

**RESOLUTION No. 1**

**Extraordinary General Meeting**

**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**

**dated February 4, 2025.**

***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.

**RESOLUTION No. 2**  
**Extraordinary General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated February 4, 2025.**  
***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) the issue of series A bearer subscription warrants with the exclusion of the pre-emptive rights of the Company's existing shareholders, (ii) a conditional increase in the Company's share capital through the issue of series X ordinary bearer shares with the exclusion of the pre-emptive rights of the Company's existing shareholders, (iii) a related amendment to the Company's Articles of Association, and (iv) on applying for admission of series A subscription warrants and series X shares to trading on a regulated market or their introduction to trading in an alternative trading system.
- 5 Closing of the Assembly.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 3**  
**Extraordinary General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated February 4, 2025.**

***On changes in the composition of the Company's Supervisory Board***

**§ 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 appointing Mr. .... to the Supervisory Board of the Company.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 4**  
**Extraordinary General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated February 4, 2025.**

***On changes in the composition of the Company's Supervisory Board***

**§ 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 appointing Mr. .... to the Supervisory Board of the Company.

**§ 2**

The resolution comes into force on the date of adoption.

**RESOLUTION No. 5**  
**Extraordinary General Meeting**  
**CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland**  
**dated February 4, 2025.**

on (i) the issue of series A bearer subscription warrants excluding the pre-emptive rights of the Company's existing shareholders, (ii) a conditional increase in the Company's share capital through the issue of ordinary series X bearer shares excluding the pre-emptive rights of the Company's existing shareholders, (iii) a related amendment to the Company's Articles of Association, and (iv) on applying for admission of series A subscription warrants and series X shares to trading on a regulated market or their introduction to trading in an alternative trading system

The Extraordinary General Meeting of the company operating under the name CARLSON INVESTMENTS SE, with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 393(5), Article 433 § 2, Article 448, Article 449 § 1 and Article 453 § 2 and 3 of the Law of September 15, 2000. - Commercial Companies Code ("**CCC**"), hereby resolves as follows:

**§ 1**

**Issuance of Subscription Warrants**

1. The Extraordinary General Meeting of the Company resolves to issue up to 18,372,020 (in words: eighteen million, three hundred and seventy-two thousand and twenty) series A bearer subscription warrants entitling their holder to subscribe for series X ordinary bearer shares ("**Series X Shares**") issued by the Company pursuant to this resolution, excluding the pre-emptive rights of the Company's existing shareholders (the "**Subscription Warrants**").
2. The Warrants will be non-documentary securities and will be subject to registration with a securities depository.
3. Rights from the Warrants shall arise upon their first entry into a securities account (within the meaning of Article 4(1) of the Act on Trading in Financial Instruments of July 29, 2005 (the "Trading Act") or omnibus account (within the meaning of Article 8a(1) of the Trading Act) (the "**Record Date**").
4. The Warrants will be issued free of charge and have no issue price.
5. The right to subscribe for the Subscription Warrants will be vested in financial investors, industry investors, contractors or other entities relevant to their operations, selected by the Company's Board of Directors, with the proviso, however, that there will be no more than 149 (*in words: one hundred and forty-nine*) such entities.
6. Each Warrant shall entitle the holder to subscribe for 1 (one) Series X Share at the issue price set forth in § 2 Section 6 hereof.
7. Each Subscription Warrant will be transferable.
8. The rights under the Warrants may be exercised by the holder at any time, but not earlier than on the Record Date and no later than 10 years from the date of adoption of this resolution, i.e. no later than February 4 2035 (inclusive).
9. The rights under the Warrants from which the right to subscribe for the Series X Shares is not exercised within the period specified in Section 8 above shall expire at the end of that period.
10. In the event of transformation or liquidation of the Company, the Warrants (including the right incorporated therein to take up Series X Shares) shall expire.
11. The Extraordinary Shareholders' Meeting resolves that the Subscription Warrants may be the subject of application by the Company - depending on the decision of the Company's Management Board - for their admission to trading on a regulated market or their introduction to trading in an alternative trading system.

12. The Extraordinary General Meeting authorizes the Management Board of the Company and the Supervisory Board of the Company to take all factual and legal actions necessary to carry out the issuance and allocation of the Subscription Warrants to the entities referred to in sec. 5 above, including to conclude with the NDS or the securities depository competent for the future registered office of the Company an agreement on registration of the Subscription Warrants in the securities depository maintained by the NDS or the securities depository competent for the future registered office of the Company, and to take any other actions related to their dematerialization, as well as to possibly admit the Subscription Warrants to trading on the regulated market or introduce them to trading in the alternative trading system.

