztrát za předchozí účetní období;
 - 2) Přijímání usnesení o rozdělení zisku, úhradě ztrát, jakož i tvorbě cílových fondů;
 - 3) Udělování Dozorčí radě a Představenstvu absolutoria o splnění povinností;
 - 4) Volba a odvolávání členů Dozorčí rady;
 - 5) Navýšení nebo snížení základního kapitálu;
 - 6) Changing the State of the Community;
 - 7) Zrušení a likvidace Společnosti;
 - 8) Projednání a řešení návrhů resp. žádostí předkládaných Dozorčí radou;
 - 9) Schválení Řádu dozorčí rady;
 - 10) Stanovení dne práva na dividendu a dne výplaty dividendy;
 - 11) Zcizení a pacht podniku, jakož i zřízení na něm práva na jeho užívání nebo zastavení;
 - 12) Emise dluhopisů vyměnitelných za akcie a prioritních dluhopisů;
 - 13) Spojení, rozdělení nebo přeměna Společnosti.
2. Kromě toho usnesení Valné hromady vyžadují jiné záležitosti uvedené v těchto Stanovách, jakož i příslušných právních předpisech.

HOSPODAŘENÍ SPOLEČNOSTI

§ 30

Účetním obdobím Společnosti je kalendářní rok.

§ 31

1. Čistý zisk Společnosti může být určen na:
 - 1) rezervní kapitál;

- 2) investiční fond;
- 3) náhradní kapitál;
- 4) dividendu;
- 5) jiné účely podle usnesení Valné hromady.

2. Usnesením Valné hromady mohou být zřízeny jiné účelové fondy. V usnesení bude stanoven druh a způsob tvorby (způsob financování) těchto fondů.

§ 32

Výplata dividendy je prováděna v termínu stanoveném Valnou hromadou. Usnesení Valné hromady v tomto předmětu musí obsahovat také datum stanovení práva na dividendu

ZÁVĚREČNÁ USTANOVENÍ

§ 33

Povinná oznámení Společnost zveřejňuje v souladu platnými národními právními předpisy členského státu, v němž sídlí společnost.

§ 34

Zrušení Společnosti nastává po provedení likvidace způsobem v souladu s platnými národními právními předpisy členského státu, v němž sídlí společnost.

§ 35

Zrušení Společnosti nastává na základě:

- a) usnesení Valné hromady o zrušení Společnosti,
- b) jiných příslušných právních důvodů.

§ 36

V rozsahu věcí neupravených těmito Stanovami platí národní právní předpisy členského státu, v němž sídlí společnost, usnesení orgánů Společnosti a jiné normativní listiny platné pro Společnost.

The plan of merger of the Companies was agreed and signed on 27 October 2021 in Warsaw.

Plán sloučení Společností byl sjednán a podepsán dne 27.10.2021 v Warszawie.

*Management Board of the Acquiring Company
Představenstvo Nástupnické společnosti
CARLSON INVESTMENTS S.A.:*

.....
Alexander Gruszczynski

*Management Board of the Target Company
Představenstvo Zanikající společnosti
CARLSON TECH VENTURES a.s.:*

.....
Alexander Gruszczynski

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to undertake all factual and legal actions necessary to implement provisions of this resolution.

§ 6

The resolution comes into force as of the date of its adoption.

RESOLUTION 5
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on the adoption of the Statutes of the European Company

§ 1

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the Resolution No. 4 of the Extraordinary General Meeting of December 7, 2021 on merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its Czech-law subsidiary Carlson Tech Ventures Polska Akciová Společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 par. 1 in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute of a European Company (SE) (Official Journal of the European Communities L 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company and in connection with the wording of Resolutions No. 1, 2 and 3 of the Extraordinary General Meeting of the Company of 7 December 2021 and amendments to the Company's Articles of Association arising out of the said Resolutions, the Acquiring Company hereby resolves

- 1) With the registration of the merger referred to in Resolution No. 4 of the Extraordinary General Meeting of 7 December 2021, pursuant to § 2 of that resolution, adopt the legal form of the European Company,
- 2) Express the Company's share capital in EURO, in accordance with the content of Article 4 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the EU. L No. 294, p. 1, as amended)
- 3) Adopt the Articles of Association of CARLSON INVESTMENTS SE with its registered office in Warsaw, with the following content:

CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF CARLSON INVESTMENTS SE

COMPANY STATUTE
CARLSON INVESTMENTS SE
GENERAL PROVISIONS

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

- 1. The Company operates in the Republic of Poland and abroad.*
- 2. The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.*
- 3. The Company may be a shareholder in other companies, including companies with foreign participation.*
- 4. The Company may use a distinctive graphic sign.*
- 5. The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)*

§4

The duration of the Company is unlimited.

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*
- 2) PAC 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*
- 4) PKD 64.19 Z Other monetary intermediation,*
- 5) PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*
- 6) PKD 70.22.Z Other business and management consulting,*
- 7) PAC 46.5 Wholesale of information and communication technology tools,*
- 8) PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*
- 9) PKD 68.10.Z Purchase and sale of real estate on own account,*
- 10) PKD 68.20.Z Rental and management of own or leased property,*
- 11) PKD 68.31.Z Real Estate agency,*
- 12) PKD 68.32.Z Management of real estate on a fee or contract basis,*
- 13) PAC 46.1 Wholesale on a fee or contract basis,*
- 14) PAC 46.6 Wholesale of machinery, equipment and supplies,*
- 15) PAC 46.7 Other specialised wholesale,*
- 16) PAC 41.1 Implementation of construction projects related to erection of buildings,*
- 17) PAC 41.2 Construction works related to erection of residential and non-residential buildings,*
- 18) PKD 43.1 Demolition and site preparation for construction,*
- 19) PAC 43.3 Finishing construction works,*
- 20) PKD 43.9 Other specialised construction works,*

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. *The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.*
2. *The shares listed in paragraph 1 consist of the following shares:*
 - a) *5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - b) *7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - c) *12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - d) *124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - e) *5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - f) *29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - g) *4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - h) *4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - i) *46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - j) *460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - k) *129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - l) *717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,*
 - m) *1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - n) *2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - o) *250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - p) *1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*

§7

1. *The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.*
2. *The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.*

3. *The Company may issue bonds, including bonds convertible into shares.*

§ 8

1. *The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.*
2. *The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:*
 - e) *A share capital reduction will be enacted,*
 - f) *The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.*
3. *The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.*

THE COMPANY'S GOVERNING BODIES

§ 9

1. *The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended).*
2. *The bodies of the Company are:*
 - a) *Board of Directors (governing body);*
 - b) *Supervisory Board (supervisory body);*
 - c) *General Assembly.*
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*

3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into agreements with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

1. *The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business.*
2. *Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

1. *The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
2. *Members of the Supervisory Board are elected and recalled by the General Meeting.*
3. *A member of the Supervisory Board may be reappointed once or more than once.*
4. *Members of the Supervisory Board shall perform their duties in person.*

§17

1. *The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
2. *The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and*

chair it until a new Chairman is elected.

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

- 1. For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
- 2. Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
- 3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
- 4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

- 1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*
- 2. In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*
 - 3) Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
 - 4) To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
 - 5) Granting consent to the establishment of branches of the Company at home and abroad;*
 - 6) Passing resolutions on giving opinions on the Board's motions;*
 - 7) Appointment of Board Members;*
 - 8) Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
 - 9) Determining the principles and amounts of remuneration of the Company's Management Board Members;*
 - 10) Suspension of a Member of the Management Board or the entire Management Board;*

- 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
 - 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
 - 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
 - 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
 - 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
 - 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
 - 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*
2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;*
3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

1. *The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its seat provide otherwise.*
2. *Each share entitles to one vote at the General Meeting.*
3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
2. *The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

1. *The powers of the General Meeting include matters within the scope of:*
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*
 - 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*
 - 5) *Increase or decrease the share capital;*
 - 6) *Amendments to the Company's Articles of Association;*
 - 7) *Dissolution and liquidation of the Company;*
 - 8) *Consider and resolve motions presented by the Board;*
 - 9) *Adopting the Regulations of the Supervisory Board;*
 - 10) *Determination of the dividend right date and dividend payment date;*
 - 11) *Sale and lease of an enterprise and the creation of a usufruct or pledge thereon*
 - 12) *Issuance of bonds convertible into shares and bonds with priority rights;*
 - 13) *Merger, division or conversion of the Company;*
2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. *The pure profit of the Company may be used for:*

- 1) *Capital Reserve;*
 - 2) *Investment Fund;*
 - 3) *Capital Reserve;*
 - 4) *Dividend;*
 - 5) *Other purposes determined by resolution of the General Meeting.*
2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) *Resolution of the General Meeting to dissolve the Company,*
- b) *Other reasons as provided by applicable law.*

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

§ 2

This resolution shall become effective on the date of adoption.

