

PROTOCOL

EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of CARLSON INVESTMENTS Joint Stock Company with its registered office in Warsaw was opened at 12:00 by Mr. Paweł Szewczyk, authorized by the Management Board, in the absence of the Chairman of the Supervisory Board and his deputy, informing that the Meeting had been convened pursuant to Art. 399 § 1, in connection with Art. 402(1) § 1 and Art. 402(2) of the Commercial Companies Code, and the announcement of the convening of the Meeting was published on the Company's website and in the ESPI current report no. 39/2021 of 23 December 2021, in order to adopt resolutions within the scope of the 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 decreasing 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.-----

To Agenda Item 2, 3 : -----

Mr. Paweł Szewczyk proposed his candidacy for the Chairman of the Meeting. -----

Mr. Paul Szewczyk then put the following resolution to a vote:-----

RESOLUTION NUMBER 1
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on appointment of the Chairman of the Extraordinary General Meeting

§ 1

Pursuant to Art. 409 § 1 of the Commercial Companies Code, the General Meeting hereby appoints Mr Paweł Szewczyk as Chairman of the Extraordinary General Meeting. -----

§ 2

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

Mr. Paweł Szewczyk, stated that the above resolution was adopted unanimously by secret ballot. --

Mr. Paweł Szewczyk stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

The Chairman of the Meeting ordered that the attendance list be prepared and signed by the Shareholders and stated that the 4.301.838 Company's shares were represented at the Meeting, the number of votes attached to those shares was 4.301.838 54.07% of the share capital and the total number of votes was %54,07. He further stated that the Meeting was convened in a proper manner pursuant to Article 402 in conjunction with Article 399 § 3 of the Commercial Companies Code. -----

The Chairman of the Meeting stated that the Shareholders did not raise any objections as to holding the Meeting, the place where the Meeting is to be held, or including individual issues in the proposed agenda, and stated that the Meeting had been duly convened and is capable of adopting valid resolutions. -----

To Agenda Item 4 : -----

The Chairman of the Extraordinary General Meeting presented a resolution on revoking the secrecy of ballots to elect the Returning Committee. -----

RESOLUTION 2
of the Extraordinary General Meeting of the Company

CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on revoking the secrecy of the ballot to elect the Returning Committee

§1

The Extraordinary General Meeting decides to waive the secrecy of the ballot to elect the Returning Committee. -----

§2

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

For Agenda Item 5:

The Chairman of the Extraordinary General Meeting presented a resolution on abandoning the election of the Returning Committee. -----

RESOLUTION 3

of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on the election of the Returning Committee

§ 1

The election of the Returning Committee is waived. -----

§ 2

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the

total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

For Agenda Item 6: -----

The Chair put the following resolution to a vote: -----

RESOLUTION 4
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on the adoption of the agenda

§ 1

The Extraordinary General Meeting adopts the following agenda of the General Meeting established by the Management Board of the Company: -----

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 decreasing 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. -----

§ 2

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

To Agenda Item 7 : -----

At this point the Chairman gave the floor to the Management Board of the Company, which, in accordance with art. 505 § 4 of the Commercial Companies Code, presented significant elements of the content of the plan of merger with the company Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín, the Czech Republic, the reports of the Management Board and all significant changes in assets and liabilities that occurred between the date of preparation of the plan of merger and the date of adoption of the resolution. -----

For agenda item 8a: -----

The Assembly Chair read the draft resolution: -----

RESOLUTION 5

of the Extraordinary General Meeting of the Company

CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw

of 20 January 2022

on lowering the share capital by reducing the nominal value of all shares of the Company and amending the Company's Articles of Association

The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw, acting pursuant to Article 430 §1 and 455 §1 of the Code of Commercial Companies, resolves as follows: -----

§ 1

1. The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the establishment of the European Company CARLSON INVESTMENTS SE with its registered office in Warsaw, according to 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 European Union L No. 294, p. 1) 1) (Article 17.1) resolves to express the Company's share capital in EURO so that the nominal value of all the Company's shares shall be EURO 0.84 (eighty-four eurocents) and the share capital shall be EURO 6,682,783.80 (six million six hundred and eighty-two thousand seven hundred and eighty-three euro 80/100). -----
2. The EUR exchange rate was adopted in accordance with the average exchange rate table published by the National Bank of Poland on 31 December 2021 at the level of EUR 1.00 = PLN 4.5994. -----

