

RESOLUTION No. 1
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024
on appointment of the Chairperson of the Ordinary General Meeting

§ 1

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

§ 2

The resolution comes into force as of the date of its adoption.

RESOLUTION No. 2
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024
regarding adoption of the agenda

§ 1

The Ordinary General Meeting adopts the following agenda:

1. opening of the Ordinary General Meeting and election of the Chairman.
2. to declare that the General Meeting has been duly convened and is capable of adopting resolutions.
3. adoption of the agenda.
4. adoption of resolutions on:
 - 1) consideration and approval of the Management Report on the Company's and the Group's activities for the financial year 01-01-2023 to 31-12-2023;
 - 2) consideration and approval of the Company's Separate Financial Statements for the financial year 01-01-2023 to 31-12-2023;
 - 3) consideration and approval of the Company's Consolidated Financial Statements for the financial year from 01-01-2023 to 31-12-2023;
 - 4) the manner of covering the loss for the year 2023;
 - 5) granting a discharge to the President of the Management Board for the performance of his duties in the year 2023;
 - 6) consideration and adoption of the report of the Supervisory Board for the year 2023;
 - 7) granting a vote of acceptance to the Members of the Supervisory Board for the discharge of their duties in 2023;
 - 8) increasing the share capital of the Company, waiving shareholders' pre-emptive rights and amending the Company's Articles of Association
 - 9) authorising the Supervisory Board to determine the consolidated text of the Articles of Association.
- 5 Closing of the meeting.

§ 2

The resolution shall come into force as of the date of its adoption.

RESOLUTION NO. 3

of the Annual General Meeting

**of the Ordinary General Meeting of CARLSON INVESTMENTS SE with its registered office in
Warsaw**

of June 28, 2024

**on consideration and approval of the Report of the Management Board on the operations of the
Company and the Capital Group for the financial year from 01-01-2023 to 31-12-2023**

Pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code in conjunction with Par. 29.1.1 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Report of the Management Board on the activities of CARLSON INVESTMENTS SE and the Capital Group for the financial year from 01.01.2023 to 31.12.2023 is approved.

§ 2

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

RESOLUTION No. 4
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE with its registered office in
Warsaw
of June 28, 2024

regarding approval of the Separate Financial Statements for the financial year from 01.01.2023 to 31.12.2023.

Pursuant to Art. 393.1 and Art. 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 following is approved:

Separate Financial Statements for the financial year 01-01-2023 to 31-12-2023, comprising.

- 1) Introduction to the financial statements;
- 2) Separate Balance Sheet as at 31-12-2023, which on the assets and liabilities side shows a balance sheet total of 117 387 568,82 PLN, (one hundred seventeen million three hundred eighty-seven thousand five hundred sixty-eight PLN 82/100)
- 3) Separate Profit and Loss Account for the period from 1 January 2023 to 31 December 2023, showing a net loss of PLN 26 905 107,60 (in words: twenty-six million nine hundred five thousand one hundred seven PLN 60/100),
- 4) Statement of Changes in Unconsolidated Equity for the period from 1 January 2023 to 31 December 2023.
- 5) Separate Cash Flow Statement for the period from 1 January 2023 to 31 December 2023.
- 6) Additional information and explanations.

§ 2

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

RESOLUTION No. 5
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024
on approval of the Consolidated Financial Statements
for the financial year from 01.01.2023 to 31.12.2023.

Pursuant to Article 395 § 5 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 following is approved:

Consolidated Financial Statements for the financial year 01-01-2023 to 31-12-2023, comprising.

- 1) Introduction to the financial statements;
- 2) the consolidated balance sheet as at 31-12-2023, which on the assets and liabilities side shows a balance sheet total of 28 750 972.49 PLN, (twenty-eight million seven hundred and fifty thousand nine hundred and seventy-two 49/100 PLN),
- 3) consolidated profit and loss account for the period from 1-01-2023 to 31-12-2023 showing a net loss of PLN 983 023.38, (nine hundred eighty-three thousand twenty-three zlotys 38/100)
- 4) statement of changes in consolidated equity for the period from 1 January 2023 to 31 December 2023,
- 5) consolidated cash flow statement for the period from 1 January 2023 to 31 December 2023,
- 6) additional information and explanations.

§ 2

The resolution shall come into force on the date of its adoption.

RESOLUTION No. 6
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024
regarding coverage of the loss for the financial year 2023

Acting pursuant to art. 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 hereby resolved that the disclosed net loss for the financial year 01-01-2023 to 31-12-2023 in the amount of PLN 26 905 107,60 (in words: twenty-six million nine hundred five thousand one hundred seven PLN 60/100) shall be covered from future profits of the Company.

§ 2

This Resolution shall come into force on the date of its adoption.