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pełczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

VOTING INSTRUCTION FORM FOR SHAREHOLDER PROXY
at the Extraordinary General Meeting
CARLSON INVESTMENTS S.A.
on 07 December 2021

SHAREHOLDER DATA:

Name:

Address:
.....

Identity card number / Relevant register number:
.....

I, the undersigned
(imię and surname/name)

entitled to participate in the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. on December 07, 2021 on the basis of the Certificate of the right to participate in the Extraordinary General Meeting issued by:

.....
(name of the entity that maintains the shareholder's securities account)

at with the number
.....

represented by:

PROXY DATA:

Name:

Address:
.....

ID number:

by means of this form, I cast my vote and/or include instructions for voting by proxy on each of the resolutions to be adopted at the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. on December 07, 2021 in accordance with the agenda announced by the Company.

.....
(date and signature)

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

RESOLUTION NUMBER 1
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of December 7, 2021

on lowering the share capital by reducing the nominal value of all shares of the Company and amending the Company's Articles of Association

The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw, acting pursuant to Article 430 §1 and 455 §1 of the Code of Commercial Companies, resolves as follows:

§ 1

1. The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the establishment of the European Company CARLSON INVESTMENTS SE with its registered office in Warsaw, according to the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L 294, p. 1) 1) (Article 17.1) resolves to express the Company's share capital in EURO so that the nominal value of all the Company's shares shall be EURO 0.86 (eighty-six eurocents) and the share capital shall be EURO 5,780,649.10 (five million, seven hundred and eighty thousand, six hundred and forty-nine euro 10/100).
2. The EUR exchange rate was adopted in accordance with the table of average exchange rates published by the National Bank of Poland on 3 November 2021 at the level of EUR 1.00 = PLN 4.6000.

§ 2

The purpose of the reduction in the Company's share capital is to enable the Company to express its share capital in Euro in accordance with the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) of 8 October 2001 (Official Journal of the EU L No. 294, p. 1) (Article 4) and to adjust the amount of the share capital and its structure to the conditions of a European Company (SE).

§ 3

1. In view of the contents of § 1 and § 2 of this Resolution, the Company's share capital shall be reduced by PLN 295,781.14 (two hundred and ninety-five thousand seven hundred and eighty-one zlotys 14/100), i.e. from PLN 26,886,740.00 (twenty-six million eight hundred and eighty-six thousand seven hundred and forty zlotys 00/100) to PLN 26,590,985.86 PLN (twenty-six million five hundred and ninety thousand nine hundred and eighty-five Polish zlotys 86/100) which is equivalent to the amount of 5,780,649.10 EURO (five million seven hundred and eighty thousand six hundred and forty-nine EURO 10/100).
2. The Company's share capital shall be reduced by decreasing the nominal value of each share of the Company from the previous nominal value of PLN 4.00 (four zlotys 00/100) to the nominal value of PLN 3.956 (three zlotys and 956/1000), which is the equivalent of EUR 0.86 (eighty six euro cents).
3. The share capital decrease in the manner described in sections 1 and 2 above shall be aimed at transferring the amount of PLN 295,781.14 (two hundred and ninety-five thousand seven hundred and eighty-one zlotys 14/100) to a separate reserve capital of the Company.

§ 4

1. In connection with the decrease of the Company's share capital, the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. decides that no returns of contributions made to the Company's share capital shall be made to shareholders due to the fact that the amount of the share capital decrease shall be transferred to a separate reserve capital (Art. 457 § 1.2 of the CCC). Therefore, the Extraordinary General Meeting decides to transfer the amount of PLN 295,781.14 (two hundred ninety five thousand seven hundred eighty one 14/100 zlotys) to a separate reserve capital of the Company.
2. In connection with the reduction in the Company's share capital, pursuant to art. 457 § 1 - § 3 of the Commercial Companies Code In relation to the reduction in the Company's share capital pursuant to art.

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

457 § 1 - § 3 of the Commercial Companies Code, no convocation proceedings will be conducted, as the amount of the share capital reduction allocated to a separate reserve capital does not exceed 10% of the value of the reduced share capital of the Company.

§ 5

The Articles of Association of the Company in the scope resulting from this Resolution shall be amended by the resolution of the Extraordinary General Meeting provided for in item 8c) of the agenda of this General Meeting.

§ 6

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to

- a. to submit a declaration on fulfilment of all the conditions for lowering the share capital provided for in the act and articles of association as well as the resolution on lowering the share capital (article 458 § 3 of the Commercial Companies Code),
- b. notification of a reduction of the share capital and the related amendment to the Company's Articles of Association to the competent registry court by filing an appropriate application for entry of the amendments in the Register of Entrepreneurs of the National Court Register.
- c. to perform all factual and legal acts necessary to carry out the activity of reduction of the Company's share capital by way of decreasing the nominal value of shares, including in particular to carry out appropriate operations by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) and the Warsaw Stock Exchange (Giełda Papierów Wartościowych S.A.) resulting from the provisions of this Resolution,
- d. perform all other legal and factual acts in order to implement the provisions of this Resolution.

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby resolves that if between December 07, 2021 and the last day of the calendar month preceding the date of the European Company's incorporation pursuant to the Resolution provided for in item 8e) of the agenda of this General Meeting a change of the EUR exchange rate occurs that is significant for the value of the Company's share capital decrease, the Extraordinary General Meeting hereby authorizes the Company's Management Board to determine the value of the share capital decrease accordingly to the value of the EUR exchange rate valid as at the last day of the month preceding the date of the European Company's incorporation in such a way that the Company's share capital expressed in the EURO corresponds to that exchange rate.

§ 7

This resolution shall become effective on the date of adoption.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:

.....

Instructions on how to vote by proxy on the adoption of Resolution No. on

Content of Instructions*:

.....

.....

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pełczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

RESOLUTION 2
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on the creation of reserve capital

Pursuant to Article 396 of the CCC in conjunction with Article 457 § 1 item. 2 of the CCC and Art. 457 § 2 of the Commercial Companies Code The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw hereby resolves as follows:

§ 1

In connection with the decrease in the Company's share capital as a result of the Resolution No. 1 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 7 December 2021 and the fact that pursuant to the provisions of that resolution no refunds of contributions made to the Company's share capital will be made to shareholders, as the share capital decrease is aimed at transferring amounts to the reserve capital (Art. The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw resolves to create a separate reserve capital to which the amount of the share capital decrease of PLN 295,781.14 (two hundred ninety-five thousand seven hundred eighty-one zloty 14/100) resulting from Resolution No. 1 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 7 December 2021 shall be transferred.

§ 2

The resolution comes into force as of the date of its adoption.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:

.....

.....

Instructions on how to vote by proxy on the adoption of Resolution No. on

.....

Content of Instructions*:

.....

.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

RESOLUTION 3
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on amending the Company's Articles of Association

§ 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association as follows:

- a) **The existing text of § 1, § 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and the existing text of the titles of the individual chapters between the deleted paragraphs shall be deleted and a new § 1 shall be added in place of the deleted paragraphs and chapter titles, 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and new chapter titles in the following wording**

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

- 1. The Company operates in the Republic of Poland and abroad.*
- 2. The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.*
- 3. The Company may be a shareholder in other companies, including companies with foreign participation.*
- 4. The Company may use a distinctive graphic sign.*
- 5. The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)*

§7

- 1. The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.*
- 2. The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.*
- 3. The Company may issue bonds, including bonds convertible into shares.*

THE COMPANY'S GOVERNING BODIES

§ 9

- 1. The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended).

2. *The bodies of the Company are:*
 - a) *Board of Directors (governing body);*
 - b) *Supervisory Board (supervisory body);*
 - c) *General Assembly.*
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into agreements with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

- 1. The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business.*
- 2. Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

- 1. The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
- 2. Members of the Supervisory Board are elected and recalled by the General Meeting.*
- 3. A member of the Supervisory Board may be reappointed once or more than once.*
- 4. Members of the Supervisory Board shall perform their duties in person.*

§17

- 1. The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
- 2. The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

- 1. For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
- 2. Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
- 3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
- 4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

1. *The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*
2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) *Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*
 - 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
 - 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
 - 5) *Granting consent to the establishment of branches of the Company at home and abroad;*
 - 6) *Passing resolutions on giving opinions on the Board's motions;*
 - 7) *Appointment of Board Members;*
 - 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
 - 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*
 - 10) *Suspension of a Member of the Management Board or the entire Management Board;*
 - 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
 - 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
 - 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
 - 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
 - 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
 - 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
 - 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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CARLSON INVESTMENTS S.A.
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Management Board fails to convene it within the prescribed time limit.

