

KOMISJA NADZORU FINANSOWEGO

Raport bieżący nr

8

/

2022

Data sporządzenia: 2022-04-13

Skrócona nazwa emitenta
CARLSON INVESTMENTS S.E.

Temat

Merger of the Issuer - CARLSON INVESTMENT S.A. (the Acquiring Company) with CARLSON TECH VENTURES Akciová společnost (the Acquired Company), adoption by the Issuer of the legal form of the European SE Company and amendment to the Company's Articles of Association.

Podstawa prawna

Inne uregulowania

Treść raportu:

The Management Board of CARLSON INVESTMENTS SE (the Issuer), with its registered office in Warsaw, hereby announces that on 13 April 2022 the registration of the merger between the Issuer previously acting as a joint stock company under Polish law under the business name CARLSON INVESTMENTS SPÓŁKA AKCYJNA with its registered office in Warsaw (00-125) at ul. Emilii Plater 49, Poland, entered into the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406, with 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 No. 11369, Identification No. 11813385 (hereinafter: the Target Company).

As a result of the registration of the merger by the District Court for the Capital City of Warsaw in Warsaw, the Issuer assumed the legal form of the European Company and currently operates under the name of CARLSON INVESTMENTS SE with its registered office in Warsaw (00-125), Emilii Plater 49, Poland, entered into the Register of Entrepreneurs of the National Court Register under KRS 0000965148, NIP 6342463031, REGON 277556406. The Issuer explains that NIP and REGON numbers have not changed.

The merger took place under the terms set out in the Merger Plan of December 8, 2021 made available to the public, free of charge, on the websites of the merging companies, respectively, at CARLSON INVESTMENTS S.A. - <https://carlsonvc.com/>, CARLSON TECH VENTURES Akciová společnost - <https://carlsonotechvc.com/> and also in the Issuer's current report ESPI no 37/2021 on 8 December 2021.

The merger was effected through the acquisition by CARLSON INVESTMENTS S.A. of the company CARLSON TECH VENTURES Akciová společnost, in accordance with the provisions 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 No. 294, p. 1) (hereinafter: SE Regulation).

The merger was approved by the Issuer's General Meeting of Shareholders on 20 January 2022 by Resolution No. 8, made public by current report EBI No. 3/2022 on 20 January 2022 and ESPI No. 4/2022 on 20 January 2022.

The Issuer's Management Board informs that currently the Company's share capital is expressed in EURO and amounts to: EURO 6,682,783.80 (in words: six million six hundred eighty-two thousand seven hundred eighty-three EURO 80/100) and is divided into 7,955,695 (seven million nine hundred fifty-five thousand six hundred ninety-five) shares with a nominal value of EURO 0.84 (eighty-four euro cents) each.

The Issuer informs that along with the registration of the merger, amendments to the Company's Articles of Association resulting from the resolutions of the Extraordinary General Meeting of January 20, 2022 were registered.

The Issuer also explains that in connection with the adoption of the legal form of the European Company, there were no changes in the composition of the Issuer's bodies, there were no changes in the rights vested in the shareholders of the Company's shares with the exception of a change in their nominal value (expression in EURO) and the Company continues its legal existence and activities in the form of a European Company.

Attachments:

- Current wording of the Company's Articles of Association

- An up-to-date copy of the National Court Register

Legal Basis:

Article 56 (1) (2) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29, 2005. (Dz.U. No 184, item 1539 as amended)

Persons representing the company

Aleksander Gruszczyński - President of the Management Board

Załączniki

Plik	Opis
CI SE ARTICLES OF ASSOCIATION Consolidated text 20-0	Current wording of the Company's Articles of Association
CI SE Information corresponding to a current excerpt from t	An up-to-date copy of the National Court Register

CARLSON INVESTMENTS SPÓŁKA EUROPEJSKA	
(pełna nazwa emitenta)	
CARLSON INVESTMENTS S.E.	FINANSE
(skrótowa nazwa emitenta)	(sektor wg. klasyfikacji GPW w W-wie)
00-125	Warszawa
(kod pocztowy)	(miejscowość)
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PODPISY OSÓB REPREZENTUJĄCYCH SPÓŁKĘ

Data	Imię i Nazwisko	Stanowisko/Funkcja	Podpis
2022-04-13	Aleksander Gruszczyński	President of the Management Board	