RESOLUTION No. 7
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on granting a vote of acceptance to the President of the Management Board for performance of his duties in 2023

Pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 29 section 1 point 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 Aleksander Gruszczyński, is hereby granted acknowledgement of the fulfilment of his duties in 2023, i.e. for the period from 1 January 2023 to 31 December 2023.

§ 2

The resolution shall come into force on the date of its adoption.

RESOLUTION No. 8
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024
on consideration and adoption of the report of the Supervisory Board for the year 2023;
The Ordinary General Meeting resolves as follows:

§ 1

After prior consideration, the Annual General Meeting of the Company adopts the report of the Supervisory Board for the year 2023;

§ 2

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

RESOLUTION NO. 9
of the Annual General Meeting
of CARLSON INVESTMENTS SE with its registered office in Warsaw
of June 28, 2024

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his/her duties in 2023.

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

§ 1

Acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of CARLSON INVESTMENTS European Company - Mr: Serge Telle in 2023, i.e. for the period from 01-01-2023 to 31-12-2023.

§ 2

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

RESOLUTION No. 10
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his/her duties in 2023.

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

§ 1

Mr. Łukasz Marczuk, Member of the Supervisory Board of CARLSON INVESTMENTS European Company, is hereby granted acknowledgement of the fulfilment of his duties in 2023, i.e. for the period from 01-01-2023 to 31-12-2023.

§ 2

The resolution shall come into force on the date of its adoption.

RESOLUTION No. 11
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board in 2023.

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

§ 1

Mr. Damian Goryszewski, Member of the Supervisory Board of CARLSON INVESTMENTS European Company, is hereby granted acknowledgement of the fulfilment of his duties in 2023, i.e. for the period from 01-01-2023 to 31-12-2023.

§ 2

The resolution shall come into force on the date of its adoption.

RESOLUTION No. 12
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his/her duties in 2023.

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

§ 1

The Supervisory Board Member of CARLSON INVESTMENTS European Company - Ms: Penelope Hope, for the discharge of her duties in 2023, i.e. for the period from 01.01.2023 to 31.12.2023.

§ 2

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

RESOLUTION No. 13
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his/her duties in 2023.

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

§ 1

The Supervisory Board Member of CARLSON INVESTMENTS European Company - Ms: Silvia Andriotto, for the discharge of her duties in 2023, i.e. for the period from 01.01.2023 to 31.12.2023.

§ 2

The resolution shall come into force on the date of its adoption.

RESOLUTION No. 14
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board in 2023.

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

§ 1

Acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of CARLSON INVESTMENTS European Company, Ms: Isabelle Peeters, for the year 2023, i.e. for the period from 01.01.2023 to 31.12.2023, is hereby granted.

§ 2

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

RESOLUTION No. 15
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE of Warsaw
of June 28, 2024

on increasing the Company's share capital, divesting shareholders of pre-emptive rights, and amending the Company's Articles of Association

Acting pursuant to art. 431 § 1, § 2 point 1), § 3a, § 6 and § 7 in connection with art. 432 §1 in connection with art. 433 § 1 and 2 in connection with art. 430 § 1 and in connection with art. 310 § 2 of the Commercial Companies Code, in connection with § 29 par. 1 point 5) and point 6) of the Company's Articles of Association, the Annual General Meeting decides as follows:

§ 1

The share capital of the Company shall be increased by an amount of not less than EUR 10,000.00 (ten thousand euro and 00/100) and not more than EUR 500. 000.00 EUR (five hundred thousand euro and 00/100), by issuing not less than 11 905 (eleven thousand nine hundred and five) and not more than 595 238 (five hundred ninety-five thousand two hundred thirty-eight) series W shares with consecutive numbers from number 000.001 to number 595.238 with a nominal value of EUR 0.84 (in words: eighty-four euro cents) per share ("Series W Shares").

(2) The Series W Shares shall be ordinary bearer shares. No special rights will be attached to the Series W Shares.

(3) Series W Shares may be covered by contributions in cash or in kind.

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

5 The written acceptance of the offers to acquire Series W Shares and the signing of the agreements to acquire Series W 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 W Shares with an aggregate nominal value of EUR 10,000.00 (ten thousand euros and 00/100) are duly subscribed for.

(6) The date for the payment of contributions for Series W Shares shall be determined by the Board of Directors of the Company in a resolution.

(7) The Series W Shares shall be subject to mandatory dematerialisation and therefore may not by operation of law be issued in certificated form and may not by operation of law be issued in collective share certificates.

(8) The issue price of the Series W Shares shall be determined by the Board of Directors of the Company in a resolution.