2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;*
 3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
 4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
 5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
 6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

1. *The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its registered office provide otherwise.*
2. *Each share entitles to one vote at the General Meeting.*
3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
2. *The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

1. *The powers of the General Meeting include matters within the scope of:*
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*
 - 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*
 - 5) *Increase or decrease the share capital;*
 - 6) *Amendments to the Company's Articles of Association;*
 - 7) *Dissolution and liquidation of the Company;*
 - 8) *Consider and resolve motions presented by the Board;*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- 9) *Adopting the Regulations of the Supervisory Board;*
- 10) *Determination of the dividend right date and dividend payment date;*
- 11) *Sale and lease of an enterprise and the creation of a usufruct or pledge thereon*
- 12) *Issuance of bonds convertible into shares and bonds with priority rights;*
- 13) *Merger, division or conversion of the Company;*
2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. *The pure profit of the Company may be used for:*
 - 1) *Capital Reserve;*
 - 2) *Investment Fund;*
 - 3) *Capital Reserve;*
 - 4) *Dividend;*
 - 5) *Other purposes determined by resolution of the General Meeting.*
2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*

- b) **The existing § 4 shall be deleted, the existing § 4 shall be renumbered as § 5 and given a new wording, and the following chapter title shall be added before the new wording of § 5:**

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) *PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*
- 2) *PAC 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) *PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*
- 4) *PKD 64.19 Z Other monetary intermediation,*
- 5) *PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*
- 6) *PKD 70.22.Z Other business and management consulting,*
- 7) *PAC 46.5 Wholesale of information and communication technology tools,*
- 8) *PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*
- 9) *PKD 68.10.Z Purchase and sale of real estate on own account,*
- 10) *PKD 68.20.Z Rental and management of own or leased property,*
- 11) *PKD 68.31.Z Real Estate agency,*
- 12) *PKD 68.32.Z Management of real estate on a fee or contract basis,*
- 13) *PAC 46.1 Wholesale on a fee or contract basis,*
- 14) *PAC 46.6 Wholesale of machinery, equipment and supplies,*
- 15) *PAC 46.7 Other specialised wholesale,*
- 16) *PAC 41.1 Implementation of construction projects related to erection of buildings,*
- 17) *PAC 41.2 Construction works related to erection of residential and non-residential buildings,*
- 18) *PKD 43.1 Demolition and site preparation for construction,*
- 19) *PAC 43.3 Finishing construction works,*
- 20) *PKD 43.9 Other specialised construction works,*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- c) **The existing § 5 is deleted, the existing § 5 is renumbered § 4 and given a new wording as follows:**

§4

The duration of the Company is unlimited.

- d) **The existing § 6 is deleted, the existing § 6 is renumbered § 8 and given a new wording as follows:**

§ 8

1. *The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.*
2. *The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:*
 - a) *A share capital reduction will be enacted,*
 - b) *The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.*
3. *The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.*
 - e) **The existing § 8 shall be deleted, the existing § 8 shall be renumbered § 6 and given a new wording, and before the new wording of § 6 the following chapter title shall be added:
SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES**

§ 6

1. *The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.*
2. *The shares listed in paragraph 1 consist of the following shares:*
 - a) *5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - b) *7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - c) *12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - d) *124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - e) *5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - f) *29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - g) *4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - h) *4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - i) *46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - j) *460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - k) *129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
- l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,
 - m) 1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - n) 2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
 - p) 1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
 - f) **Adds § 32, § 33, § 34, § 35, § 36 and new chapter titles to read as follows:**

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) *Resolution of the General Meeting to dissolve the Company,*
- b) *Other reasons as provided by applicable law.*

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

§ 2

The resolution comes into force upon its adoption

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain :..... (number of votes)

If you vote against Resolution No. on

A shareholder may object below with a request to be entered in the minutes.

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pełczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

Opposition Content*:
.....
.....

Instructions on how to vote by proxy on the adoption of Resolution No. on
.....

Content of Instructions*:
.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

RESOLUTION 4
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021

on the merger of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw, Poland (the Acquiring Company) with its subsidiary under the Czech law Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín, the Czech Republic (the Target Company) pursuant to Art. 2 (1) (a) in connection with Art. 17 (2) (a) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (Dz. 1

in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company

Pursuant to Art. 15 and Art. 18 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended; hereinafter referred to as the "SE Regulation"), the Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (hereinafter referred to as "CARLSON INVESTMENTS S.A.", "the Company" or "the Acquiring Company"), having examined

1. Merger Plan,
2. Attachments to the Plan of Merger,

resolves as follows.

§ 1

Pursuant to Article 2 (1) in conjunction with Article 17 (2) (a) and 18 of the SE Regulation, a merger will be effected between the companies: Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín (hereinafter referred to as "Carlson Tech Ventures a.s."), Hlavní třída 87/2, 737 01 Český Těšín, identification number 11813385, entered in the Business Register kept by the Regional Court in Ostrava, section B tab 11369 as the Target Company and CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw at ul. Emilii Plater 49, Poland, entered in the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406 - as the Acquired Company, through the acquisition of the Acquired Company Carlson Tech Ventures a.s. by CARLSON INVESTMENTS S.A. as the Acquiring Company. Since all shares in the Target Company belong to the Acquiring Company, the merger will be carried out in a simplified procedure pursuant to Article 31 in conjunction with Article 22 of the SE Regulation. The merger conditions have been specified in the merger plan which has been made available on the websites of the merging Companies at <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on October 28, 2021 and in the form of ESPI report no. 31/2021 on October 27, 2021.

§ 2

As a result of the merger referred to in § 1 of this Resolution, pursuant to Article 2 Section 1 in connection with Article 17 Section 2 letter a) and Article 18 and Article 29 Section 1 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended), CARLSON INVESTMENTS S.A., as the Acquiring Company, shall adopt the legal form of a European Company (SE).

§ 3

The merger of the Companies shall be carried out without increasing the share capital of CARLSON INVESTMENTS S.A. as the Acquiring Company pursuant to Article 18 of the SE Regulation in view of the fact that the Acquiring Company is the owner of all shares in the Target Company.

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

§ 4

Pursuant to Article 23 of the SE Regulation, the Extraordinary General Meeting approves the plan of merger with Carlson Tech Ventures a.s., which was made available on the websites of the merging Companies at: <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on October 28, 2021 and in the form of ESPI Report No. 31/2021 on October 27, 2021.

MERGER PLAN:

MERGER PLAN
(*PLÁN SLOUČENÍ*)

CARLSON INVESTMENTS Joint Stock Company
with its seat in Warsaw, Poland
(se sídlem v Warszawie, Polsko)

and

Carlson Tech Ventures a.s.
seated in Český Těšín, Czech Republic
(se sídlem v Českém Těšíně, Česká republika)

Warsaw, 27 October 2021
Warsaw, 27 října 2021

Warsaw, 27.10.2021r.	Warsaw 27 října 2021
<p style="text-align: center;">Merger plan by acquisition to form a European Company (Societas Europaea)</p>	<p style="text-align: center;">Plan sloučení prostřednictvím převzetí za účelem vytvoření Evropské společnosti (Societas Europaea)</p>
<p>Boards of Directors:</p>	<p>Představenstva společností:</p>
<p>CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (Poland) and Carlson Tech Ventures a.s. with its registered office in Český Těšín (Czech Republic), on the basis of Article 2 (1) in connection with Article 17 (2) (a) and 18 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) of 8 October 2001 (Official Journal of the European</p>	<p>CARLSON INVESTMENTS Spółka Akcyjna se sídlem v Warszawie (Polsko) a Carlson Tech Ventures a.s. se sídlem v Českém Těšíně (Česká republika) na základě článku 2 odst. 1 v souvislosti s článkem 17 odst. 2 písm. a) a 18 nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (SE) (Úř. věst. EU L č. 294, str. 1) (dále jen: Nářízení SE), sjednávají dne 27 října 2021 roku následující</p>

*Union L 294, p. 1) (hereinafter: **SE Regulation**), have agreed on the following plan of merger by way of establishment (Official Journal of the European Union L No. 294, p. 1) (hereinafter: **SE Regulation**), have agreed on October 27th 2021 on the following plan of merger by acquisition in order to establish the European Company **CARLSON INVESTMENTS SE** with the registered office in Warsaw (Poland):*

I. Companies participating in the merger

1. *the Acquiring Company - **CARLSON INVESTMENTS SPÓŁKA AKCYJNA** with its registered office in Warsaw (00-125) at Emilii Plater 49, Poland, entered into the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406, being a public company (hereinafter: the Acquiring Company)*

2. *the acquired company - **Carslon Tech Ventures a.s.** with its registered seat in Český Těšín, address: Hlavní třída 87/2, 737 01 Český Těšín, Czech Republic, entered in the Commercial Register kept by the District Court in Ostrava, Section B under No. 11369, Identification No. 11813385 (hereinafter: the Target Company).*

II. Name and registered office of the SE

CARLSON INVESTMENTS SE seated in Warsaw, Poland.