## § 2

### Conditional increase in the Company's share capital

1. In order to grant the holders of the Subscription Warrants the right to subscribe for the Series X Shares, the Extraordinary General Meeting of the Company resolves to conditionally increase the Company's share capital by no more than EUR 15,432,496.80 (*in words: fifteen million four hundred and thirty-two thousand four hundred and ninety-six euros 80/100*) by issuing no more than 18.372,020 (*in words: eighteen million, three hundred and seventy-two thousand and twenty*) series X ordinary bearer shares with a par value of EUR 0.84 (*in words: eighty-four euro cents*) each (i.e., Series X Shares).
2. Series X shares will be non-documentary securities and will be subject to registration with a securities depository.
3. The right to take up the Series X Shares shall be vested in the holders of the Warrants on the date indicated in § 1 item 8 of this resolution.
4. Acquisition of the Series X Shares by the holder of the Warrants in exercise of the rights under the Warrants shall require: (i) payment of the issue price set forth in § 2 Section 6 hereof, and (ii) submission of a duly completed statement of subscription for the Series X Shares on a form prepared by the Company pursuant to Article 451 of the Companies Act.
5. The Series X Shares will be fully covered by cash contributions made by the holder of the Warrants on the date of the holder's declaration to acquire the Series X Shares in exercise of the rights under the Warrants.
6. The unit issue price of the Series X Shares will be 75% of the average market price per share of the Company as of the day preceding the day on which the holder of the Warrant submits a statement to to acquire the Series X Shares, but no less than the nominal value of one Series Share
7. Series X shares will participate in dividends on the following terms:
  - 1) Series X shares, the rights of which arose no later than on the dividend date established in the resolution of the General Meeting of the Company on the distribution of profit for the previous fiscal year in the form of dividends, shall participate in dividends starting from the profit for the fiscal year immediately preceding the year in which the rights of such shares arose, i.e. they shall participate in dividends as of January 1 of the fiscal year preceding the year in which they arose;
  - 2) Series X shares, the rights of which arose after the dividend date established in the resolution of the General Meeting of the Company on the distribution of profit for the previous fiscal year in the form of dividends, shall participate in dividends starting from the profit for the fiscal year in which the rights of such shares arose, i.e. from January 1 of the fiscal year in which they arose.
8. The Extraordinary General Meeting resolves that the Series X Shares may be subject to the Company's application, at the discretion of the Company's Management Board, for their admission to trading on the regulated market or their introduction to trading in the alternative trading system.
9. The Extraordinary General Meeting authorizes the Company's Management Board and the Company's Supervisory Board to take all factual and legal actions necessary to carry out the issuance of Series X Shares, including to conclude with the relevant securities depository - within

no longer than 3 (*say: three*) months from the date of submission by the holder of the Warrants of a statement on acquisition of the Series X Shares - to conclude an agreement on registration of the Series X Shares with the relevant securities depository and to undertake all other actions related to their dematerialization, as well as to possibly admit the Series X Shares to trading on the regulated market or their introduction to trading in the alternative system.

### § 3

#### **Deprivation of subscription rights**

1. The Extraordinary General Meeting of the Company, considering that it is justified and in the interest of the Company and its shareholders, resolves to deprive the Company's existing shareholders of their subscription rights to the Subscription Warrants and Series X Shares in full. The Company's Board of Directors presented to the Extraordinary General Meeting, in the form of a resolution, a written opinion justifying the reasons for depriving the Company's existing shareholders of their subscription rights to the Subscription Warrants and the related Series X Shares in full, as well as the method of determining the issue price of the Series X Shares, with the following wording:

"JUSTIFICATION FOR DEPRIVING THE COMPANY'S EXISTING SHAREHOLDERS IN FULL OF THEIR SUBSCRIPTION RIGHTS TO SERIES A SUBSCRIPTION WARRANTS AND SERIES X SHARES.

The purpose of adopting the EGM Resolution is for the Company to obtain an additional source of financing for its operations, which will serve to achieve the Company's goals, in particular to take advantage of investment opportunities that come its way, as well as to continue the Company's development strategy and increase the scale of its business without incurring external debt.

