

**RESOLUTION No. 1**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**  
***on the appointment of the Chairman of the Annual General Meeting***

**§ 1**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the General Meeting appoints ..... Chairman of the Annual General Meeting.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 2**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**from 28 June 2023 .**  
***on the adoption of the agenda***

**§ 1**

The Annual General Meeting adopts the following agenda:

1. opening of the Annual General Meeting and election of the Chairman.
2. ascertaining the correctness of the convening of the General Meeting and its ability to adopt resolutions.
3. adoption of the agenda.
4. adoption of resolutions on:
  - 1) Consideration and approval of the Management Report on the activities of the Company and the Group for the fiscal year from 01-01-2022 to 31-12-2022;
  - 2) Consideration and approval of the Company's Separate Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022;
  - 3) Consideration and approval of the Company's Consolidated Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022;
  - 4) allocation of net profit for 2022;
  - 5) to grant the President of the Management Board a discharge of his duties in 2022;
  - 6) consideration and adoption of the Supervisory Board's report for 2022;
  - 7) to grant members of the Supervisory Board a discharge of their duties in 2022;
  - 8) changes in the composition of the Company's Supervisory Board.
  - 9) increase the Company's share capital, deprive shareholders of their pre-emptive rights and amend the Company's Articles of Association
  - 10) authorize the Supervisory Board to determine the unified text of the Articles of Association.
- 5 Closing of the assembly.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 3**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On consideration and approval of the Report of the Management Board on the activities of the Company and the Capital Group for the financial year from 01-01-2022 to 31-12-2022***

Pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, in conjunction with § 29(1)(1) of the Company's Articles of Association, it is resolved as follows :

**§ 1**

The Report of the Board of Directors on the Activities of CARLSON INVESTMENTS SE and the Group for the fiscal year from 01.01.2022 to 31.12.202 2 is approved.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 4**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On approval of the Separate Financial Statements***  
***For the fiscal year from 01.01.2022 to 31.12.2022.***

Pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, in conjunction with § 29(1)(1) of the Company's Articles of Association, it is resolved as follows :

**§ 1**

Approved:

Separate Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022 including.

- 1) introduction to financial statements;
- 2) Separate balance sheet as of 31-12-2022, which on the assets and liabilities side shows a balance sheet total of PLN 143,079,940.47, (one hundred and forty-three million seventy-nine thousand nine hundred and forty zlotys 47/100)
- 3) Separate Income Statement for the period from January 1, 2022 to December 31, 2022, showing a net profit of PLN 110,369,221.67, (one hundred and ten million three hundred and sixty-nine thousand two hundred and twenty-one zlotys 67/100),
- 4) Statement of changes in separate equity for the period from January 1, 2022 to December 31, 2022.
- 5) Separate Statement of Cash Flows for the period from January 1, 2022 to December 31, 2022.
- 6) additional information and explanations.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 5**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On approval of the Consolidated Financial Statements***  
***For the fiscal year from 01.01.2022 to 31.12.2022.***

Pursuant to Article 393 item 1 and Article 395 § 5 of the Code of Commercial Companies in connection with § 29 section 1 item 1 of the Company's Articles of Association, it is resolved as follows :

**§ 1**

Approved:

Consolidated Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022 including.

- 1) introduction to financial statements;
- 2) Consolidated balance sheet as of 31-12-2022, which on the assets and liabilities side shows a balance sheet total of PLN 139,905,904.20, (one hundred and thirty-nine million nine hundred and five thousand nine hundred and four zlotys 20/100),
- 3) consolidated profit and loss account for the period from 1-01-2022 to 31-12-2022 showing a net profit of PLN 110,081,917.08, (one hundred and ten million eighty-one thousand nine hundred and seventeen zloty 08/100)
- 4) statement of changes in consolidated equity for the period from January 1, 2022 to December 31, 2022,
- 5) Consolidated cash flow statement for the period from January 1, 2022 to December 31, 2022,
- 6) additional information and explanations.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 6**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On the allocation of the net profit earned for the financial year 2022***

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 2 of the Commercial Companies Code and § 29 section 1 item 2 of the Company's Articles of Association, it is resolved as follows :

