

KOMISJA NADZORU FINANSOWEGO

Raport bieżący nr

4

2026

Data sporządzenia: 2026-02-13

Skrócona nazwa emitenta

CARLSON INVESTMENTS S.E.

Temat

Final closing of the sale of shares in Carlson Ventures International Limited (satisfaction of suspensive condition);
elimination of cross-holding

Podstawa prawna

Article 17(1) MAR

The Management Board of Carlson Investments SE (the "Issuer") announces that on 13 February 2026 the required members' approval of Carlson Fintech Partners LLC (the "Buyer") was granted for the acquisition of shares in Carlson Ventures International Limited (BVI). Accordingly, the suspensive condition set out in the share sale agreement dated 30 December 2025 has been satisfied and the transaction has finally closed (Completion/Closing). The Issuer sold 3,047 ordinary shares in Carlson Ventures International Limited (the "Company") to the Buyer. The transaction relates solely to the Issuer's shareholding (the Issuer was not the sole shareholder of the Company). The sale price is USD 4,005,372.91 (USD 1,314.53 per share). The price will be settled by 31 December 2026 in cash and/or by granting the Issuer (or a designated entity) non-voting Participation Rights in Carlson Fintech Partners LLC (purely economic rights, without voting or control rights). The parties agreed an economic effective date of 30 December 2025.

The realised profit on the transaction (difference between acquisition cost: $3,047 \times \text{USD } 1,000 = \text{USD } 3,047,000$ and sale price: USD 4,005,372.91) amounts to USD 958,372.91 (for information: approx. PLN 3,444,008.89 at NBP USD/PLN 3.5936 as of 30 December 2025). Figures may be adjusted under the Issuer's accounting policies.

The Issuer indicates that the transaction and any settlement instruments (non-voting Participation Rights) do not result in control / joint control / significant influence over the Buyer or the Company within the meaning of IFRS 10 and IAS 28, and therefore do not create any consolidation basis.

The transaction simplifies the structure by eliminating a cross-holding, as Carlson Ventures International Limited is a direct shareholder of the Issuer, reducing related presentation and elimination complexities.

CARLSON INVESTMENTS SPÓŁKA EUROPEJSKA

(pełna nazwa emitenta)

CARLSON INVESTMENTS S.E.

Finanse inne (fin)

(skrótowa nazwa emitenta)

(sektor wg. klasyfikacji GPW w W-wie)

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PODPISY OSÓB REPREZENTUJĄCYCH SPÓŁKĘ

Data	Imię i Nazwisko	Stanowisko/Funkcja	Podpis
2026-02-13	Artur Jedrzejewski	CEO	