

BOARD ANNOUNCEMENT

CARLSON INVESTMENTS Joint Stock Company

on convening the Extraordinary General Meeting of the Company

The Management Board of CARLSON INVESTMENTS S.A. (the Company) with its registered office in Warsaw, at the following address: Emilii Plater 49, 00-125 Warsaw, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Department of the National Court Register, under KRS number: 0000148769, acting pursuant to Article 399 § 1 in connection with Article 402 and ¹Article 402 of ² the Commercial Companies Code ("CCC") convenes an Extraordinary General Meeting for 7 December 2021 at 12:00. The Extraordinary General Meeting will be held in Warsaw, in the Notary Office of Piotr Pełczyński Notary, Al. Niepodległości 217, 02-087 Warsaw.

PROPOSED AGENDA:

1. Opening of the Assembly,
2. Election of the Chairman of the Meeting,
3. Confirmation of the correctness of convening the General Meeting and its ability to adopt resolutions,
4. Abrogation of the secrecy of the proceedings on the election of the Returning Committee,
5. Election of the Ballot Counting Committee,
6. Adoption of Agenda,
7. Presentation of significant elements of the content of the plan of merger of the Company with the Czech law subsidiary Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín.
8. Adoption of resolutions on:
 - a. reduction of the share capital by reducing the nominal value of all shares of the Company and amendment of the Company's Articles of Association;
 - b. creation of reserve capital;
 - c. amendments to the Company's Articles of Association;
 - d. the merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its subsidiary under the Czech law, Carlson Tech Ventures Akciová Společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 (1) (a) in connection with Art. 17 (2) (a) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Dz. 1 in connection with Art. 17 (2) (a) in connection with Art. 31 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the European Union L No 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company;
 - e. adoption of the Articles of Association of the European Company;
9. Closing of the Meeting.

INFORMATION ON PLANNED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PURSUANT TO ART. 402 § 2 OF THE CCC

Pursuant to Art. 402.2 of the Commercial Companies Code, the following amendments to the Company's Articles of Association are proposed

- 1) § 1, § 2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and existing text of titles of particular chapters between deleted paragraphs and in place of deleted paragraphs and titles of chapters there are added in new wording § 1, §

2, § 3, § 7, § 9, § 10, § 11, § 12, § 13, § 14, § 15, § 16, § 17, § 18, § 19, § 20, § 21, § 22, § 23, § 24, § 25, § 26, § 27, § 28, § 29, § 30, § 31 and new titles of chapters;

- 2) The existing § 4 is deleted, the existing § 4 is renumbered § 5 and given a new wording, and a chapter title is added before the new wording of § 5;
- 3) The existing § 5 is deleted, the existing § 5 is renumbered § 4 and given a new wording;
- 4) The existing § 6 is deleted, the existing § 6 is renumbered § 8 and given a new wording;
- 5) Adds § 32, § 33, § 34, § 35, § 36 and new chapter titles;

In connection with the scope of the proposed amendments to the Company's Articles of Association, the Issuer encloses hereto the existing wording of the Company's Articles of Association and the proposed wording of the Company's Articles of Association taking into account the amendments.

Attachments:

- 1) *The current Articles of Association of CARLSON INVESTMENTS SA*
- 2) *Articles of Association of CARLSON INVESTMENTS SE*

INFORMATION ON THE PURPOSE OF REDUCING THE COMPANY'S SHARE CAPITAL

In performance of the obligation pursuant to article 455 § 2, the Management Board of CARLSON INVESTMENTS S.A., in relation to the share capital decrease provided for in the agenda of the Extraordinary General Meeting, hereby announces the purpose of the Company's share capital decrease:

The purpose of reducing the Company's share capital shall be to enable the Company to express its share capital in Euro in accordance with the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (Official Journal of the EU.L No.294, p.1) (Article 4) and to adjust the amount of the share capital and its structure to the conditions of the European Company (SE). The share capital shall be reduced as described above by transferring the amount of PLN 295,781.14 (two hundred and ninety-five thousand, seven hundred and eighty-one zloty 14/100) to a separate reserve capital of the Company.

The amount by which the share capital is to be reduced and the manner of such reduction: The Company's share capital shall be reduced by the amount of PLN 295,781.14 (two hundred ninety-five thousand seven hundred eighty-one zlotys 14/100), i.e. from the amount of PLN 26,886,740.00 (twenty-six million eight hundred eighty-six thousand seven hundred forty zlotys 00/100) to the amount of 26.590,985.86 PLN (twenty-six million five hundred ninety thousand nine hundred eighty five zlotys 86/100) which is equivalent to the amount of 5,780,649.10 EURO (five million seven hundred eighty thousand six hundred forty nine EURO 10/100). The Company's share capital shall be reduced by decreasing the nominal value of each share of the Company from PLN 4.00 (four zlotys 00/100) to PLN 3.956 (three zlotys 956/1000), which is the equivalent of EUR 0.86 (eighty six euro cents).

SHAREHOLDER INFORMATION

In accordance with the requirements of Article 402² of the Commercial Companies Code, the Management Board of the Company hereby provides the shareholders with information concerning their participation in the Meeting.