The address of the registered office of the European Company and the address of the Head Office: 49 Emilii Plater Street, (00-125) Warsaw, Poland.

III. Method of Merging the Companies

- The merger shall be effected pursuant to Article 2.1 in conjunction with Article 17.2(a) and 18 of the SE Regulation by acquisition of the Target Company by the Acquiring Company.*
- Since 100% of shares in the Acquired Company are held by the Acquiring Company, the merger shall be effected according to the simplified*

plán sloučení a převzetí za účelem vytvoření Evropské společnosti CARLSON INVESTMENTS SE se sídlem v Warszawie (Polsko):

I. Společnosti, které se účastní sloučení

Nástupnická společnost - CARLSON INVESTMENTS SPÓŁKA AKCYJNA se sídlem v Warszawie (00-125) na adrese ul. Emilii Plater 49, Polska, zapsaná do Obchodního rejstříku Národního soudního rejstříku vedeného hospodářskou komorou pod číslem KRS 0000148769, DIČ 6342463031, IČ 277556406, která je veřejnou společností (dále jen: **Nástupnická společnost**)

Zanikající společnost - Carslon Tech Ventures a.s. se sídlem v Českém Těšíně na adrese: Hlavní třída 87/2, 737 01 Český Těšín, Česká republika, zapsaná do obchodního rejstříku vedeného u Krajského soudu v Ostravě, v oddílu B, pod číslem vložky 11369, identifikační číslo 11813385 (dále jen: **Zanikající společnost**)

II. Firma a statutární sídlo SE

CARLSON INVESTMENTS SE se sídlem v Warszawa, Polsko.

Adresa sídla Evropské společnosti a adresa sídla Představenstva: ul. Emilii Plater 49, (00-125) Warszawa, Polsko

III. Methods of Socialisation

1. *Sloučení proběhne podle článku 2 odst. 1 ve spojení s čl. 17 odst. 2 písm. a) a 18 Nařízení SE převzetím Zanikající společnosti Nástupnickou společností.*

- Protože 100% akcií Zanikající společnosti vlastní Nástupnická společnost, sloučení proběhne ve zjednodušeném proces podle ustanovení čl. 31 a ve spojení s čl. 22 Nařízení SE s použitím předpisů upravujících zjednodušený proces sloučení Společností, a to:*
- plán sloučení nebude přezkoumán znalcem,

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

procedure pursuant to Art. 31 in conjunction with Art. 22 of the SE Regulation when applying the provisions governing the simplified merger procedure, and thus:

- *the plan of merger will not be subject to an expert examination,*
 - *there will be no increase in the share capital of the Acquiring Company.*
3. *Pursuant to Article 23 of the SE Regulation, the merger of the Companies shall be effected pursuant to resolutions of the General Meeting of Shareholders of the Acquiring Company and a resolution of the General Meeting of Shareholders, being the sole shareholder, of the Target Company agreeing to the plan of merger of the Companies.*
 4. *In accordance with Article 29 (1) of the SE Regulation, as of the date of registration of the merger:*
 - a) *all assets and liabilities of the Target Company shall be transferred to the Acquiring Company;*
 - b) *The Target Company shall cease to exist;*
 - c) *The Acquiring Company shall take the form of an SE.*
 5. *Since all shares of the Acquired Company belong to the Acquiring Company, the merger shall be carried out according to the simplified procedure, pursuant to Art. 31:*
 - *share exchange ratio and compensation is not determined;*
 - *The terms and conditions of the grant of SE shares are not specified;*
 - *not specify the date from which the SE's shareholder is entitled to participate in profits and any special conditions affecting that right;*
 6. *The Merger of the Companies will be carried out without increasing the share capital of the Acquiring Company pursuant to Article 18 of the SE Regulation.*

IV. Deadline

Pursuant to Article 20(1)(e) of the SE Regulation, the date from which the operations of the merging Companies will be treated for accounting purposes as transactions for the account of the SE - the date of registration of the merger.

- *nedojde ke zvýšení základního kapitálu Nástupnické společnosti.*

3. *V souladu s čl. 23 Nařízení SE sloučení Společností proběhne na základě usnesení valné hromady Nástupnické společnosti a usnesení valné hromady, resp. rozhodnutí jediného akcionáře, Zanikající společnosti vyjadřujících souhlas s plánem sloučení Společností.*
4. *V souladu s čl. 29 odst. 1 Nařízení SE dnem zápisu sloučení:*
 - a) *budou všechna aktiva a pasiva Zanikající společnosti převedena do Nástupnické společnosti;*
 - b) *Zanikající společnost přestane existovat;*
 - c) *Nástupnická společnost převezme formu ES.*
5. *Protože všechny podíly Zanikající společnosti patří Nástupnické společnosti, sloučení proběhne ve zjednodušeném proces, podle čl. 31:*
 - *nestanovuje se poměr výměny akcií a výše doplatků;*
 - *nestanovují se podmínky pro přidělení akcií v SE*
 - *nestanovuje se den, od kterého majiteli akcií SE vzniká právo na podíl na zisku a zvláštní podmínky týkající se tohoto práva;*
6. *Sloučení Společností proběhne bez zvýšení základního kapitálu Nástupnické společnosti podle čl. 18 Nařízení SE.*

IV. Termín

Podle čl. 20 odst. 1 písm. e) Nařízení SE, datem, od kterého budou činnosti jednání slučujících se Společností považovány pro účetní účely jako transakce prováděné na účet SE - den zápisu sloučení v obchodním rejstříku.

V. Zvláštní práva

Podle čl. 20 odst. 1 písm. (f) Nařízení SE nebyla a nebudou společností SE přiznána akcionářům se zvláštními právy a majitelům cenných papírů jiných než akcie žádná práva. Nebyly a nebudou provedeny žádné zvláštní opatření týkající se přiznání společností SE zvláštních oprávnění těmto osobám.

VI. Zvláštní výhody

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

V. Special rights

Pursuant to Article 20 (1) (f) of the SE Ordinance, no rights have been and will be granted by the SE to specially entitled shareholders and holders of securities other than shares. No special measures have been and will be taken regarding the granting of special rights by the SE to these persons.

VI. Specific benefits

Pursuant to Article 20 (1) (g) of the Regulation, no special benefits shall be granted to members of the bodies of the Companies participating in the merger, experts or other persons participating in the merger.

VII. Employee Participation Procedures

Considering the fact that both the Acquiring Company and the Target Company do not employ any employees, no employee participation procedure as referred to in Article 20(1)(i) of the SE Regulation will be carried out as part of the merger to adopt the form of a European Company.

VIII. Articles of Association of the European Company

Pursuant to Article 20 (1) (h) of the SE Regulation, the contents of the SE Articles of Association:

Podle čl. 20 odst. 1 písm. g) členům orgánů Společnosti účastnících se sloučení, znalcům ani jiným osobám účastnícím se sloučení se neposkytují žádné zvláštní výhody.

VII. Process of zapojení zaměstnanců

S ohledem na to, že jak Nástupnická společnost, tak ani Zanikající společnost nezaměstnávají žádné zaměstnance, v rámci sloučení za účelem získání form evropské společnosti se postup pro zapojení zaměstnanců ve smyslu čl. 20 odst. 1 písm. i) Nařízení SE neuplatní.

VIII. States of the European Community

Podle čl. 20 odst. 1 písm. h) Nařízení SE obsah stanov

COMPANY STATUTE
CARLSON INVESTMENTS SE
GENERAL PROVISIONS

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

1. The Company operates in the Republic of Poland and abroad.
2. The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.
3. The Company may be a shareholder in other companies, including companies with foreign participation.
4. The Company may use a distinctive graphic sign.
5. The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a)

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)

§4

The duration of the Company is unlimited.