§ 2

The purpose of the reduction in the Company's share capital is 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) of 8 October 2001 (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 a European Company (SE).-----

§ 3

1. In connection with the content of § 1 and § 2 of this Resolution, the share capital of the Company shall be reduced by PLN 1,085,984.19 (one million eighty-five thousand nine hundred eighty-four and 19/100 zlotys), i.e. from the amount of PLN 31,822,780.00 (thirty-one million eight hundred twenty-two and 00/100 zlotys) to the amount of PLN 30.736,795.81 PLN (thirty million seven hundred and thirty-six thousand seven hundred and ninety-five zlotys 81/100) which is equivalent to EUR 6,682,783.80 (six million six hundred and eighty-two thousand seven hundred and eighty-three euros 80/100).-----
2. The Company's share capital shall be reduced by decreasing the nominal value of each Company share from the previous nominal value of PLN 4.00 (four zlotys 00/100) to the nominal value of PLN 3.863496 (three zlotys and 863496/10000), which is the equivalent of EUR 0.84 (eighty-four euro cents). -----
3. The share capital decrease in the manner described in sections 1 and 2 above shall be aimed at transferring the amount of PLN 1,085,984.19 (one million eighty-five thousand nine hundred eighty-four 19/100 zlotys) to a separate reserve capital of the Company. -----

§ 4

1. In connection with the decrease of the Company's share capital, the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. decides that the contributions made to the Company's share capital shall not be returned to the shareholders, as the amount of the share capital decrease shall be transferred to a separate reserve capital (Art. 457 § 1.2 of the CCC). Therefore, the Extraordinary General Meeting decides to transfer the amount of

PLN 1,085,984.19 (one million eighty five thousand nine hundred eighty four 19/100 zlotys) to a separate reserve capital of the Company. -----

2. In connection with the reduction in the Company's share capital, pursuant to art. 457 § 1 - § 3 of the Commercial Companies Code In relation to the reduction in the Company's share capital pursuant to art. 457 § 1 - § 3 of the Commercial Companies Code, no convocation proceedings will be conducted, as the amount of the share capital reduction allocated to a separate reserve capital does not exceed 10% of the value of the reduced share capital of the Company. -----

§ 5

The Articles of Association of the Company in the scope resulting from this Resolution shall be amended by the resolution of the Extraordinary General Meeting provided for in item 8c) of the agenda of this General Meeting. -----

§ 6

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to -----

- a. to submit a declaration on fulfilment of all the conditions for lowering the share capital provided for in the act and articles of association as well as the resolution on lowering the share capital (article 458 § 3 of the Commercial Companies Code), -----
- b. notification of a reduction of the share capital and the related amendment to the Company's Articles of Association to the competent registry court by filing an appropriate application for entry of the amendments in the Register of Entrepreneurs of the National Court Register. -----
- c. to perform all factual and legal acts necessary to carry out the activity of reduction of the Company's share capital by way of decreasing the nominal value of shares, including in particular to carry out appropriate operations by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) and the Warsaw Stock Exchange (Gielda Papierów Wartościowych S.A.) resulting from the provisions of this Resolution, ----
- d. perform all other legal and factual acts in order to implement the provisions of this Resolution. -----

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby resolves that if in the period between December 31, 2021 and the last day of the calendar month preceding the date of the European Company's incorporation pursuant to the Resolution provided for in item 8e) of the agenda of this General Meeting a change of the EUR exchange rate occurs that is significant for the value of the Company's share capital decrease, the Extraordinary General Meeting hereby authorizes the Company's Management Board to determine the value of the share capital decrease accordingly to the value of the EUR exchange rate valid as at the last day of the month preceding the date of the European Company's incorporation in such a way that the Company's share capital expressed in the EURO corresponds to that exchange rate. -----

§ 7

This Resolution shall become effective on the date of adoption.-----

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

To agenda item 8b : -----

The Assembly Chair read the draft resolution:-----

RESOLUTION NO. 6
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on the creation of reserve capital

Pursuant to Article 396 of the CCC in conjunction with Article 457 § 1 item. 2 of the CCC and Art. 457 § 2 of the Commercial Companies Code The Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw hereby resolves as follows:-----