(9) The Series W Shares shall participate in dividends on the following terms:

(a) Series W Shares registered for the first time in the Shareholders' Register in a given financial year, at the latest up to and including the dividend date set by the General Meeting of the Company, shall participate in the distribution of profits starting from the first day of the financial year preceding the financial year in which the Series W Shares were registered in the Shareholders' Register;

b) Series W Shares recorded for the first time in the Shareholders' Register in a given financial year, after the dividend date set by the General Meeting of the Company, shall participate in profit distribution starting from the first day of the financial year in which Series W Shares were recorded in the Shareholders' Register.

§ 2

(1) The Ordinary General Meeting acknowledges and accepts the conclusions arising from the written opinion of the Company's Management Board justifying the reasons for depriving the Company's shareholders of their pre-emptive rights to Series W Shares in full.

2 In the interest of the Company, the existing shareholders of the Company shall be deprived in full of their pre-emptive rights to the Series W Shares.

§ 3

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

"SHARE CAPITAL, AUTHORISED CAPITAL, REDEMPTION OF SHARES OF THE COMPANY".

§ 6

1 The Company's share capital shall be no less than EUR 7,541,248.48 (seven million five hundred and forty-one thousand two hundred and forty-eight euro 48/100) and no more than EUR 9 531 248,48 (nine million five hundred thirty-one thousand two hundred forty-eight euros 48/100) and shall be divided into the following shares:

2. the shares mentioned in paragraph 1 shall consist of the following shares:

a) 5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,

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

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

d) 124,900 (in words: one hundred and twenty-four thousand nine hundred) "D" series bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,

e) 5,000 (five thousand) "E" series bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each,

- f) 29,875 (twenty-nine thousand eight hundred and seventy-five) series "F" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- g) 4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- h) 4,625 (four thousand six hundred and twenty-five) "I" series bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each,
- i) 46,375 (forty-six thousand three hundred and seventy-five) "J" series bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each,
- j) 460,000 (four hundred sixty thousand) "K" series bearer shares with a nominal value of nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- k) 129,358 (one hundred and twenty-nine thousand, three hundred and fifty-eight) series "L" series bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) bearer shares of the "M" series 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 (in words: eighty-four euro cents) each,
- n) 2,499,999 (two million four hundred and ninety-nine thousand nine hundred and ninety-nine) "O" series 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) "P" series bearer shares with a nominal value of nominal value of 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) series series "R" bearer shares 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) series "S" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents)
- s) 601,238 (six hundred and one thousand two hundred and thirty-eight) series bearer shares of "T" with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- t) 408,839 (four hundred and eight thousand eight hundred and thirty nine) series "U" bearer shares with a nominal value of EUR U" series bearer shares with a nominal value of EUR 0.84 (in words: 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 EURO 0.84 (in words: eighty-four euro cents) each.

w) not less than 11,905 (eleven thousand nine hundred and five) and not more than 595 238 (five hundred ninety-five thousand two hundred thirty-eight) "W" series bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each.

§ 4

The Ordinary General Meeting of the Company resolves to apply for admission and introduction of the Series W Shares to trading in the Alternative Trading System on the NewConnect market operated by the Warsaw Stock Exchange S.A. ("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 authorised and obliged to perform all legal and factual acts necessary for the implementation of this resolution in this part, in accordance with the applicable laws, including in particular:

(a) determine, in the form of a resolution of the Board of Directors, the time limit [for the payment of cash / non-cash contributions] for the Series W Shares;

b) determine, in the form of a resolution of the Management Board, the issue price of the W Series Shares;

c) specify, in the form of a resolution of the Management Board, no more than 149 designated addressees to whom the Company shall make offers to subscribe for Series W Shares;

d) to submit to no more than 149 designated addressees the offers to take up Series W Shares, pursuant to Art. 431 § 2 item 1) of the Commercial Companies Code, on the terms and conditions set forth in this resolution, and to conclude with them agreements to take up Series W Shares;

e) submit to the registry court a duly completed and paid-in application for registration of the share capital increase and amendments to the Company's Articles of Association resulting from this resolution;

f) perform all other factual and legal actions necessary to implement the provisions of this resolution.

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

(a) to take all actions necessary for the dematerialisation of the Series W Shares, including the conclusion of an agreement with the National Securities Depository S.A. for the registration of the Series W Shares with the securities depository;

b) take all actions necessary to introduce the Series W Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE;

c) file all relevant applications or notifications to the Financial Supervision Authority to the National Depository for Securities S.A. or to the WSE;

d) to perform all other factual and legal acts necessary for the implementation of the provisions of this resolution.

§ 6

This resolution shall enter into force 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 28 June 2024.

RESOLUTION No. 16
of the Annual General Meeting
of the Ordinary General Meeting of CARLSON INVESTMENTS SE with its registered office in
Warsaw
of June 28, 2024
on authorising the Supervisory Board to establish the unified text of the Articles of Association

§ 1

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

§ 2

This resolution comes into force as of the date of its adoption.