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) *PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*
- 2) *PAC 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) *PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*
- 4) *PKD 64.19 Z Other monetary intermediation,*
- 5) *PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*
- 6) *PKD 70.22.Z Other business and management consulting,*
- 7) *PAC 46.5 Wholesale of information and communication technology tools,*
- 8) *PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*
- 9) *PKD 68.10.Z Purchase and sale of real estate on own account,*
- 10) *PKD 68.20.Z Rental and management of own or leased property,*
- 11) *PKD 68.31.Z Real Estate agency,*
- 12) *PKD 68.32.Z Management of real estate on a fee or contract basis,*
- 13) *PAC 46.1 Wholesale on a fee or contract basis,*
- 14) *PAC 46.6 Wholesale of machinery, equipment and supplies,*
- 15) *PAC 46.7 Other specialised wholesale,*
- 16) *PAC 41.1 Implementation of construction projects related to erection of buildings,*
- 17) *PAC 41.2 Construction works related to erection of residential and non-residential buildings,*
- 18) *PKD 43.1 Demolition and site preparation for construction,*
- 19) *PAC 43.3 Finishing construction works,*
- 20) *PKD 43.9 Other specialised construction works,*

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. *The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.*
2. *The shares listed in paragraph 1 consist of the following shares:*
 - a) *5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - b) *7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - c) *12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - d) *124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - e) *5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

cents) each,

- f) 29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
- g) 4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
- h) 4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
- i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
- j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
- k) 129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
- l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,
- m) 1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,
- n) 2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
- o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,
- p) 1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,

§7

1. The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.
2. The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.
3. The Company may issue bonds, including bonds convertible into shares.

§ 8

1. The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.
2. The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:
 - c) A share capital reduction will be enacted,
 - d) The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.
3. The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.

THE COMPANY'S GOVERNING BODIES

§ 9

1. The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

(SE) (Official Journal of the European Union L No. 294, p. 1, as amended).

2. *The bodies of the Company are:*
 - a) *Board of Directors (governing body);*
 - b) *Supervisory Board (supervisory body);*
 - c) *General Assembly.*
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into contracts with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

- 1. The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business.*
- 2. Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

- 1. The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
- 2. Members of the Supervisory Board are elected and recalled by the General Meeting.*
- 3. A member of the Supervisory Board may be reappointed once or more than once.*
- 4. Members of the Supervisory Board shall perform their duties in person.*

§17

- 1. The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
- 2. The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

- 1. For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
- 2. Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
- 3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
- 4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

- 1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

operations.

2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) *Evaluation and assessment of the Management Board's report and assessment of the Management Board's motions regarding profit distribution and loss coverage;*
 - 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
 - 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
 - 5) *Granting consent to the establishment of branches of the Company at home and abroad;*
 - 6) *Passing resolutions on giving opinions on the Board's motions;*
 - 7) *Appointment of Board Members;*
 - 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
 - 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*
 - 10) *Suspension of a Member of the Management Board or the entire Management Board;*
 - 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
 - 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
 - 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
 - 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
 - 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
 - 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
 - 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;*
 3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
 4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
 5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
 6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

1. *The General Meeting shall have the capacity to adopt resolutions irrespective of the number of shares represented, unless the relevant national laws of the Member State in which the Company has its seat provide otherwise.*
2. *Each share entitles to one vote at the General Meeting.*
3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
2. *The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

1. *The powers of the General Meeting include matters within the scope of:*
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*
 - 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*
 - 5) *Increase or decrease the share capital;*
 - 6) *Amendments to the Company's Articles of Association;*
 - 7) *Dissolution and liquidation of the Company;*
 - 8) *Consider and resolve motions presented by the Board;*
 - 9) *Adopting the Regulations of the Supervisory Board;*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- 10) *Determination of the dividend right date and dividend payment date;*
- 11) *Sale and lease of an enterprise and the creation of a usufruct or pledge thereon*
- 12) *Issuance of bonds convertible into shares and bonds with priority rights;*
- 13) *Merger, division or conversion of the Company;*
2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. *The pure profit of the Company may be used for:*
 - 1) *Capital Reserve;*
 - 2) *Investment Fund;*
 - 3) *Capital Reserve;*
 - 4) *Dividend;*
 - 5) *Other purposes determined by resolution of the General Meeting.*
2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) *Resolution of the General Meeting to dissolve the Company,*
- b) *Other reasons as provided by applicable law.*

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

**SPOLEČNOSTI STANOVY
CARLSON INVESTMENTS SE
PRESENT USTANOVENÍ**

§ 1

Název společnosti zní: CARLSON INVESTMENTS SE.

§ 2

Sídlem Společnosti je Warszawa (nacházející se v Polské republice).

§ 3

1. *Společnost podniká na území Polské republiky a v zahraničí.*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

2. Společnost může zřizovat pobočky, organizační složky, závody, zastoupení a jiné organizační jednotky v tuzemsku a v zahraničí.
3. Společnost může být podílníkem (akcionářem) v jiných společnostech, v tom také ve společnostech se zahraniční majetkovou účastí.
4. Společnost může používat zvláštní pro ni grafický znak.
5. Společnost vznikla následkem sloučení společností v souladu s čl. 2 odst. 1 ve spojení s čl. 17 odst. 2 bod a) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1)

§ 4

Doba trvání společnosti je neurčitá.

PŘEDMĚT PODNIKÁNÍ

§ 5

K předmětu podnikání Společnosti patří podnikatelská činnost v rozsahu:
[zkratka "PKD" = Polská klasifikace ekonomické činnosti].

- 1) PKD 64.30.Z Činnost trustů, nadací a podobných finančních organizací,
- 2) PKD 64.99.Z Ostatní finanční služby, kromě pojišťovnictví a penzijních fondů,
- 3) PKD 66.1 Podpůrná činnost pro finanční služby, kromě pojišťovnictví a penzijních fondů
- 4) PKD 64.19.Z Ostatní finanční zprostředkování,
- 5) PKD 70.10.Z Činnost centrálních firem (head offices) a holdingů, kromě finančních holdingů,
- 6) PKD 70.22.Z Činnost poradců ostatní v rozsahu provádění podnikatelské činnosti a manageru,
- 7) PKD 46.5 Velkoobchodní prodej náradí informační a komunikační technologie,
- 8) PKD 47.41.Z Maloobchodní prodej počítačů, periferních zařízení a programového vybavení (software) prováděný v specializovaných prodejnách,
- 9) PKD 68.10.Z Koupě a prodej nemovitostí na vlastní účet,
- 10) PKD 68.20.Z Pronájem a správa vlastních nebo pronajatých nemovitostí,
- 11) PKD 68.31.Z Zprostředkování prodeje nemovitostí,
- 12) PKD 68.32.Z Správa nemovitostí prováděná na objednávku,
- 13) PKD 46.1 Velkoobchodní prodej realizovaný na objednávku,
- 14) PKD 46.6 Velkoobchodní prodej strojů, zařízení a dodatečného vybavení,
- 15) PKD 46.7 Ostatní specialistický velkoobchodní prodej,
- 16) PKD 41.1 Realizace stavebních projektů spojených s výstavbou budov,
- 17) PKD 41.2 Stavební práce spojené s výstavbou obytných a veřejných budov,
- 18) PKD 43.1 Demolice a příprava terénu pod výstavbu,
- 19) PKD 43.3 Provádění stavebních dokončovacích prací,
- 20) PKD 43.9 Ostatní odborné stavební práce.