The only alternative source of financing of the Company's operations potentially available to the Company is the acquisition of at least one investor willing to provide financing to the Company. As of the date of this opinion, the Company's Management Board is in talks with potential investors to determine the basic terms of their recapitalization of the Company. In order to ensure that the Company is able to obtain the financing in question, it is necessary to carry out an issue of Subscription Warrants entitling their holder to take up Series X Shares with exclusion of pre-emptive rights of the Company's existing shareholders.

Therefore, depriving the Company's existing shareholders of the pre-emptive rights to the Subscription Warrants and Series X Shares is in the interest of the Company and its shareholders, as it is intended to optimize the process of obtaining equity financing for the Company's operations by providing the Company with the flexibility needed in the current environment and the ability to target the offering exclusively to investors selected by the Company's Management Board. As a result, the Company will increase its competitiveness in the market, and this will undoubtedly promote the long-term interests of all the Company's shareholders.

In view of the above, in the opinion of the Company's Management Board, it is justified to deprive the Company's shareholders of the subscription rights to the Subscription Warrants and Series X Shares in full, therefore the Management Board recommends that the Extraordinary General Meeting of the Company adopt the EGM Resolution and issue the Subscription Warrants and Series X Shares with deprivation of the Company's existing shareholders of the subscription rights to the Subscription Warrants and Series X Shares in full.

JUSTIFICATION OF THE METHOD OF DETERMINING THE ISSUE PRICE OF SERIES X SHARES

Taking into account all the circumstances influencing the determination of the issue price of the Series X Shares, including first and foremost the prevailing situation on the capital market and the valuation of the Company by that market, and taking into account that, pursuant to the draft Resolution of the EGM, the right to take up the Series X Shares will be vested in the holders of the Subscription Warrants until 04.02.2035, in the opinion of the Board of Directors, setting the issue price of the Series X Shares based on the averaged price of the Company's Shares as of the day preceding the day on which the holder of the Subscription Warrant submits a statement to acquire

the Series X Shares will be the value that best reflects the current economic situation and takes into account the conditions prevailing in the securities market without disadvantaging both current and future investors of the Company.

Therefore, and taking into account the best interests of the Company, the Board of Directors proposes that in the draft Resolution of the EGM, the unit issue price of the Series X Shares should be set as a value equal to 75% of the average market price per share of the Company on the day preceding the day on which the holder of the Warrant submits a statement to acquire the Series X Shares, but no less than the par value of one Series X Share."

2. The contents of the opinion of the Company's Board of Directors, referred to in paragraph 1 above, shall at the same time constitute the motivation for this resolution required by Article 449 § 1 in conjunction with Article 445 § 1 of the Companies Act with respect to the issuance of the Warrants and the conditional increase of the share capital through the issuance of Series X Shares.

#### § 4

##### **Amendment of the Articles of Association**

1. The Extraordinary General Meeting of the Company, in connection with the conditional increase of the Company's share capital effected pursuant to this resolution, resolves to amend the Company's Articles of Association so that § 6<sup>1</sup> added after § 6, which reads as follows:

##### *"§ 6<sup>1</sup>*

*1 The Company's conditional share capital shall be no more than EUR 15,432,496.80 (in words: fifteen million four hundred and thirty-two thousand four hundred and ninety-six euros 80/100) and shall be divided into no more than 18,372,020 (in words: eighteen million three hundred and seventy-two thousand and twenty) series X ordinary bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each.*

*(2) The purpose of the conditional share capital increase is to grant the right to subscribe for series X shares to holders of series A bearer subscription warrants issued by the Company pursuant to Resolution No. [●] of the Extraordinary General Meeting of the Company dated February 4, 2025 (the "**Subscription Warrants**").*

*(3) The holders of Subscription Warrants shall be entitled to take up X series shares. The right to take up X series shares may be exercised until 04.02.2035 (inclusive)."*

2. Acting pursuant to Article 430 § 5 of the Code of Commercial Companies, the Extraordinary General Meeting of the Company authorizes the Company's Supervisory Board to prepare the consolidated text of the Company's Articles of Association, taking into account the amendment made pursuant to paragraph 1 above.

#### § 5

##### **Entry into force**

This resolution shall become effective upon its adoption, subject to the need for the registry court to register the amendments to the Company's Articles of Association and the conditional increase in the Company's share capital resulting from this resolution in the Register of Entrepreneurs of the National Court Register.