§ 1

In connection with the decrease in the Company's share capital resulting from the Resolution No. 5 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 20 January 2022 and the fact that, in accordance with the provisions of that resolution, no refund of contributions made to the Company's share capital shall be made to shareholders, as the share capital decrease is aimed at transferring amounts to the reserve capital (Art. 457 § 1 point 2 of the Commercial Companies Code), the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw resolves to create a separate reserve capital to which the amount of the share capital decrease of PLN 1,085,984.19 (one million eighty-five thousand nine hundred and eighty-four zloty 19/100) resulting from Resolution No. 5 of the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw of 20 January 2022 shall be transferred. -----

§ 2

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

To agenda item 8c : -----

The Assembly Chair read the draft resolution:-----

RESOLUTION NO. 7
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on amending the Company's Articles of Association

§ 1

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves to amend the Company's Articles of Association as follows: -----

- a) **The existing text of § 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 the existing text of the titles of the individual chapters between the deleted paragraphs shall be deleted and a new § 1 shall be added in place of the deleted paragraphs and chapter titles, § 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 chapter titles in the following wording -----**

§1

The name of the Company is CARLSON INVESTMENTS SE. -----

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland).-----

§3

- 1. The Company operates in the Republic of Poland and abroad.**-----

2. *The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad.*-----
3. *The Company may be a shareholder in other companies, including companies with foreign participation.* -
4. *The Company may use a distinctive graphic sign.* -----
5. *The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) 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, item 1)*-----

§7

1. *The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.*-----
2. *The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital.*-----
3. *The Company may issue bonds, including bonds convertible into shares.*-----

THE COMPANY'S GOVERNING BODIES

§ 9

1. *The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b 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).*-----
2. *The bodies of the Company are:*-----
 - a) *Board of Directors (governing body);*-----
 - b) *Supervisory Board (supervisory body);*-----
 - c) *General Assembly.*-----
3. *No person may simultaneously be a member of the Company's Management Board and Supervisory Board.*-----

MANAGEMENT BOARD

§10

1. *The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years.*-----
2. *The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.*-----
3. *The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.*-----
4. *A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.*-----

§11

1. *The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies. -----*
2. *The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board. -----*
3. *In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights. -----*

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company. -----

§13

An authorized member of the Supervisory Board enters into agreements with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions. -----

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority. -----

§15

1. *The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business. -----*
2. *Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation. -----*

SUPERVISORY BOARD

§16

1. *The Supervisory Board consists of at least five members. The term of office of each member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years. -----*
2. *Members of the Supervisory Board are elected and recalled by the General Meeting. -----*

- 3. *A member of the Supervisory Board may be reappointed once or more than once.*-----
- 4. *Members of the Supervisory Board shall perform their duties in person.*-----

§17

- 1. *The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members.*-----
- 2. *The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected.*

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request.-----

§19

- 1. *For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.*-----
- 2. *Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.*-----
- 3. *Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.*-----
- 4. *The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.*

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter.-----

§21

- 1. *The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.*-----
- 2. *In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include*
 - 1) *Evaluate the financial statements of the Company's operations for consistency with the books, records and facts, and ensure that they are reviewed by auditors selected by the Company;*
 - 2) *Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage;*-----
 - 3) *Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;*-----
 - 4) *To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body;*-----
 - 5) *Granting consent to the establishment of branches of the Company at home and abroad;*-----

- 6) *Passing resolutions on giving opinions on the Board's motions;*-----
- 7) *Appointment of Board Members;*-----
- 8) *Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;*-----
- 9) *Determining the principles and amounts of remuneration of the Company's Management Board Members;*-----
- 10) *Suspension of a Member of the Management Board or the entire Management Board;*-----
- 11) *Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100);* -----
- 12) *Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;*-----
- 13) *Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);*-----
- 14) *Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate;* -----
- 15) *determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities;* -----
- 16) *To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion;*-----
- 17) *Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders;*-----
3. *Remuneration of members of the Supervisory Board shall be determined by the General Meeting.*-----

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting.-----

§23

General Meetings may be held at the Company's registered office.-----

§24

1. *The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.*-----
2. *The Extraordinary General Meeting is convened by:* -----
 - 1) *Management;*-----
 - 2) *An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;*-----
3. *The Extraordinary General Meeting should be convened within two weeks from the date of the request;* -

- 4. *The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;*-----
- 5. *The agenda of the General Meeting shall be determined by the person convening the General Meeting.*----
- 6. *A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.*-----

§25

- 1. *The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its registered office provide otherwise.*-----
- 2. *Each share entitles to one vote at the General Meeting.*-----
- 3. *Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.*-----

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.-----

§27

- 1. *The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.*-----
- 2. *The General Assembly shall determine its Rules of Procedure.*-----

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing.