**§ 1**

It is agreed that the net profit earned for the fiscal year from 01-01-2022 to 31-12-2022 in the amount of PLN 110,369,221.67, (one hundred and ten million three hundred and sixty-nine thousand two hundred and twenty-one zlotys 67/100) will be transferred to the Company's reserve capital.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 7**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting the President of the Management Board a vote of approval for the performance of his duties in 2022***

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Code of Commercial Companies in connection with § 29 section 1 item 3 of the Company's Articles of Association, it is resolved as follows :

**§ 1**

The President of the Management Board of CARLSON INVESTMENTS European Company - **Mr. Alexander Gruszczynski is hereby** granted a vote of approval for the performance of his duties in 2022, i.e. **for the period from January 1, 2022 to December 31, 2022 .**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 8**  
**Annual General Meeting**

**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting of Shareholders, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code in conjunction with § 29(1)(3) of the Company's Articles of Association, resolves as follows:

**§ 1**

A member of the Supervisory Board of CARLSON INVESTMENTS European Company - **Mr.: Serge Telle** is hereby granted a **discharge** of his duties in 2022, i.e. **for the period from 01-01-2022 to 31-12-2022.**

**§ 2**

The resolution comes into force on the date of adoption.



**RESOLUTION No. 9**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies, in connection with § 29(1)(3) of the Company's Articles of Association, resolves as follows :

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Mr. Lukasz Marczuk** is hereby granted a vote of **approval** of his duties in 2022, i.e. **for the period from 01-01-2022 to 31-12-2022.**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 10**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting of Shareholders, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code in conjunction with § 29(1)(3) of the Company's Articles of Association, resolves as follows:

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Mr.: Damian Goryszewski**, is hereby granted a vote of **approval** of his duties in 2022, i.e. **for the period from 01-01-2022 to 31-12-2022.**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 11**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies, in connection with § 29(1)(3) of the Company's Articles of Association, resolves as follows :

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Ms: Kinga Dębicka, discharge** of her duties in 2022, i.e. **for the period from 01-01-2022 to 06-07-2022.**

**§ 2**

The resolution comes into force on the date of adoption.

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**RESOLUTION No. 12**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies, in connection with § 29(1)(3) of the Company's Articles of Association, resolves as follows :

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Ms: Penelope Hope, discharge** of her duties in 2022, i.e. **for the period from 01.01.2022 to 31.12.2022.**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 13**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies, in connection with § 29(1)(3) of the Company's Articles of Association, resolves as follows :

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Ms: Silvia Andriotto, discharge** of her duties in 2022, i.e. **for the period from 01.01.2022 to 31.12.2022.**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 14**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting of Shareholders, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code in conjunction with § 29(1)(3) of the Company's Articles of Association, resolves as follows:

**§ 1**

**Discharge** is granted to the Member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Ms.: Isabelle Peeters, for the** performance of her duties in 2022, i.e. **for the period from 01.01.2022 to 31.12.2022 .**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 15**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On granting a discharge to a member of the Company's Supervisory Board for the performance of his duties in 2022.***

The Ordinary General Meeting of Shareholders, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code in conjunction with § 29(1)(3) of the Company's Articles of Association, resolves as follows:

**§ 1**

A member of the Supervisory Board of **CARLSON INVESTMENTS** European Company - **Ms: Violetta Vrublevskaya, discharge** of her duties in 2022, i.e. **for the period from 01.01.2022 to 29.06.2022.**

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 16**  
**Annual General Meeting**

**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

***On making changes in the composition of the Supervisory Board of the Company***

**§ 1**

The Ordinary General Meeting, pursuant to Article 385 § 1 of the Code of Commercial Companies in connection with § 16 section 2 of the Company's Articles of Association, resolves to change the composition of the Supervisory Board of CARLSON INVESTMENTS European Company by:

1. dismissal/reappointment of you .....
2. dismissal/reappointment of you .....
3. dismissal/reappointment of you .....
4. dismissal/reappointment of you .....
5. dismissal/reappointment of you .....

**§ 2**

The resolution comes into force on the date of adoption.