ZÁKLADNÍ KAPITÁL, CÍLOVÝ KAPITÁL, ZRUŠENÍ AKCIÍ SPOLEČNOSTI

§ 6

1. Základní kapitál Společnosti činí 5.780.649,10 EUR (pět milionů sedm set osmdesát tisíc šest set čtyřicet devět euro deset euro centů) a je rozdělen na 6.721.685 (šest milionů sedm set dvacet jeden tisíc šest set osmdesát pět akcií na majitele o jmenovité hodnotě 8,86 EUR (slovy: osmdesát šest euro centů) každá.
2. Akcie uvedené v odst. 1 tvoří následující akcie:
 - a) 5.100 (slovy: pět set tisíc jedno sto) kusů akcií na majitele série "A" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - b) 7.500 (slovy: sedm tisíc pět set) kusů akcií na majitele série "B" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - c) 12.500 (slovy: dvanáct tisíc pět set) kusů na majitele akcií série "C" o jmenovité hodnotě 0,86 EUR

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- (osmdesát šest euro centů) každá,
- d) 124.900 (slovy: jedno sto dvacet čtyři tisíce devět set) kusů akcií na majitele série "D" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - e) 5.000 (pět tisíc) kusů akcií na majitele série "E" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - f) 29.875 (dvacet devět tisíc osm set sedmdesát pět) kusů akcií na majitele série "F" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - g) 4.125 (čtyři tisíce sto dvacet pět) kusů akcií na majitele série "G" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - h) 4.625 (čtyři tisíce šest set dvacet pět) kusů akcií na majitele série "I" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - i) 46.375 (čtyřicet šest tisíc tři sta sedmdesát pět) kusů akcií na majitele série "J" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - j) 460.000 (čtyři sta šedesát tisíc) kusů akcií na majitele série "K" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - k) 129.358 (one hundred dvacet devět tisíc tři sta padesát eight) kusů akcií na majitele série "L" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - l) 717.250 (sedm set sedmnáct tisíc dvě stě padesát) kusů akcií na majitele Série M o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - m) 1.223.500 (one million dvě stě dvacet tři tisíce pět set) kusů akcií na majitele série "N" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - n) 2.499.000 (dva milion čtyři sta devadesát devět tisíc) kusů akcií na majitele série "O" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - o) 250.000 (dvě stě padesát tisíc) kusů akcií na majitele série "P" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,
 - p) 1.201.578 (one million dvě stě one tisíc pět set sedmdesát osm) kusů akcií na majitele série "R" o jmenovité hodnotě 0,86 EUR (osmdesát šest euro centů) každá,

§7

1. Základní kapitál Společnosti může být navýšen usnesením Valné hromady formou emise nových, běžných akcií, a to jak na majitele, tak na jméno, a prioritních, a také formou navýšení jmenovité hodnoty již emitovaných akcií.
2. Navýšený základní kapitál Společnosti může být splacen v hotovosti, vložením nepeněžních vkladů, dividendou náležící akcionáři a také přesunem prostředků z části rezervního nebo náhradního kapitálu.
3. Společnost může emitovat dluhopisy, včetně dluhopisů vyměnitelných za akcie.

§ 8

1. Základní kapitál může být snížen formou snížení jmenovité hodnoty nebo zrušením části akcií.
2. Akcie Společnosti mohou být zrušeny za podmínek stanovených Valnou hromadou, v případě:
 - a) bude-li schváleno snížení základního kapitálu,
 - b) nabude-li Společnost vlastní akcie v důsledku exekuce svých nároků, které není možné uspokojit z jiného majetku akcionáře.
3. Zrušení akcií se provádí při dodržení předpisů o snížení základního kapitálu, nebo z čistého zisku.

ORGÁNY SPOLEČNOSTI

§ 9

1. Společnost přijala dualistický systém struktury ve smyslu čl. 38 písm. b) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1 se změnami)

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

2. *Orgány Společnosti jsou:*

- A. *Představenstvo (správní orgán);*
- B. *Dozorčí rada (dozorčí orgán);*
- C. *Valná hromada.*

3. *Žádná osoba nesmí být současně členem Představenstva a Dozorčí rady Společnosti.*

PŘEDSTAVENSTVO

§ 10

1. *Představenstvo společnosti se skládá z jednoho nebo více členů. Funkční období každého člena Představenstva je nezávislé na funkčním období ostatních členů Představenstva a trvá tři roky.*
2. *Dozorčí rada povolává předsedu Představenstva a ostatní členy představenstva a stanoví jejich počet.*
3. *Dozorčí rada může odvolat předsedu Představenstva, člena Představenstva nebo celé Představenstvo před uplynutím funkčního období Představenstva.*
4. *Člen Představenstva může být znovu povolán jednou nebo více než jedenkrát, pokaždé nejdéle na maximální období tří let.*

§ 11

1. *Představenstvo vykonává veškerá práva v rozahu vedení Společnosti, s výjimkou práv vyhrazených zákonem nebo těmito Stanovami pro ostatní orgány Společnosti.*
2. *Způsob jednání Představenstva, a takže záležitosti, které mohou být svěřeny jeho jednotlivým členům, podrobně upravuje Jednací řád představenstva. Jednací řád představenstva usnází Představenstvo Společnosti, a schvaluje jej Dozorčí rada.*
3. *Ke kompetencím Představenstva patří emise dluhopisů jiných než vyměnitelné dluhopisy a prioritní dluhopisy.*

§ 12

Pokud Představenstvo tvoří jedna osoba, projevy vůle jménem Společnosti činí předseda Představenstva samostatně. Pokud Představenstvo tvoří více osob, k činění projevů vůle v rozsahu majetkových práv a povinností Společnosti a k podpisu dokumentů jménem Společnosti je vyžadována součinnost dvou členů Představenstva.

§ 13

Smlouvy se členy Představenstva uzavírá jménem Společnosti oprávněný člen Dozorčí rady a zastupuje Společnost ve sporech s členy Představenstva. Dozorčí rada může formou usnesení zmocnit jednoho nebo více členů k provádění takových právních úkonů.

§ 14

Člen Představenstva během trvání svého funkčního období ve společnosti se nemůže bez souhlasu Dozorčí rady zabývat konkurenčními zájmy, ani se zúčastnit konkurenční společnosti jako společník občanské společnosti, osobní společnosti nebo jako člen orgánu kapitálové společnosti, nebo se účastnit jiné konkurenční právnické osoby jako člen orgánu.

§ 15

1. *Představenstvo aspoň jednou za tři měsíce informuje Dozorčí radu o vedení Společnosti a plánovaném rozvoji činnosti ES.*
2. *Nezávisle na pravidelných informacích, o kterých se jedná v § 15 odst. 1, je Představenstvo povinno neprodleně informovat Dozorčí radu o veškerých záležitostech, které mohou mít významný vliv na funkci ES.*

SUPERVISORY BOARD

§ 16

1. *Dozorčí rada se skládá aspoň z pěti členů. Funkční období každého člena Dozorčí rady je nezávislé na*

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

funkčním období ostatních členů Dozorčí rady a trvá tři roky. Počet členů stanoví Valná hromada na základě usnesení.

2. Členy Dozorčí rady volí a odvolává Valná hromada.
3. Člen Dozorčí rady může být znovu povolán jednou nebo vícekrát.
4. Členové Dozorčí rady vykonávají své povinnosti osobně.

§ 17

1. Dozorčí rada volí ze svého středu předsedu, místopředsedu a tajemníka Dozorčí rady.
2. Předseda Dozorčí rady nebo jím oprávněná osoba svolává zasedání Dozorčí rady a předsedá jim. Předseda odstoupící Dozorčí rady svolává a zahajuje první zasedání nově zvolené Dozorčí rady, jakož i předsedá mu do okamžiku volby nového předsedy.

§ 18

Předseda Dozorčí rady je povinen svolat zasedání na žádost Představenstva Společnosti nebo člena Dozorčí rady. Předseda Dozorčí rady svolává zasedání ve lhůtě dvou týdnů ode dne obdržení žádosti.

§ 19

1. Pro platnost usnesení Dozorčí rady je vyžadováno pozvání na zasedání všech členů Dozorčí rady a přítomnost na zasedání aspoň poloviny jejich členů.
2. Zasedání Dozorčí rady jsou svolávána elektronickými pozvánkami, zasílanými aspoň 3 (tři) dny před dnem zasedání na adres elektronické pošty, kterou členové Dozorčí rady sdělí písemně, nebo prostřednictvím prostředků přímé dálkové komunikace.
3. Usnesení Dozorčí rady jsou přijímána absolutní většinou odevzdaných hlasů. Nebude-li o věci rozhodnuto v hlasování, rozhodující je hlas předsedy Dozorčí rady.
4. Dozorčí rada může přijímat usnesení v písemném režimu, nebo s využitím prostředků přímé dálkové komunikace.

§ 20

Dozorčí rada zasedá v souladu s Jednácím řádem Dozorčí rady, schváleným Valnou hromadou, nejméně však jednou za čtvrtletí.