§29

- 1. *The powers of the General Meeting include matters within the scope of:*-----
 - 1) *Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year;*-----
 - 2) *Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;*-----
 - 3) *Granting discharge to the Supervisory Board and the Management Board for performance of their duties;*
 - 4) *Election and dismissal of members of the Supervisory Board;*-----
 - 5) *Increase or decrease the share capital;*-----
 - 6) *Amendments to the Company's Articles of Association;*-----
 - 7) *Dissolution and liquidation of the Company;*-----
 - 8) *Consider and resolve motions presented by the Board;*-----
 - 9) *Adopting the Regulations of the Supervisory Board;*-----
 - 10) *Determination of the dividend right date and dividend payment date;*-----
 - 11) *Disposal and leasing of an enterprise and the creation of a usufruct or pledge thereon*-----
 - 12) *Issuance of bonds convertible into shares and bonds with priority rights;*-----

- 13) *Merger, division or conversion of the Company;*-----
- 2. *In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws.*-----

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.-----

§31

- 1. *The pure profit of the Company may be used for:*-----
 - 1) *Capital Reserve;*-----
 - 2) *Investment Fund;*-----
 - 3) *Capital Reserve;*-----
 - 4) *Dividend;*-----
 - 5) *Other purposes determined by resolution of the General Meeting.*-----
- 2. *Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds.*-----

b) The existing § 4 shall be deleted, the existing § 4 shall be renumbered as § 5 and given a new wording, and the following chapter title shall be added before the new wording of § 5: -----

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of:-----

- 1) *PKD 64.30.Z Activity of trusts, funds and similar financial institutions,*-----
- 2) *PAC 64.99.Z Other financial service activities, except insurance and pension funds,*-----
- 3) *PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds,*-----
- 4) *PKD 64.19 Z Other monetary intermediation,*-----
- 5) *PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings,*-----
- 6) *PKD 70.22.Z Other business and management consulting,*-----
- 7) *PAC 46.5 Wholesale of information and communication technology tools,*-----
- 8) *PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,*-----
- 9) *PKD 68.10.Z Purchase and sale of real estate on own account,*-----
- 10) *PKD 68.20.Z Rental and management of own or leased property,*-----
- 11) *PKD 68.31.Z Real Estate agency,*-----
- 12) *PKD 68.32.Z Management of real estate on a fee or contract basis,*-----
- 13) *PAC 46.1 Wholesale on a fee or contract basis,*-----
- 14) *PAC 46.6 Wholesale of machinery, equipment and supplies,*-----
- 15) *PAC 46.7 Other specialised wholesale,*-----
- 16) *PAC 41.1 Implementation of construction projects related to erection of buildings,*-----

- 17) PAC 41.2 Construction works related to erection of residential and non-residential buildings,-----
- 18) PKD 43.1 Demolition and site preparation for construction, -----
- 19) PAC 43.3 Finishing construction works, -----
- 20) PKD 43.9 Other specialised construction works, -----

c) **The existing § 5 is deleted, the existing § 5 is renumbered § 4 and given a new wording as follows: -----**

§4

The duration of the Company is unlimited. -----

d) **The existing § 6 is deleted, the existing § 6 is renumbered § 8 and given a new wording as follows: -----**

§ 8

- 1. *The share capital may be reduced by reducing the nominal value or by cancelling some of the shares.-----*
- 2. *The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:-----*
 - a) *A share capital reduction will be enacted, -----*
 - b) *The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets.-----*
- 3. *The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.-----*

e) **The existing § 8 shall be deleted, the existing § 8 shall be renumbered § 6 and given a new wording, and before the new wording of § 6 the following chapter title shall be added:-----**