**RESOLUTION No. 17**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

**On increasing the Company's share capital, depriving shareholders of their pre-emptive rights and amending the Company's Articles of Association**

Acting pursuant to Article 431 § 1, § 2(1), § 3a, § 6 and § 7, in conjunction with Article 432 §1, in conjunction with Article 433 § 1 and 2, in conjunction with Article 430 § 1 and in conjunction with Article 310 § 2 of the Code of Commercial Companies, in conjunction with § 29 (1)(5) and (6) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows :

**§ 1**

(1) The Company's share capital shall be increased by an amount not less than EUR 100,000.00 (one hundred thousand euros and 00/100) and not more than EUR 1,000.000.00 EUR (one million euros and 00/100), by issuing not less than 119048 (one hundred and nineteen thousand forty-eight) and not more than 1190476 (one million one hundred and ninety thousand four hundred and seventy-six) series U shares with consecutive numbers from number 0,000,001 to number 1,190,476, with a par value of EUR 0.84 (in words: eighty-four euro cents) per share ("Series U Shares").

2 Series U Shares shall be ordinary bearer shares. No special rights will be attached to the Series U Shares.

3 Series U shares may be covered by cash or non-cash contributions.

4 Series U Shares shall be offered, by way of private subscription, within the meaning of Article 431 § 2(1) of the Commercial Companies Code, through the Company's offers to acquire Series U Shares to no more than 149 (one hundred and forty-nine) designated addressees to be designated by the Company's Board of Directors in a resolution.

(5) Written acceptance of the offers to acquire Series U Shares and signing of the agreements to acquire Series U Shares shall take place within 6 (six) months from the date of adoption of this resolution. The share capital increase shall come into effect if Series U Shares with a total par value of EUR 100,000.00 (one hundred thousand euros and 00/100) are duly taken up.

6 The date of payment of contributions for Series U Shares shall be determined by the Company's Board of Directors in a resolution.

7 Series U Shares will be subject to mandatory dematerialization and therefore by law may not be issued in documentary form and may not by law be issued in collective share certificates.

8 The issue price of Series U Shares shall be determined by the Company's Board of Directors in a resolution.

9. Series U Shares will participate in dividends on the following terms:

(a) Series U Shares first recorded in the Shareholders' Register in a given fiscal year, no later than the dividend date set by the Company's General Meeting, inclusive, shall participate in profit distributions beginning on the first day of the fiscal year preceding the fiscal year in which the Series U Shares were recorded in the Shareholders' Register;

(b) Series U Shares registered for the first time in the Shareholders' Register in a given fiscal year, after the dividend date established by the Company's General Meeting, shall participate in the distribution of profits starting from the first day of the fiscal year in which the Series U Shares were registered in the Shareholders' Register.

## § 2

1 The Ordinary General Meeting acknowledges and approves the conclusions of the written opinion of the Company's Management Board justifying the reasons for depriving the Company's shareholders of their subscription rights to the Series U Shares in full.

(2) In the interest of the Company, the Company's existing shareholders shall be entirely deprived of their subscription rights to the Series U Shares.

## § 3

In connection with the increase of the Company's share capital, pursuant to § 1 of this resolution, the Articles of Incorporation of the Company are amended by giving new wording to § 6 of the Company's Articles of Incorporation:

### "SHARE CAPITAL, AUTHORIZED CAPITAL, REDEMPTION OF COMPANY SHARES

#### § 6

1. the Company's share capital is no less than 7,287,823.72 EURO (seven million two hundred eighty seven thousand eight hundred twenty three EURO 72/100) and no more than 8,187,823.72 EURO (eight million one hundred eighty seven thousand eight hundred twenty three EURO 72/100) and is divided into the following shares:

(2) The shares mentioned 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

EUR 0.84 (in words: eighty-four euro cents) each,

b) 7,500 (in words: seven thousand five hundred) series "B" bearer shares with a value of nominal EUR 0.84 (in words: eighty-four euro cents) each,

c) 12,500 (in words: twelve thousand five hundred) bearer series "C" shares with a value of nominal EUR 0.84 (in words: eighty-four 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 0.84 (in words: eighty-four euro cents) each,

e) 5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 0.84.

