



CARLSONInvestments

Current Report

# CARLSON INVESTMENTS S.A.

Number: 2/2022

Warsaw, 14th of January 2022.



## **CARLSON INVESTMENTS S.A.**

### **Monthly Report December 2021.**

The Management Board of Carlson Investments S.A. with its registered office in Warsaw (hereinafter referred to as the Company or the Issuer) hereby presents the monthly report for December 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"

Persons representing the Issuer

Aleksander Gruszczynski – President of the Board

### **Monthly Report of CARLSON INVESTMENTS S.A. (the "Company"; "Issuer") for December 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".

#### **Content**

1. Description of trends and events in the Issuer's environment<sup>2</sup>,
- 2 Summary of reports published by the Issuer in December 2021,
3. information on the achievement of issue objectives,
- 4 Investor Calendar.

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

The following significant events affecting the Issuer's operations occurred in December 2021 surrounding CARLSON INVESTMENTS S.A:

On 2 December 2021, in connection with the submission of a statement of the Management Board on the issue coming to effect, the subscription of ordinary bearer shares of series S issued pursuant

to Resolution No. 14 of the Ordinary General Meeting of 5 July 2021 on increasing the Company's share capital, waiving shareholders' pre-emptive rights and amending the Company's Articles of Association was completed. As part of the private placement, 1 S series ordinary bearer 234.000 shares were allocated.

The closing of the issue of series S shares necessitated immediate registration of the amendment to the Articles of Association, both with respect to the amount of share capital and to the number of Company shares. The change in the wording of the Company's Articles of Association related to the closing of the issue of series S shares directly affected the target wording of the Issuer's Articles of Association as a European Company, hence in reference to the merger procedure carried out by the Issuer on the basis of the Merger Plan of 27 October 2021 and the related Extraordinary General Meeting of Shareholders convened for 7 December 2021. On 2 December 2021, the Extraordinary General Meeting convened for 7 December 2021 was cancelled.

Concurrently, due to the above-mentioned reasons, the Issuer withdrew from the procedure of merger of the Issuer with its subsidiary under the Czech law, i.e. CARLSON TECH VENTURES Akciová Společnost, with its registered office in Český Těšín, the Czech Republic, under the conditions specified in the Merger Plan of 27 October 2021, and reconciled the Merger Plan in order for the Issuer to obtain the status of a European Company in the new wording.

Therefore, on 08.12.2021r. a new Plan of Merger of the Issuer and the Issuer's subsidiary under the Czech law, i.e. CARLSON TECH VENTURES Akciová společnost based in Český Těšín, Czech Republic, was agreed upon.

The contents of the Merger Plan of 08.12.2021r. incorporates all the provisions of the Merger Plan of October 27, 2021, without any significant changes; the differences in those Plans only concern the changes in the wording of the draft of the Articles of Association of the Issuer as a European Company in the scope of share capital, number of shares and nominal value of shares expressed in EUR; they also take into consideration the amount of the Company's share capital and all issuances of the Issuer's shares, including the issuance of series "S" shares subject to registration in the National Court Register. The draft of the Articles of Association included in the Merger Plan of 8 December 2021 also takes into account the changes dictated by the dynamic growth of the Company. The draft Articles of Association included in the Merger Plan of 8 December 2021 also incorporates the changes resulting from dynamic changes of the EUR exchange rate which occurred recently.

Based on the Plan of Merger agreed on 08.12.2021, 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 explained that the purpose of the merger between the Issuer and the Acquired Company is to acquire the status and legal form of a European Company, moreover, the Management Board of the Issuer sees a number of benefits for the Company and its shareholders.

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.

On December 23, 2021 the Issuer's Management Board convened an Extraordinary General Meeting of Shareholders for January 20, 2022. Extraordinary General Meeting with the same agenda as the cancelled Meeting convened for 7 December 2021

On 28 December 2021 the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register registered the increase of the Company's share capital from PLN 26,886,740.00 to PLN 31,822,780.00 i.e. by the amount of PLN 4,936,040.00 through the issuance of 1,234,010 ordinary series "S" bearer shares with the nominal value of PLN 4.00 (four zlotys) each.

### **Summary of reports published by the Issuer in December 2021**

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

02-12-2021 | Current report no. 38/2021 - completion of series S subscription

02-12-2021 | Current report no. 39/2021 - cancellation of EGM convened on 7-12-2021.

14-12-2021 | Current report no. 40/2021 - monthly report November 2021

23-12-2021 | Current report no. 41/2021 - convening an EGM on 20-01-2022 and draft resolutions

28-12-2021 | Current report no. 42/2021 - registration of capital increase

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

02-12-2021 | Current report no. 36/2021 - cancellation of EGM called for 7-12-2021 and information on the planned Merger and adoption of the Company's status

08-12-2021 | Current report no. 37/2021- information on the merger of the Issuer to become a European Company. Re-agreement on the Merger Plan

08-12-2021 | Current report no. 38/2021- First Notice on the Intention to Merger CARLSON INVESTMENTS S.A. (Acquiring Company) with CARLSON TECH VENTURES Akciová společnost (Acquired Company)

23-12-2021 | Current report no. 39/2021 - convening an EGM on 20-01-2022 and draft resolutions

27-12-2021 | Current report no. 40/2021- second merger notification

30-12-2021 | Current report no. 41/2021 - conclusion of option agreements

31-12-2021 | Current report no. 42/2021 - update of information concerning option agreements

#### [Information on achievement of issue objectives](#)

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

#### **Investor's Calendar**

By February 14, 2022, the Board of Directors of the Issuer will make public the contents of the Monthly Report for January 2022.

On February 14, 2022, the Interim Report for the fourth quarter of 2021 will be published.



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