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

- 1. *The Company's share capital amounts to EURO 6,682,783.80 (six million six hundred eighty-two thousand seven hundred eighty-three EURO 80/100) and is divided into 7,955,695 (seven million nine hundred fifty-five thousand six hundred ninety-five) bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each. -----*
- 2. *The shares listed in paragraph 1 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) series "B" bearer shares with a 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 EUR 0.84 (in words: eighty-four euro cents) each,-----
- d) 124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,-----
- e) 5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 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) series "I" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,-----
- i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.84 (in words: eighty four euro cents) each,-----
- j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a 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" bearer shares with a par value of EUR 0.84 (eighty-four euro cents) each,-----
- l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.84 (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 (eighty-four euro cents) each,-----
- n) 2,499,000 (two million four hundred and ninety-nine thousand) series "O" 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) series "P" bearer shares with a 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 "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 (eighty-four euro cents) each,-----

f) **Adds § 32, § 33, § 34, § 35, § 36 and new chapter titles to read as follows: ---**

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.-----

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the

national law of the Member State in which the Company has its registered office. -----

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office. -----

§ 35

The dissolution of the Company shall cause: -----

- a) *Resolution of the General Meeting to dissolve the Company,*-----
- b) *Other reasons as provided by applicable law.*-----

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply. -----

§ 2

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, in the vote the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised.-----

To agenda item 8d : -----

The Assembly Chair read the draft resolution:-----

RESOLUTION 8

of the Extraordinary General Meeting of the Company

CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw

of 20 January 2022

on the merger of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in

Warsaw, Poland (the Acquiring Company) with its subsidiary under the Czech law

Carlson Tech Ventures Akciová společnost

with its registered office in Český Těšín, the 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.

*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*

Pursuant to Art. 15 and Art. 18 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE) (Official Journal of the European Union L No. 294, p. 1, as amended; hereinafter referred to as the "SE Regulation"), the Extraordinary General Meeting of CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (hereinafter referred to as "CARLSON INVESTMENTS S.A.", "the Company" or "the Acquiring Company"), having examined-----

1. Merger Plan,-----
2. Attachments to the Plan of Merger, -----

resolves as follows.-----

§ 1

Pursuant to Article 2 (1) in conjunction with Article 17 (2) (a) and 18 of the SE Regulation, a merger will be effected between the companies: Carlson Tech Ventures Akciová společnost with its registered office in Český Těšín (hereinafter referred to as "Carlson Tech Ventures a.s."), Hlavní třída 87/2, 737 01 Český Těšín, identification11813385 number , entered in the Business Register kept by the Regional Court in Ostrava, section B tab 11369 as the Target Company and CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw at ul. Emilii Plater 49, Poland, entered in the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406 - as the Acquired Company, through the acquisition of the Acquired Company Carlson Tech Ventures a.s. by CARLSON INVESTMENTS S.A. as the Acquiring Company. Since all shares in the Target Company belong to the Acquiring Company, the merger will be carried out in a simplified procedure pursuant to Article 31 in conjunction with Article 22 of the SE Regulation. The merger conditions have been specified in the merger plan which has been made available on the websites of the merging Companies at <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on December 8, 2021 and in the form of ESPI Report No. 37/2021 on December 8, 2021.-----

§ 2

As a result of the merger referred to in § 1 of this Resolution, pursuant to Article 2 Section 1 in connection with Article 17 Section 2 letter a) and Article 18 and Article 29 Section 1 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), CARLSON INVESTMENTS S.A., as the Acquiring Company, shall adopt the legal form of a European Company (SE).-----

§ 3

The merger of the Companies shall be carried out without increasing the share capital of CARLSON INVESTMENTS S.A. as the Acquiring Company pursuant to Article 18 of the SE Regulation in view of the fact that the Acquiring Company is the owner of all shares in the Target Company. -----

§ 4

Pursuant to Article 23 of the SE Regulation, the Extraordinary General Meeting approves the plan of merger with Carlson Tech Ventures a.s., which was made available on the websites of the merging Companies at: <https://carlsonvc.com/> and <https://carlsontechvc.com/w> on December 8, 2021 and in the form of ESPI Report No. 37/2021 on December 8, 2021. -----
The merger plan is attached to these minutes. -----

