

NOTICE
of January 8, 2025
on Convening the Extraordinary General Meeting of CARLSON
INVESTMENTS European Company with its registered office in Warsaw,
Poland
as of February 4, 2025

I. Date, time and place of the General Meeting and detailed agenda

I.1. Date, time and place of the general meeting

Acting pursuant to art. 398, § 2 and art. 399 § 1, as well as art. 402¹ and art. 402² of the Commercial Companies Code (hereinafter: the "**CCC**"), the Board of Directors of CARLSON INVESTMENTS SE, with its registered office in Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register under the number KRS. Warsaw, XIII Commercial Department of the National Court Register under the KRS number 0000965148 (the "**Company**."), convenes an Extraordinary General Meeting of Shareholders to be held on **February 4, 2025 at 10:00 a.m.** in Warsaw, at the Notary Public Office Piotr Pełczyński Notary, Al. Niepodległości 217 lok. 7, 02-087 Warsaw.

I.2. Detailed :

1. Opening of the Extraordinary General Meeting and election of the Chairman.
2. Determination of the correctness of the convening of the General Meeting and its ability to adopt resolutions.
3. Adoption of the agenda
4. Adoption of resolutions :
 - 1) Changes in the composition of the Company's Supervisory Board;
 - 2) issue 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 issue of ordinary series X bearer shares with exclusion of pre-emptive rights of the Company's existing shareholders, (iii) related amendment of the '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.

II. Procedures for participation in the general meeting

II.1. The right of a shareholder to request the inclusion of certain issues on the agenda

Pursuant to Article 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request the inclusion of specific issues on the agenda of the next general meeting. the request should be submitted to the Company's Management Board no later than twenty-one days before the scheduled date of the Meeting, i.e. by **January 14, 2025**, and should include a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in electronic form to an e-mail address: office@carlsonvc.com The request should be accompanied in pdf format by relevant documents confirming the shareholder/s' entitlement (i.e., representation of at least 1/20 of the share capital), and if the requester/s is/are not an individual, additionally a current copy of the relevant register should be attached in pdf format. Announcement of changes in the agenda, introduced at the request of the shareholder/s, will be made within eighteen days before the date of the General Meeting, in a manner appropriate to the convening of the General Meeting.

II.2. The shareholder's right to submit draft resolutions on matters the agenda or matters to be added to the agenda before the date of the General Meeting

Shareholder(s) requesting the inclusion of certain matters on the agenda must attach to the above request a certificate/certificate of deposit, issued by a competent entity, confirming the shareholder(s) holding the required portion of the Company's share capital as of the date of the request.

In addition, persons acting on behalf of an institutional shareholder(s) or shareholders who are legal entities or other entities, where confirmation of representation requires the submission of relevant documents specifying the shareholder(s)' rules of representation, should attach to the above request originals or certified copies of such documents (in accordance with the applicable laws in this regard). In case of granting further powers of attorney, continuity of authority should be demonstrated.

The obligation to attach the documents referred to above applies to both the written form and the electronic form of the request, in the form appropriate to each form. The request in written form, together with a set of attachments, should be submitted against confirmation of submission at the Company's registered office at: ul. Sienna 72 lok.6, 00-833 Warsaw, or sent to the Company, against return receipt, at the above address.

If electronic form is used, the request with attachments should be sent to the e-mail address: office@carlsonvc.com.

All documents should be sent, in PDF format as attachments to the message.

The Company may take measures, proportionate to the purpose, to identify the shareholder or shareholders and verify the validity of the documents sent. The Board of Directors shall promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, announce the changes to the agenda made at the shareholder's request. This announcement will be made in a manner appropriate to the convening of the General Meeting.

II.3. The shareholder's right to submit draft resolutions on the issues placed on the agenda during the General Meeting

At the General Meeting, each shareholder may propose draft resolutions on the issues on the agenda.