§ 21

1. Dozorčí rada provádí stálý dozor činnosti Společnosti ve všech oblastech její působnosti.
2. Kromě záležitostí ze zákona, a uvedených v jiných ustanoveních těchto Stanov nebo usneseníh Valné hromady, k působnosti Dozorčí rady patří:
 - 1) Posouzení finanční zprávy o činnosti Společnosti v rozsahu shody s účetními dokumenty a skutečným stavem, jakož i zajištění ověření zvolenými Dozorčí radou auditory;
 - 2) Hodnocení a posouzení zprávy Představenstva, jakož i posouzení návrhů Představenstva ohledně rozdělení zisku a úhrady ztrát;
 - 3) Podávání Valné hromadě zpráv o výsledcích činností uvedených v bodech 1 a 2;
 - 4) Vyhotovení a předkládání Valné hromadě písemné zprávy o výsledcích hodnocení situace Společnosti a hodnocení vlastní práce jako orgánu;
 - 5) Vyjádření souhlasu se zřízením organizačních složek Společnosti v tuzemsku a v zahraničí;
 - 6) Přijímání usnesení ve věci posouzení návrhů Představenstva;
 - 7) Povolávání členů Představenstva;
 - 8) Delegování člena nebo členů Dozorčí rady k zatímnímu výkonu činnosti Představenstva Společnosti v případě suspendování nebo odvolání celého Představenstva, nebo pokud Představenstvo nemůže působit z jiných důvodů;
 - 9) Stanovení zásad a výše odměny členů Představenstva Společnosti;
 - 10) Suspendování člena Představenstva nebo celého Představenstva;

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

- 11) Vyjádření souhlasu s pořizováním nebo s zcizováním podílů a akcií v jiných společnostech, jakož i zřízení společnosti nebo s přistoupením do asociací a jiných organizací v případech, ve kterých hodnota pořizovaných nebo přebíraných akcií nebo podílů je vyšší než 250.000,00 EUR (250.000,00 (dvě stě padesát tisíc euro 00/100));
 - 12) Vyjádření souhlasu s emisí dluhopisů jiných než vyměnitelné dluhopisy Představenstvem Společnosti;
 - 13) Vyjádření souhlasu s přijetím a poskytováním půjček nebo úvěrů, jakož i poskytováním zjištění o hodnotě nad 250.000,00 (dvě stě padesát tisíc) EUR;
 - 14) Vyjádření souhlasu s pořizováním nebo zcizením nemovitostí, nezrušitelným používáním nebo podílu na nemovitosti, a také se zřizování omezeného hmotného práva na nemovitostech;
 - 15) Stanovení na žádost Představenstva směrů rozvoje Společnosti, její strategie, jakož i dlouhodobých programů její činnosti;
 - 16) Volba auditora pro provedení přezkoumání finanční zprávy v souladu s platnými právními předpisy za účelem zajištění náležitého nezávislého posudku;
 - 17) Posouzení návrhů usnesení Valné hromady, jakož i podkladů, jež budou předloženy akcionářům.
3. Odměny pro členy Dozorčí rady stanoví Valná hromada.

VALNÁ HROMADA

§ 22

Zasedání Valné hromady se mohou konat jako řádná nebo mimořádná.

§ 23

Valná hromada se může konat ve statutárním sídle Společnosti.

§ 24

1. Řádnou Valnou hromadu svolává Představenstvo, ve lhůtě do 6 měsíců po uplynutí každého účetního období. Dozorčí rada svolává řádnou Valnou hromadu, nesvolá-li ji Představenstvo v předepsaném termínu.
2. Mimořádnou Valnou hromadu svolává:
 - 1) Představenstvo;
 - 2) Mimořádnou Valnou hromadu svolává Představenstvo společnosti z vlastní iniciativy nebo na písemnou žádost Dozorčí rady nebo písemnou žádost akcionářů reprezentujících aspoň 1/20 (jednu dvacetinu) základního kapitálu, kteří ve své žádosti musí uvést návrh programu jednání;
3. Svolání mimořádné Valné hromady musí nastat během dvou týdnů ode dne podání žádosti;
4. Dozorčí rada svolává Valnou hromadu v případě, nesvolá-li Představenstvo Valnou hromadu v předepsaném termínu;
5. Program jednání Valné hromady stanoví svolavatel Valné hromady.
6. Akcionář nebo akcionáři mohou požádat, aby byl do programu jednání Valné Hromady zařazen jeden nebo více dodatečných bodů. Postupy a lhůty pro podání těchto žádostí stanoví národní právní předpisy členského státu, ve kterém se nachází sídlo ES.

§ 25

1. Valná hromada je usnášeníschopná nezávisle na počtu reprezentovaných na ní akcií, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.
2. Každé akcii na Valné hromadě přísluší jeden hlas.
3. Usnesení jsou přijímána absolutní většinou odevzdaných hlasů, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.

§ 26

Hlasování na Valné hromadě je veřejné. Tajné hlasování se nařizuje při volbách, jakož i o návrzích na odvolání členů orgánů nebo likvidátorů Společnosti, buď o jejich pohnání k odpovědnosti, jakž i o osobních

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

záležitostech.

§ 27

1. *Valnou hromadu zahajuje předseda Dozorčí rady nebo jím určená osoba, a za nepřítomnosti těchto osob Valnou hromadu zahajuje předseda Představenstva nebo osoba určená Představenstvem, a následně ze středu osob oprávněných k hlasování se volí předseda Valné hromady.*
2. *Valná hromada stanoví svůj Jednací řád.*

§ 28

Akcionáři se zúčastní Valné hromady osobně nebo prostřednictvím zplnomocněnce stanoveného na základě písemné plné moci.

§ 29

1. *K působnosti Valné hromady patří záležitosti v následujícím rozsahu:*
 - 1) *Projednávání a schvalování zpráv a výkazů zisků a ztrát za předchozí účetní období;*
 - 2) *Přijímání usnesení o rozdělení zisku, úhradě ztrát, jakož i tvorbě cílových fondů;*
 - 3) *Udělování Dozorčí radě a Představenstvu absolutoria o splnění povinností;*
 - 4) *Volba a odvolávání členů Dozorčí rady;*
 - 5) *Navyšování nebo snížení základního kapitálu;*
 - 6) *Changing the State of the Community;*
 - 7) *Zrušení a likvidace Společnosti;*
 - 8) *Projednání a řešení návrhů resp. žádostí předkládaných Dozorčí radou;*
 - 9) *Schválení Řádu dozorčí rady;*
 - 10) *Stanovení dne práva na dividendu a dne výplaty dividendy;*
 - 11) *Zřízení a pacht podniku, jakož i zřízení na něm práva na jeho užívání nebo zastavení;*
 - 12) *Emise dluhopisů vyměnitelných za akcie a prioritních dluhopisů;*
 - 13) *Spojení, rozdělení nebo přeměna Společnosti.*
2. *Kromě toho usnesení Valné hromady vyžadují jiné záležitosti uvedené v těchto Stanovách, jakož i příslušných právních předpisech.*

HOSPODAŘENÍ SPOLEČNOSTI

§ 30

Účetním obdobím Společnosti je kalendářní rok.

§ 31

1. *Čistý zisk Společnosti může být určen na:*
 - 1) *rezervní kapitál;*
 - 2) *investiční fond;*
 - 3) *náhradní kapitál;*
 - 4) *dividendu;*
 - 5) *jiné účely podle usnesení Valné hromady.*
2. *Usnesením Valné hromady mohou být zřízeny jiné účelové fondy. V usnesení bude stanoven druh a způsob tvorby (způsob financování) těchto fondů.*

§ 32

Výplata dividendy je prováděna v termínu stanoveném Valnou hromadou. Usnesení Valné hromady v tomto předmětu musí obsahovat také datum stanovení práva na dividendu

ZÁVĚREČNÁ USTANOVENÍ

§ 33

Povinná oznámení Společnost zveřejňuje v souladu platnými národními právními předpisy členského státu, v

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

němž sídlí společnost.

§ 34

Zrušení Společnosti nastává po provedení likvidace způsobem v souladu platnými národními právními předpisy členského státu, v němž sídlí společnost.

§ 35

Zrušení Společnosti nastává na základě:

- a) usnesení Valné hromady o zrušení Společnosti,*
- b) jiných příslušných právních důvodů.*

§ 36

V rozsahu věcí neupravených těmito Stanovami platí národní právní předpisy členského státu, v němž sídlí společnost, usnesení orgánů Společnosti a jiné normativní listiny platné pro Společnost.

The plan of merger of the Companies was agreed and signed on 27 October 2021 in Warsaw.

Plán sloučení Společností byl sjednán a podepsán dne 27.10.2021 v Warszawie.