(in words: eighty-four euro cents) each,

(f) 29,875 (twenty-nine thousand eight hundred and seventy-five) shares on the series "F" bearer with a nominal value of EUR 0.84 (in words: eighty-four euros cents) each,

g) 4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a value of

nominal EUR 0.84 (in words: eighty-four euro cents) each,

h) 4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,

i) 46,375 (forty-six thousand three hundred and seventy-five) series "J" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,

j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a value of nominal EUR 0.84 (in words: eighty-four euro cents) each,

(k) 129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) shares per series "L" bearer with a nominal value of EUR 0.84 (in words: eighty-four euros cents) each,

l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) bearer shares Series M with a nominal value of EUR 0.84 (in words: eighty-four 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 0.84 (eighty-four euro cents) each,

n) 2,499,999 (two million four hundred and ninety-nine thousand nine hundred and ninety-nine) series "O" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,

o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a value of nominal EUR 0.84 (in words: eighty-four euro cents) each,

p) 1,201,578 (one million two hundred and one thousand five hundred and seventy-eight) shares

*bearer series "R" with a nominal value of EUR 0.84 (in words: eighty-four Euro cents) each,*  
*r) 1,234,010 (one million two hundred and thirty-four thousand and ten) shares per*  
*"S" series bearer with a nominal value of EUR 0.84 (in words: eighty-four euros)*  
*cents) each,*  
*s) 601,238 (six hundred and one thousand two hundred and thirty-eight) bearer shares of*  
*series*  
*"T" with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,*  
*t) not less than 119,048 (one hundred and nineteen thousand forty-eight) and not more than*  
*1,190,476 (one million one hundred and ninety thousand four hundred and seventy-six)*  
*series "U" bearer shares with a nominal value of EUR 0.84 (eighty-four euro cents) each.*

#### **§ 4**

The Company's Ordinary General Meeting resolves to apply for admission and introduction of Series U Shares to trading in the Alternative Trading System on the NewConnect market operated by the Warsaw Stock Exchange. ("WSE").

#### **§ 5**

(1) In connection with the adopted increase of the Company's share capital and the adopted amendment of the Company's Articles of Association, the Board of Directors of the Company is authorized and obligated to perform all legal and factual acts necessary to implement this resolution in this part, in accordance with applicable laws, including in particular:

- a) determine, in the form of a resolution of the Board of Directors, the deadline [for payment of cash contributions / non-cash contributions] for Series U Shares;
- b) determine, in the form of a resolution of the Board of Directors, the issue price of Series U Shares
- c) designate, in the form of a resolution of the Board of Directors, no more than 149 designated addressees to whom the Company will make offers to acquire Series U Shares;
- d) submit to no more than 149 designated addressees offers to acquire Series U Shares, pursuant to Article 431 § 2(1) of the Code of Commercial Companies, on the terms and conditions set forth in this resolution, and conclude agreements with them to acquire Series U Shares;
- e) submission to the registry court of a duly completed and paid-up application for registration of the share capital increase and amendment of the Company's Articles of Association resulting from this resolution;
- (f) to perform all other factual and legal acts necessary to implement the provisions of this Resolution.

(2) In connection with the decision to apply for admission and introduction of the Series U Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE and the obligation to dematerialize the Series U Shares, the Company's Management Board is authorized to perform all legal and factual actions necessary to implement this resolution in this part, in accordance with the applicable laws, including in particular:

- a) take all actions necessary for dematerialization of the Series U Shares, including conclusion of an agreement with the National Depository for Securities for registration of the Series U Shares at the securities depository;
- b) take all actions necessary to introduce the Series U Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE;
- (c) submission of any relevant applications or notifications to the Financial Supervisory Commission to the National Securities Depository S.A. or to the WSE;
- (d) to perform all other factual and legal acts necessary to implement the provisions of this Resolution.

#### **§ 6**

This resolution shall become effective upon registration in the National Court Register of the amendments to the Articles of Association adopted pursuant to this resolution of the Annual General Meeting of June 28, 2023 .

**RESOLUTION No. 18**  
**Annual General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated June 28, 2023.**

**On authorizing the Supervisory Board to determine the uniform text of the Articles of Association**

**§ 1**

The Ordinary General Meeting, pursuant to Article 430 § 5 of the Commercial Companies Code, authorizes the Company's Supervisory Board to establish the uniform text of the Company's Articles of Association, taking into account the changes resulting from the resolutions adopted at today's Ordinary General Meeting of the Company.

**§ 2**

The resolution comes into force on the date of adoption.