§ 5

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. in Warsaw hereby authorizes the Company's Management Board to undertake all factual and legal actions necessary to implement provisions of this resolution. -----

§ 6

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

The Chairman stated that the above resolution was adopted unanimously by a voice vote. -----

The Chairman stated that the number of shares under which valid votes were cast amounts to 4.301.838, the number of votes attached to those shares amounts to 4.301.838, the percentage share of those shares in the share capital amounts to %54,07, the total percentage share in the number of votes amounts to 54.07%, in the vote the total number of valid 4.301.838 votes "for" was cast, the total number of valid votes "against" was 0, the total number of valid votes "abstaining" was 0, no objections raised. -----

To agenda item 8e : -----

The Assembly Chair read the draft resolution: -----

RESOLUTION NUMBER 9
of the Extraordinary General Meeting of the Company
CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw
of 20 January 2022
on the adoption of the Statutes of the European Company

§ 1

The Extraordinary General Meeting of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, in connection with the Resolution No. 8 of the Extraordinary General Meeting of January 20, 2022, on: on merger of CARLSON INVESTMENTS S.A. with its registered office in Warsaw, Poland (the Acquiring Company) and its Czech-law subsidiary Carlson Tech Ventures Polska Akciová Společnost with its registered office in Český Těšín, Czech Republic (the Target Company) pursuant to Art. 2 par. 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 of a European Company (SE) (Official Journal of the European Communities L 294, p. 1, as amended) for the purpose of adopting the legal form of a European Company (SE) by the Acquiring Company and in connection with the content of Resolutions No. 5, 6 and 7 of the Extraordinary General Meeting of the Company dated 20 January 2022 and amendments to the Company's Articles of Association arising out of the content of those Resolutions, the Acquiring Company hereby resolves-----

- 1) With the registration of the merger referred to in Resolution No. 8 of the Extraordinary General Meeting of January 20, 2022, pursuant to § 2 of that resolution, adopt the legal form of the European Company,-----
- 2) Express the Company's share capital in EURO, in accordance with the content of Article 4 of the 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, as amended) -----
- 3) Adopt the Articles of Association of CARLSON INVESTMENTS SE with its registered office in Warsaw, with the following content:-----

COMPANY STATUTE
CARLSON INVESTMENTS SE
 GENERAL PROVISIONS

§1

The name of the Company is CARLSON INVESTMENTS SE. -----

§2

The Company's registered seat is Warsaw (situated in the Republic of Poland). -----

§3

1. The Company operates in the Republic of Poland and abroad. -----
2. The Company may establish branches, divisions, establishments, representative offices and other organizational units in Poland and abroad. -----
3. The Company may be a shareholder in other companies, including companies with foreign participation.-----
4. The Company may use a distinctive graphic sign.-----
5. The Company was incorporated by way of merger pursuant to Art. 2.1 in conjunction with Art. 17.2.a) 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, item 1)-----

§4

The duration of the Company is unlimited.-----

BUSINESS

§5

The object of the Company's enterprise is business activity, in the field of: -----

- 1) PKD 64.30.Z Activity of trusts, funds and similar financial institutions, -----
- 2) PAC 64.99.Z Other financial service activities, except insurance and pension funds, -----
- 3) PAC 66.1 Activities auxiliary to financial services, except insurance and pension funds, --
- 4) PKD 64.19.Z Other monetary intermediation, -----
- 5) PKD 70.10.Z Activity of head offices and holdings, excluding financial holdings, -----
- 6) PKD 70.22.Z Other business and management consulting, -----
- 7) PAC 46.5 Wholesale of information and communication technology tools, -----
- 8) PKD 47.41.Z Retail sale of computers, peripherals and software run in specialized stores,-----
- 9) PKD 68.10.Z Purchase and sale of real estate on own account, -----
- 10) PKD 68.20.Z Rental and management of own or leased property,
- 11) PKD 68.31.Z Real Estate agency,-----
- 12) PKD 68.32.Z Management of real estate on a fee or contract basis, -----
- 13) PAC 46.1 Wholesale on a fee or contract basis, -----
- 14) PAC 46.6 Wholesale of machinery, equipment and supplies, -----
- 15) PAC 46.7 Other specialised wholesale, -----
- 16) PAC 41.1 Implementation of construction projects related to erection of buildings, -----
- 17) PAC 41.2 Construction works related to erection of residential and non-residential buildings,-----
- 18) PKD 43.1 Demolition and site preparation for construction,-----
- 19) PAC 43.3 Finishing construction works,-----
- 20) PKD 43.9 Other specialised construction works, -----

