

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT THE ANNUAL GENERAL MEETING
CARLSON INVESTMENTS SE.
on January 4, 2024 at 11:00 am

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

VOTING INSTRUCTION FORM FOR SHAREHOLDER PROXY
at the Extraordinary General Meeting
CARLSON INVESTMENTS SE
on January 4, 2024

SHAREHOLDER DATA:

Name:

Address:
.....

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

I, the undersigned
(imię and name/name)

entitled to participate in the Extraordinary General Meeting of CARLSON INVESTMENTS SE on **January 4, 2024**
on the basis of the Certificate of 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 card number:

by means of this form, I cast my vote and/or include instructions for voting by proxy on each of the resolutions
scheduled to be adopted in the course of the Annual General Meeting of CARLSON INVESTMENTS SE on January
4, 2024 in accordance with the agenda announced by the Company.

.....
(date and signature)

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Resolution 1
Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated January 4, 2024.
on the appointment of the Chairman of the Extraordinary General Meeting

§ 1

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

§ 2

The resolution comes into force on the date of adoption.

§ 3

The resolution was adopted by secret ballot.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may express an objection below with a request to be entered in the minutes.

Content of objection*:

.....
.....

Instructions on how to vote by proxy on Resolution No. on

.....

Content of instructions*:

.....
.....

.....
(Shareholder's signature)

* in case of no objection/no instruction, the dotted spaces should be crossed out

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Resolution 2
Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated January 4, 2024.
on the adoption of the agenda

§ 1

The Extraordinary General Meeting adopts the following agenda:

1. Opening of the Extraordinary 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) changes in the composition of the Company's Supervisory Board;
 - 2) increase the Company's share capital, deprive shareholders of pre-emptive rights and amend the Company's Articles of Association.
 - 3) authorize the Supervisory Board to determine the consolidated text of the Company's Articles of Association.
- 5 Closing of the Assembly.

§ 2

The resolution comes into force 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 express an objection below with a request to be entered in the minutes.

Content of objection*:

.....
.....

Instructions on how to vote by proxy on Resolution No. on

.....

Content of instructions*:

.....
.....

.....
(Shareholder's signature)

* in case of no objection/no instruction, the dotted spaces should be crossed out

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RESOLUTION No. 3
Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated January 4, 2024.
On changes in the composition of the Company's Supervisory Board
[draft].

§ 1

The Extraordinary 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.

§ 3

The resolution was adopted by secret ballot.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may express an objection below with a request to be entered in the minutes.

Content of objection*:

.....
.....

Instructions on how to vote by proxy on Resolution No. on

.....
.....

Content of instructions*:

.....
.....

.....
(Shareholder's signature)

* in case of no objection/no instruction, the dotted spaces should be crossed out

FORM TO EXERCISE VOTING RIGHTS BY PROXY
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Resolution 4
Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated January 4, 2024.

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

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

§ 1

(1) The Company's share capital shall be increased by an amount not less than EUR 10,000.00 (ten thousand euros and 00/100) and not more than EUR 1,500.000.00 EUR (one million five hundred thousand euros and 00/100), through the issuance of not less than 11905 (eleven thousand nine hundred and five) and not more than 1,785,714 (one million seven hundred and eighty-five thousand seven hundred and fourteen) series V shares with consecutive numbers from number 0,000,001 to number 1,500,000, with a nominal value of EUR 0.84 (in words: eighty-four euro cents) per share ("Series V Shares").

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

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

4 Series V 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 V 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 offers to take up Series V Shares and signing of agreements to take up Series V 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 V Shares with an aggregate nominal value of EUR 10,000.00 (ten thousand euros and 00/100) are duly taken up.

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

7 Series V shares will be subject to mandatory dematerialization and therefore by law cannot be issued in documentary form and cannot by law be issued in collective share certificates.

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

9. Series V shares will participate in dividends on the following terms:

(a) Series V 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 Series V Shares were recorded in the Shareholders' Register;

(b) Series V 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 profit distribution starting from the first day of the fiscal year in which Series V Shares were registered in the Shareholders' Register.

§2

1 The Extraordinary 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 Series V Shares in full.

(2) In the interest of the Company, existing shareholders of the Company shall be deprived of their subscription rights to Series V Shares in full.

§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

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1. the Company's share capital is not less than EURO 7,297,823.72 (seven million two hundred and ninety-seven thousand eight hundred and twenty-three EURO 72/100) and not more than EURO 9,687,823.72 (nine million six hundred and eighty-seven thousand eight hundred and 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.*
- (u) not less than 11,905 (eleven thousand nine hundred and five) and not more than 1,785,714 (one million seven hundred and eighty-five thousand seven hundred and fourteen) series "V" bearer shares with a nominal value of EUR 0.84 (eighty-four euro cents) each."*

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The Extraordinary General Meeting of the Company resolves to apply for admission and introduction of Series V 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 / in-kind contributions] for Series V Shares;
- b) determine, in the form of a resolution of the Management Board, the issue price of Series V Shares
- c) to designate, in the form of a resolution of the Board of Directors, no more than 149 designated addressees to whom offers to acquire Series V Shares will be made by the Company;
- d) to submit to no more than 149 designated addressees offers to acquire Series V Shares, pursuant to Article 431 § 2(1) of the Commercial Companies Code, on the terms and conditions set forth in this resolution, and to conclude agreements with them to acquire Series V 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 Series V Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE and the obligation to dematerialize Series V Shares, the Board of Directors of the Company is authorized to perform all legal and factual acts necessary to implement this resolution in this part, in accordance with applicable laws, including in particular:

- a) to take all actions necessary for the dematerialization of the Series V Shares, including the conclusion of an agreement with the National Securities Depository S.A. for the registration of the Series V Shares in the securities depository;
- b) to take all necessary actions to introduce Series V 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 Incorporation adopted pursuant to this resolution of the Extraordinary Shareholders' Meeting of January 4, 2024.

§ 7

The resolution comes into force on the date of adoption.

§ 8

The resolution was adopted by open vote.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on

A shareholder may express an objection below with a request to be entered in the minutes.

Content of objection*:

.....
.....

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Instructions on how to vote by proxy on Resolution No. on

.....
Content of instructions*:
.....

.....
(Shareholder's signature)

* in case of no objection/no instruction, the dotted spaces should be crossed out

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Resolution 5
Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated January 4, 2024.

On authorization of the Supervisory Board to determine the uniform text of the Articles of Association [draft].

§ 1

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

§ 2

The resolution comes into force on the date of adoption.

§ 3

The resolution was adopted by open vote.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may express an objection below with a request to be entered in the minutes.

Content of objection*:

.....
.....

Instructions on how to vote by proxy on Resolution No. on

Content of instructions*:

.....

.....
(Shareholder's signature)

* in case of no objection/no instruction, the dotted spaces should be crossed out