

RESOLUTION NO. 1
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated February 04, 2025
on appointment of the Chairman of the Extraordinary General Meeting

§ 1

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

§ 2

The resolution shall come into force on the date of its adoption. Mr. Aleksander Gruszczynski, stated that the above resolution was adopted unanimously by secret ballot.

Mr. Aleksander Gruszczynski stated that the number of shares from which valid votes were cast is 6,406,023 the number of votes from these shares is 6,406,023 the percentage share of these shares in the share capital is 69.42%, the total percentage share in the number of votes is 69.42%, in the vote a total of 6,406,023 valid votes were cast "for", the total number of valid votes "against" was cast 0, the total number of valid votes "abstaining" was cast 0, no objections were raised. The Chairman of the Meeting ordered that the attendance list be prepared and signed by the Shareholders and stated that 6,406,023 shares of the Company are represented at today's Meeting, the number of votes from these shares is 6,406,023, the percentage of these shares in the share capital is 69.42%, the percentage of total votes is 69.42%. He then stated that the Meeting was duly convened. The Chairman of the Meeting stated that the Shareholders did not raise any objections either to the holding of the Meeting or to the venue of the Meeting, or to the inclusion of individual issues in the proposed agenda, so the Meeting is capable of passing valid and binding resolutions.

RESOLUTION NUMBER 2
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated February 04, 2025
regarding 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 capacity to adopt resolutions.
3. Adoption of the agenda.----- .
4. Adoption of resolutions on matters:-----
 - 1) changes in the composition of the Company's Supervisory Board;-----
 - 2) (i) issuance of series A bearer subscription warrants with exclusion of pre-emptive rights of the Company's existing shareholders, (ii) conditional increase of the Company's share capital through issuance of series X ordinary bearer shares with exclusion of pre-emptive rights of the Company's existing shareholders, (iii) related amendment of 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 Meeting.-----

§ 2

The resolution comes into force on the date of adoption.-----

Mr. Wojciech Matusiak, stated that the above resolution was adopted unanimously in an open vote. Mr. Wojciech Matusiak stated that the number of shares from which valid votes were cast is 6,406,023 the number of votes from these shares is 6,406,023 the percentage share of these shares in the share capital is 69.42%, the total percentage share in the number of votes is 69.42%, in the vote a total of 6,406,023 valid votes were cast “for”, the total number of valid votes “against” was cast 0, the total number of valid votes “abstaining” was cast 0, no objections were raised.

To item 4 (1) of the agenda:The Chairman then put the following resolutions to a vote.

RESOLUTION No. 3
of the Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated February 04, 2025
regarding 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 item 2 of the Company's Articles of Association, decides to change the composition of the Supervisory Board of CARLSON INVESTMENTS SE by appointing Mr. Jakub Piórkowski (PESEL: 82072400672), as a member of the Supervisory Board of CARLSON INVESTMENTS SE.

§2

The resolution shall come into force as of the date of its adoption. The Chairman stated that the above resolution was adopted unanimously in a secret ballot.

Mr. Wojciech Matusiak stated that the number of shares from which valid votes were cast is 6,406,023 the number of votes from these shares is 6,406,023 the percentage share of these shares in the share capital is 69.42%, the total percentage share in the number of votes is 69.42%, in the vote a total of 6,406,023 valid votes were cast “for”, the total number of valid votes “against” was cast 0, the total number of valid votes “abstaining” was cast 0, no objections were raised.

RESOLUTION No. 4
of the Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
of February 04, 2025
regarding 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 item 2 of the Company's Articles of Association, decides to change the composition of the Supervisory Board of CARLSON INVESTMENTS European Company by appointing Mr. Wojciech Matusiak (PESEL: 88042404736), as a member of the Supervisory Board of CARLSON INVESTMENTS European Company.

§2

The resolution shall come into force as of the date of its adoption. The Chairman stated that the above resolution was adopted unanimously in a secret ballot.

Mr. Wojciech Matusiak stated that the number of shares from which valid votes were cast is 6,406,023 the number of votes from these shares is 6,406,023 the percentage share of these shares in the share capital is 69.42%, the total percentage share in the number of votes is 69.42%, in the vote a total of 6,406,023 valid votes were cast “for”, the total number of valid votes “against” was cast 0, the total number of valid votes “abstaining” was cast 0, no objections were raised.

At this point, the proxy of all shareholders made a formal motion to adopt a resolution to adjourn the General Meeting and resume the General Meeting on February 11, 2025, at 10:00 am.

The Chairman put the following resolution to a vote.

RESOLUTION No. 5
of the Extraordinary General Meeting
CARLSON INVESTMENTS SE with its registered office in Warsaw, Poland
dated February 04, 2025. on adjournment of the Extraordinary General Meeting

The Extraordinary General Meeting of the company operating under the name CARLSON INVESTMENTS SE, with its registered office in Warsaw, Poland (the “Company”), resolves to convene a recess in the meeting and to resume the meeting of the Extraordinary General Meeting on February 11, 2025 at 10:00 am.

The Chairman stated that the above resolution was adopted unanimously in an open vote.

Mr. Wojciech Matusiak stated that the number of shares from which valid votes were cast is 6,406,023 the number of votes from these shares is 6,406,023 the percentage share of these shares in the share capital is 69.42%, the total percentage share in the number of votes is 69.42%, in the vote a total of 6,406,023 valid votes were cast “for”, the total number of valid votes “against” was cast 0, the total number of valid votes “abstaining” was cast 0, no objections were raised.