

## **Current report no. 36/2021.**

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The Management Board of CARLSON INVESTMENTS S.A. with its registered office in Warsaw (hereinafter the Issuer, Company) hereby presents the monthly report for October 2021.

Legal basis: Item 16 of the Annex to Resolution No. 293/2010 of the Management Board of the Warsaw Stock Exchange S.A. of March 31, 2010 "Best Practices of NewConnect Listed Companies

Appendices: [CI S.A. Monthly Report October 2021](#)  
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Persons representing the company

Aleksander Gruszczyński, President of  
the Management Board

Monthly Report of CARLSON INVESTMENTS S.A.  
(the "Company"; "Issuer") for October 2021

Published in accordance with item 16 of the Appendix to Resolution No. 293/2010 of the Warsaw Stock Exchange Management Board dated 31.03.2010. "Good Practices of Companies Listed on NewConnect".

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## Description of trends and events in the Issuer's environment

In October 2021, the following material events affecting the Issuer's business occurred in the environment of CARLSON INVESTMENTS S.A.:

On 11 October 2021, the Issuer was informed by Carlson ASI Evig Alfa Sp. z o.o. s.k. (Carlson ASI Evig Alfa) to support the project of Nutrix AI, a Swiss MedTech company.

The Issuer has identified Nutrix AI as an entity with high potential for growth on the international market. Carlson Investments S.A. paid special attention to the startup's innovativeness and its high social value, which gives Carlson ASI Evig Alfa a significant opportunity to achieve above average rate of return on investment.

Nutrix AI is a Swiss medical technology startup that focuses on developing artificial intelligence software and algorithms to help monitor glucose present in saliva and treat diabetes. The overarching goal of the startup is to use the full potential of artificial intelligence to give patients the ability to monitor their health in an easy, non-invasive and painless way. Read more at: <https://nutrix.tech/>

Carlson Investments S.A. under an agreement entered into with Carlson Ventures International Limited (CVI), which is the sole investor in Carlson ASI Evig Alfa, is entitled to receive up to 30% of the profit on the investment made by CVI through Carlson ASI Evig Alfa.

On 13 October 2021 the District Court for the Capital City of Warsaw, XIII Commercial Division of the National Court Register, made an entry concerning merger of the Issuer's subsidiaries, i.e. POLVENT Sp. z o.o. with its registered office in Warsaw ("Acquired Company") and TECHVIGO Sp. z o.o. with its registered office in Warsaw ("Acquiring Company"),

The merger was effected pursuant to Art. 492.1.1 of the Polish Commercial Companies Code, through the acquisition of the Acquired Company by the Acquiring Company, by transferring all the assets of the Acquired Company to the Acquiring Company in exchange for the new shares created thereby. Upon the entry of the merger, the Issuer took up 400 (say: four hundred) shares in the increased share capital of the

Acquiring Company with the nominal value of PLN 500 (say: five hundred) each. As a result, the Issuer currently holds 4,299 (say: four thousand two hundred and ninety nine) shares in the Acquiring Company with the total nominal value of PLN 2,114,500.00, which constitutes 100% of the share capital of the Acquiring Company.

Registration of the merger of subsidiaries will optimize the business activities of the Issuer's capital group in the field of IT services by reinforcing the main business profile of the Acquiring Company, as a result of which it will become an entity accumulating functions related to conducting business activities on the Internet market, specializing mostly in IT solutions for the tourist industry. The merger will have a positive impact on the simplification of processes and will streamline business operations of the Issuer's capital group. The consolidation of the subsidiaries will simplify the structure of the Issuer's capital group

On 27.10.2021r. the "Plan of Merger" between the Issuer and the Issuer's subsidiary under the Czech law, i.e. CARLSON TECH VENTURES Akciová společnost based in Český Těšín, the Czech Republic, was agreed upon.

Based on the plan established on 17/10/2021, the merger will involve:

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).

CARLSON TECH VENTURES Akciová společnost with its registered office 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 number 11369, identification number 11813385 (hereinafter: the Target Company).

The merger shall be effected as provided for in Art. 2.1 in conjunction with Art. 17.2.a) and Art. 18 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) through the acquisition of the Target Company by the Acquiring Company.

The Issuer - CARLSON INVESTMENTS S.A. informs that it is an entity holding 100% of share capital and 100% of votes of CARLSON TECH VENTURES Akciová společnost - an Acquired Company, therefore the merger shall be executed according to the procedure provided for in Article 31 of the SE Regulation.

In view of the adopted merger procedure, the Issuer informs that:

- 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.
- share exchange ratio and compensation amounts are not determined;
- The terms and conditions of the grant of SE shares are not specified;
- the date from which the shares held by the SE (the Acquiring Company) entitle the holder to participate in profits and any special conditions affecting this right shall not be determined;

The Issuer explains that the purpose of the merger of the Issuer with the Acquired Company is to acquire by the Issuer the status and legal form of a European Company, moreover, the Management Board

In particular, the Management Board notes that the status of a European Company will allow the company easier access to the markets of all European Union countries and will ensure proper recognition of the legal form adopted throughout the European Union. Greater recognition of the legal form of the European Company on the market in which the Company operates will, in the opinion of the Management Board,

increase the confidence of partners in the Company, which should also translate into strengthening the Company's position, particularly in cooperation with entities based outside Poland.

The Issuer announces that the convening of a General Meeting, the subject of which will also be a resolution on the merger of the Issuer, will be announced by the Issuer in a separate report in accordance with the procedure provided for convening General Meetings.

### Summary of reports published by the Issuer in October 2021

During the period covered by this report, the Company published the following reports in the EBI system:

14-10-2021 | Current Report No. 33/2021 - Monthly Report September 2021

During the period covered by this report, the Company published the following reports in the ESPI system:

12-10-2021 | Current Report No. 29/2021- confidential information: Implementation of consulting agreement - support in the process of investment in a new project Carlson ASI Evig Alfa

18-10-2021 | Current Report No. 30/2021- confidential information: Merger of the Issuer's subsidiaries,

27-10-2021 | Current Report No. 31/2021- confidential information: Intention to merge the Issuer to become a European Company. Agreeing on the merger plan,

27-10-2021 | Current report no 32/2021- confidential information: First Notice of Intention to merge CARLSON INVESTMENTS S.A. (Acquiring Company) with CARLSON TECH VENTURES Akciová společnost (Acquired Company).

### Information on achievement of issue objectives

As of October 2021, there were no plans to use the proceeds of the share issuance.

### Investor's Calendar

By December 14, 2021, the Issuer's Management Board will publish the contents of the Monthly Report for November 2021

On December 7, 2021 an EGM will be held, on the agenda of which a resolution will be adopted on the merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its Czech-law subsidiary Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 (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.