*Management Board of the Acquiring Company
Představenstvo Nástupnické společnosti
CARLSON INVESTMENTS S.A.:*

.....
Alexander Gruszczynski

*Management Board of the Target Company
Představenstvo Zanikající společnosti
CARLSON TECH VENTURES a.s.:*

.....
Alexander Gruszczynski

§ 5

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to undertake all factual and legal actions necessary to implement provisions of this resolution.

§ 6

The resolution comes into force as of the date of its adoption.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on December 07, 2021 at 12:00 p.m.

Notary Office Piotr Pełczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:
.....
.....

Instructions on how to vote by proxy on the adoption of Resolution No. on
.....

Content of Instructions*:
.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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RESOLUTION 5
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 07 December 2021
on the adoption of the Statutes of the European Company

§ 1

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the Resolution No. 4 of the Extraordinary General Meeting of December 7, 2021 on merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its Czech-law subsidiary Carlson Tech Ventures Polska Akciová Společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 par. 1 in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute of a European Company (SE) (Official Journal of the European Communities L 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company and in connection with the wording of Resolutions No. 1, 2 and 3 of the Extraordinary General Meeting of the Company of 7 December 2021 and amendments to the Company's Articles of Association arising out of the wording of those Resolutions, the Acquiring Company hereby resolves

- 1) With the registration of the merger referred to in Resolution No. 4 of the Extraordinary General Meeting of 7 December 2021, pursuant to § 2 of that resolution, adopt the legal form of the European Company,
- 2) Express the Company's share capital in EURO, in accordance with the content of Article 4 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the EU. L No. 294, p. 1, as amended)
- 3) Adopt the Articles of Association of CARLSON INVESTMENTS SE with its registered office in Warsaw, with the following content:

CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF CARLSON INVESTMENTS SE

COMPANY STATUTE
CARLSON INVESTMENTS SE
GENERAL PROVISIONS

§1

The name of the Company is CARLSON INVESTMENTS SE.

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).

§3

1. *The Company operates in the Republic of Poland and abroad.*
2. *The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.*
3. *The Company may be a shareholder in other companies, including companies with foreign participation.*
4. *The Company may use a distinctive graphic sign.*
5. *The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, item 1)*

§4

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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The duration of the Company is unlimited.

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:

- 1) *PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*
- 2) *PAC 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) *PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*
- 4) *PKD 64.19 Z Other monetary intermediation,*
- 5) *PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*
- 6) *PKD 70.22.Z Other business and management consulting,*
- 7) *PAC 46.5 Wholesale of information and communication technology tools,*
- 8) *PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*
- 9) *PKD 68.10.Z Purchase and sale of real estate on own account,*
- 10) *PKD 68.20.Z Rental and management of own or leased property,*
- 11) *PKD 68.31.Z Real Estate agency,*
- 12) *PKD 68.32.Z Management of real estate on a fee or contract basis,*
- 13) *PAC 46.1 Wholesale on a fee or contract basis,*
- 14) *PAC 46.6 Wholesale of machinery, equipment and supplies,*
- 15) *PAC 46.7 Other specialised wholesale,*
- 16) *PAC 41.1 Implementation of construction projects related to erection of buildings,*
- 17) *PAC 41.2 Construction works related to erection of residential and non-residential buildings,*
- 18) *PKD 43.1 Demolition and site preparation for construction,*
- 19) *PAC 43.3 Finishing construction works,*
- 20) *PKD 43.9 Other specialised construction works,*

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. *The Company's share capital amounts to EURO 5,780,649.10 (five million seven hundred eighty thousand six hundred forty nine EURO 10/100) and is divided into 6,721,685 (six million seven hundred twenty one thousand six hundred eighty five) bearer shares with a nominal value of EURO 0.86 (in words: eighty six euro cents) each.*
2. *The shares listed in paragraph 1 consist of the following shares:*
 - a) *5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - b) *7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - c) *12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - d) *124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - e) *5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - f) *29,875 (twenty nine thousand eight hundred and seventy five) series "F" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - g) *4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value*

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- of EUR 0.86 (eighty-six euro cents) each,*
- h) 4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - k) 129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.86 (eighty six euro cents) each,*
 - m) 1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*
 - n) 2,499,000 (two million four hundred and ninety nine thousand) series "O" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of EUR 0.86 (eighty six euro cents) each,*
 - p) 1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) series "R" bearer shares with a nominal value of EUR 0.86 (eighty-six euro cents) each,*

§7

- 1. The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.*
- 2. The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.*
- 3. The Company may issue bonds, including bonds convertible into shares.*

§ 8

- 1. The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.*
- 2. The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:
 - e) A share capital reduction will be enacted,*
 - f) The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.**
- 3. The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.*

THE COMPANY'S GOVERNING BODIES

§ 9

- 1. The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended).*
- 2. The bodies of the Company are:
 - a) Board of Directors (governing body);*
 - b) Supervisory Board (supervisory body);**

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- c) *General Assembly.*
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other bodies of the Company.*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board.*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights.*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company.

§13

An authorized member of the Supervisory Board enters into agreements with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions.

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority.

§15

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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1. *The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business.*
2. *Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation.*

SUPERVISORY BOARD

§16

1. *The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.*
2. *Members of the Supervisory Board are elected and recalled by the General Meeting.*
3. *A member of the Supervisory Board may be reappointed once or more than once.*
4. *Members of the Supervisory Board shall perform their duties in person.*

§17

1. *The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*
2. *The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.

§19

1. *For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*
2. *Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*
3. *Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*
4. *The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.

§21

1. *The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*
2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*

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- 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
- 2) *Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*
- 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*
- 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*
- 5) *Granting consent to the establishment of branches of the Company at home and abroad;*
- 6) *Passing resolutions on giving opinions on the Board's motions;*
- 7) *Appointment of Board Members;*
- 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*
- 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*
- 10) *Suspension of a Member of the Management Board or the entire Management Board;*
- 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);*
- 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*
- 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*
- 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;*
- 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;*
- 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*
- 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.

§23

General Meetings may be held at the Company's registered office.

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*
2. *The Extraordinary General Meeting is convened by:*
 - 1) *Management;*
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request*

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of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;

3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;*
4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*
5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*
6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*

§25

1. *The General Meeting shall have the capacity to adopt resolutions irrespective of the number of shares represented, unless the relevant national laws of the Member State in which the Company has its seat provide otherwise.*
2. *Each share entitles to one vote at the General Meeting.*
3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.

§27

1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*
2. *The General Assembly shall determine its Rules of Procedure.*

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

1. *The powers of the General Meeting include matters within the scope of:*
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*
 - 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*
 - 5) *Increase or decrease the share capital;*
 - 6) *Amendments to the Company's Articles of Association;*
 - 7) *Dissolution and liquidation of the Company;*
 - 8) *Consider and resolve motions presented by the Board;*
 - 9) *Adopting the Regulations of the Supervisory Board;*
 - 10) *Determination of the dividend right date and dividend payment date;*
 - 11) *Sale and lease of an enterprise and the creation of a usufruct or pledge thereon*
 - 12) *Issuance of bonds convertible into shares and bonds with priority rights;*
 - 13) *Merger, division or conversion of the Company;*

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2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.

§31

1. *The pure profit of the Company may be used for:*
- 1) *Capital Reserve;*
 - 2) *Investment Fund;*
 - 3) *Capital Reserve;*
 - 4) *Dividend;*
 - 5) *Other purposes determined by resolution of the General Meeting.*
2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office.

§ 35

The dissolution of the Company shall cause:

- a) *Resolution of the General Meeting to dissolve the Company,*
- b) *Other reasons as provided by applicable law.*

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.

§ 2

This resolution shall become effective on the date of adoption.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:

.....

Instructions on how to vote by proxy on the adoption of Resolution No. on

.....

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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Content of Instructions*:

.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

POWER OF ATTORNEY

I,, PESEL domiciled in, hereby grant to Mr./Ms., holding a series ID card no., domiciled in, a power of attorney to participate in and exercise voting rights attached to the shares of CARLSON INVESTMENTS S.A. held by me at the Extraordinary General Meeting convened for December 07, 2021.

Within the scope of the subject matter of this power of attorney, the attorney-in-fact is authorized to perform all acts related to the purpose of this power of attorney, including, but not limited to:

- 1) making motions;
- 2) exercise of voting rights;
- 3) to raise objections.

This power of attorney is exempt from stamp duty, as this type of power of attorney is not covered by the Act of July 16, 2006 on stamp duty (Journal of Laws of 2020, item 1546).

Caption :

..... r.
[Locality].