II.4. Method of exercising voting rights by proxy, including information on the forms to be used when voting by proxy and the method of notifying the Company by means of electronic communication of the appointment of a proxy

II.4.1. A shareholder who is an individual may participate in the General Meeting and exercise voting rights in person or by proxy. A specimen form allowing the exercise of voting rights by proxy is made available on the Company's website at <https://carlsonvc.com/>

II.4.2. A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorized to make declarations of intent on his behalf or through a proxy. Representatives of such entities should present current excerpts from the register listing the persons authorized to represent such entities.

II.4.3. The power of attorney should be in writing or in electronic form.

II.4.4. A notice of granting a proxy in electronic form should be sent by a shareholder entitled to participate in the General Meeting at least at 3 days before the date of the General Meeting to email address :

office@carlsonvc.com The information on the proxy should also include the scope of the proxy by indicating the number of shares from which voting rights will be exercised and the proxy, as well as a copy of the proxy document or its contents.

II.4.5. In order to verify the validity of a proxy granted electronically, the Company has the right to take actions related to the identification of the shareholder and the proxy, in particular, it has the right to direct a return question in electronic form and the right to contact the proxy by telephone. Failure to respond to the questions asked during the verification process will be treated as a failure to verify the granting of a proxy and will constitute grounds for refusing to allow the proxy to participate in the General Meeting.

II.4.6. Upon arrival at the General Meeting, before signing the attendance list, the proxy should present the power of attorney document or a copy of the power of attorney granted in electronic form (a printout of the electronic message containing the contents of the power of attorney), as well as a document making it possible to establish the identity of the proxy. In the case of a power of attorney granted by a principal who is not a natural person, a current copy of the principal from the relevant register should additionally be presented.

II.4.7. A proxy exercises all the rights of a shareholder at the General Meeting, unless the wording of the proxy states otherwise. A proxy may grant a further power of attorney if it follows from the wording of the power of attorney. A proxy may represent more than one shareholder and vote differently on each shareholder's shares.

II.4.8. A shareholder with shares recorded in more than one securities account may appoint separate proxies to exercise rights from shares recorded in each account.

II.5. The possibility and manner of participation in the general meeting using electronic communication means and the manner of speaking at the general meeting using electronic communication means.

The Company does not provide for the possibility to participate and speak, during the General Meeting, by means of electronic communication.

II.6. The possibility and method of exercising the right to vote by correspondence or by means of electronic communication.

The Company does not provide for the possibility of exercising voting rights at the General Meeting by means of electronic communication, as well as exercising voting rights by correspondence.

II.6. shareholder's right to ask questions regarding issues on the agenda the general meeting

During the General Meeting, a shareholder has the right to ask questions regarding matters on the agenda of the General Meeting. Pursuant to Article 428 of the Commercial Companies Code, during the General Meeting, the Board of Directors is obliged to provide the shareholder, upon request, with information concerning the Company, if this is justified for the evaluation of the matter on the agenda. The Board of Directors shall refuse to provide information if it could cause damage to the Company, a related company or a subsidiary, in particular by revealing technical, trade or organizational secrets of the company. A member of the Board of Directors may also refuse to provide information if providing information could be the basis of his criminal, civil or administrative liability. An answer shall be deemed to have been provided if the relevant information is available on the Company's website in a place set aside for shareholders' questions and answers, that is, <https://carlsonvc.com/>

The Board of Directors may also provide information in writing outside the General Meeting if there are compelling reasons for doing so. The Board of Directors is obliged to provide information no later than

within two weeks from the date of making the request during the General Meeting. If a shareholder submits a request for information concerning the Company outside the General Meeting, the management board may provide the shareholder with the information in writing, taking into account the restrictions under Article 428 § 2 of the Commercial Companies Code. In the documentation submitted to the next General Meeting, the management board shall disclose in writing the information provided to the shareholder outside the General Meeting, together with the date of its provision and the person to whom the information was provided. The information submitted to the next General Meeting may not include information made public and provided at the General Meeting. Pursuant to the wording of Article 429 of the Commercial Companies Code, a shareholder who has been denied disclosure of the requested information during the General Meeting and who has objected to the minutes may file a request with the registry court to oblige the management board to provide the information. The application must be filed within a week of the end of the General Meeting at which the information was refused. A shareholder may also file an application with the registry court to oblige the Company to announce information given to another shareholder outside the General Meeting.