Shareholder's right to demand inclusion of specific items on the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request including certain issues in the Extraordinary General Meeting's agenda. The request should be submitted to the Company's Management Board no later than 21 days before the set date of the meeting, i.e. until November 15, 2021 inclusive. The request should contain substantiation or draft resolution concerning the proposed item of the agenda. The request may be submitted in electronic form to the following address: office@carlsoninvestments.pl.

Shareholder's right to submit draft resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or using means of electronic communication,

by sending an e-mail to office@carlsoninvestments.pl, draft resolutions concerning the matters included in the agenda of the General Meeting or matters which are to be included in the agenda. Furthermore, each shareholder may, during the General Meeting, submit draft resolutions concerning the matters included in the agenda.

The manner of exercising voting rights by proxy, including in particular information on the forms to be used during voting by proxy and the manner of notifying the Company via electronic means of communication of the appointment of a proxy.

A shareholder being a natural person may participate in the Extraordinary General Meeting of Shareholders and exercise its voting rights in person or by proxy. Shareholders other than natural persons may attend the Extraordinary General Meeting of Shareholders and exercise their voting rights through a person authorized to make declarations of will on their behalf or through an attorney.

The power of proxy shall be granted in writing or in electronic form. The form containing the template of the power of proxy which constitutes the appendix to this announcement is available from the date of publication of this announcement on the Company's website <https://carlsonvc.com/> in the "Investor Relations/General Meeting" tab. The Company should be notified of the granting of a power of proxy in electronic form by means of electronic communication in the form of a notice sent by e-mail to office@carlsoninvestments.pl, making every effort to enable effective verification of the validity of the power of proxy and for this purpose a power of proxy sent electronically to the Company should be scanned in PDF format. The notification of granting the power of attorney should contain an accurate identification of the proxy and the principal (indicating the forenames, surnames, series and numbers of identity cards or PESEL numbers, addresses, telephone numbers and e-mail addresses of both these persons). The information about granting the power of attorney should also include its scope, i.e. indicate the number of shares from which the voting right will be exercised and the date of the Company's general meeting at which these rights will be exercised.

The Company will take appropriate actions to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. Such verification may consist, in particular, in a return question in electronic form or by telephone, addressed to a shareholder or a proxy in order to confirm the fact of granting the power of attorney and its scope. The Company stipulates that in such case, failure to answer the questions asked during the verification shall be treated as failure to verify the granting of the power of attorney and shall constitute a basis for refusal to allow the proxy to participate in the Meeting. The right to represent a shareholder who is not a natural person should result from an excerpt from the relevant register, possibly a series of powers of attorney and an excerpt from the relevant register presented when preparing the attendance list. Persons granting powers of attorney on behalf of a shareholder not being a natural person should be shown in the current excerpt from the register relevant for the shareholder.

A member of the Company's Management Board and the Company's employee may be shareholders' proxies at the General Meeting. If a member of the Company's Management Board, member of the Company's Supervisory Board, liquidator, employee or member of the governing bodies or employee of the Company's subsidiary is a proxy at the General Meeting, the power of attorney may authorize the proxy to represent the shareholder at one General Meeting only. The proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting of further power of attorney is excluded. The proxy referred to above shall vote in accordance with the instructions given by the shareholder.

Possibility and method of participation in the Meeting by means of electronic communication

The Company does not provide for the possibility to participate in the Meeting by means of electronic communication.

Manner of Speaking at the Meeting Using Electronic Means of Communication

The Company does not provide for the possibility to speak during the Meeting using electronic communication means.

Exercise of voting rights by correspondence or using means of electronic communication

The Company does not provide for the possibility of exercising voting rights by mail or using electronic means of

communication.

Date of registration of attendance at the Meeting

The record date for the Meeting shall be the date falling sixteen days prior to the date of the general meeting, i.e. November 21, 2021. (the "Record Date").

Information about the right to participate in the Assembly

Only persons who are shareholders of the Company on the Record Date have the right to attend the Meeting.

Persons authorized under registered shares and temporary certificates, as well as pledgees and users entitled to vote, have the right to attend the Extraordinary General Meeting, if they are entered into the share register on the Record Date. At the request of the holder of dematerialized bearer shares of the Company, submitted not earlier than after the announcement on convening the Meeting and not later than on the first business day after the Record Date, i.e. not later than on November 22, 2021 The entity maintaining the securities account shall issue a registered certificate of the right to participate in the General Meeting.

The Company hereby points out that only those persons shall be entitled to participate in the Meeting who: a) were shareholders of the Company as at the Registration Date and b) requested - not earlier than after this announcement of the Meeting and not later than on the first business day after the Registration Date, i.e. not later than November 22, 2021 - to the entity that maintains their securities accounts for the issuance of a registered certificate of the right to participate in the General Meeting.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed in the premises of Emilii Plater 49, from 09.00 to 16.00, 3 working days before the General Meeting, i.e. on 2, 3, 6 December 2021. A shareholder of the Company may demand 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.

Access to documentation

The documentation to be presented to the Meeting together with draft resolutions shall be posted on the Company's website as of the date of convening the Meeting, pursuant to Article 402³§1 of the Commercial Companies Code.

Remarks of the Company's Management Board or the Company's Supervisory Board regarding the issues included in the agenda of the Meeting or the issues to be included in the agenda before the date of the Meeting shall be available on the Company's website immediately after their preparation.

Information about the Assembly is available at <https://carlsonvc.com/>