III. date, right to attend general meeting, list of shareholders

III.1. Pursuant to Article 406¹ § 1 of the Commercial Companies Code, persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (the General attendance registration date), i.e. **January 19, 2025**, have the right to participate in the General Meeting of the Company if they are registered in the securities account on the General Meeting attendance registration date (406² of the Commercial Companies Code). The day of registration of participation in the General Meeting is uniform for those entitled from bearer shares and registered shares. The list of those entitled from shares, as well as pledgees and users with voting rights, to participate in the General Meeting of a public company is determined by the company on the basis of a list prepared by the entity maintaining the securities depository. The entity operating the securities depository shall prepare the list referred to in the preceding sentence on the basis of lists submitted no later than twelve days before the day of the general meeting by authorized entities in accordance with the Act on Trading in Financial Instruments of July 29, 2005. The basis for the preparation of the lists provided to the entity running the securities depository shall be the issued registered certificates of the right to participate in the general meeting of the public company. The entity running the securities depository shall make the list referred to in the preceding sentence available to the public company by means of electronic communication no later than one week before the day of the general meeting. If, for technical reasons, the list cannot be made available in this manner, the securities depository entity shall issue it in the form of a written document no later than six days before the day of the general meeting; the issuance shall take place at the seat of the entity's governing body.

III.2. Pursuant to Article 406⁽³⁾ of the Commercial Companies Code, in order to ensure participation in the General Meeting, a shareholder authorized by dematerialized shares should request, no earlier than after the announcement of the convening of the General Meeting and no later than the first business day after the date of registration of participation in the General Meeting (i.e., **January 20, 2025**), from the entity that maintains the securities account, the issuance of a registered certificate of the right to participate in the General Meeting.

The certificate should contain all the information referred to in Article 406³ § 1K.s.h., i.e.:

- 1) the company (name), headquarters, address and seal of the issuer and the certificate number;
- 2) number of shares;

- 3) separate designation of shares, as referred to in Article 55 of the Act on Trading in Financial Instruments of July 29, 2005;
- 4) the company (name), headquarters and address of the public company that issued the shares;
- 5) The nominal value of the shares;
- 6) The name or company (name) of the shareholder, pledgee or user;
- 7) registered office (place of residence) and address of the shareholder, pledgee or user;
- 8) purpose of issuing the certificate;
- 9) A mention of who is entitled to voting rights on the shares;
- 10) date and place of issuance of the certificate;
- 11) Signature of the person authorized to issue the certificate.

III.3. The list of Shareholders entitled to participate in the General Meeting, pursuant to Article 407 § 1 of the Commercial Companies Code, will be made available for inspection for three weekdays prior to the date of the General Meeting from 9:00 a.m. to 5:00 p.m. at the Office of the Company's Management Board, located in Warsaw 72 Sienna St., premises 6, 00-833 Warsaw. There, materials on matters included in the agenda will be made available to shareholders within the time limit and in accordance with the rules provided for by the Commercial Companies Code. A shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to him free of charge, by e-mail, providing his own e-mail address to which the list should be sent. The request may be sent in electronic form to the Company's e-mail address office@carlsonvc.com. A shareholder has the right to request a copy of the motions on matters on the agenda within one week before the General Meeting. If a pledgee or usufructuary is entitled to the right to vote on a share, this circumstance shall be marked on the list of shareholders at the request of the entitled party.

IV. Release of documentation and information

IV.1. The full text of the documentation to be presented to the Extraordinary General Meeting, together with draft resolutions, will be made available on the Company's website <https://carlsonvc.com/pl/relacje-inwestorskie/walne-zgromadzenie/> Remarks of the Company's Board of Directors or Supervisory Board regarding matters on the agenda of the Extraordinary General Meeting or matters to be placed on the agenda prior to the date of the Extraordinary General Meeting will be available on the Company's website as soon as they are prepared.

IV.2. Information on the Extraordinary General Meeting of CARLSON INVESTMENTS SE is available at www.carlsonvc.com in the Investors section.