SHARE CAPITAL, TARGET CAPITAL, REDEMPTION OF COMPANY SHARES

§ 6

1. The Company's share capital amounts to EURO 6,682,783.80 (six million six hundred eighty-two thousand seven hundred eighty-three EURO 80/100) and is divided into 7,955,695 (seven million nine hundred fifty-five thousand six hundred ninety-five) bearer shares with a nominal value of EURO 0.84 (in words: eighty-four euro cents) each. -----
2. The shares listed in paragraph 1 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) series "B" bearer shares with a 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 EUR 0.84 (in words: eighty-four euro cents) each, -----
- d) 124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,-----
- e) 5,000 (five thousand) series "E" bearer shares with a nominal value of EUR 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) series "I" bearer shares with a nominal value of EUR 0.84 (in words: eighty-four euro cents) each,
- i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of EUR 0.84 (in words: eighty four euro cents) each, -----
- j) 460,000 (four hundred and sixty thousand) series "K" bearer shares with a 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" bearer shares with a par value of EUR 0.84 (eighty-four euro cents) each,-----
- l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a par value of EUR 0.84 (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 (eighty-four euro cents) each, --
- n) 2,499,000 (two million four hundred and ninety-nine thousand) series "O" 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) series "P" bearer shares with a 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 "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 (eighty-four euro cents) each,-----

§7

1. The Company's share capital may be increased by resolution of the General Meeting of Shareholders through the issuance of new ordinary shares, both bearer and registered and preference shares, and through increasing the nominal value of shares already issued.
2. The increased share capital of the Company may be paid up in cash, by contribution in kind, by dividend due to the shareholder, as well as by transferring funds from a part of the supplementary or reserve capital. -----

3. The Company may issue bonds, including bonds convertible into shares. -----

§ 8

1. The share capital may be reduced by reducing the nominal value or by cancelling some of the shares. -----
2. The Company's shares may be redeemed on the terms and conditions determined by the General Meeting when:-----
 - a) A share capital reduction will be enacted,-----
 - b) The Company will acquire its own shares through the enforcement of its claims that cannot be satisfied by the shareholder's other assets. -----
3. The redemption of shares shall be carried out in compliance with the provisions on the reduction of share capital or from pure profit.-----

THE COMPANY'S GOVERNING BODIES

§ 9

1. The Company has adopted a dualistic system of internal structure within the meaning of Article 38 b 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). -----
2. The bodies of the Company are:-----
 - a) Board of Directors (governing body);-----
 - b) Supervisory Board (supervisory body);-----
 - c) General Assembly. -----
3. No person may simultaneously be a member of the Company's Management Board and Supervisory Board. -----

MANAGEMENT BOARD

§10

1. The Management Board of the Company consists of one or more members. The term of office of each member of the Management Board is independent of the term of office of the other members of the Management Board and lasts three years. -----
2. The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number. -----
3. The Supervisory Board may dismiss the President of the Management Board, a member of the Management Board or the entire Management Board before the end of the term of office of the Management Board.-----
4. A member of the Management Board may be reappointed once or more than once, each time for a period not exceeding three years.-----

§11

1. The Management Board shall exercise all powers in the management of the Company, except for those reserved by law or by these Articles of Association for other corporate bodies. -----
2. The Management Board's procedures, as well as the matters that may be assigned to individual members of the Management Board, are set out in detail in the Management Board Bylaws. The Regulations of the Management Board shall be adopted by the Management Board of the Company and approved by the Supervisory Board. -----
3. In particular, the Management Board is competent to issue bonds by the Company other than convertible bonds and bonds with priority rights. -----

§12

If the Management Board consists of only one person, the President of the Management Board shall make declarations of will on behalf of the Company. If the Management Board consists of more than one person, two members of the Management Board acting together are required to make declarations of will regarding property rights and obligations of the Company and to sign documents on behalf of the Company. -----

§13

An authorized member of the Supervisory Board enters into contracts with members of the Management Board on behalf of the Company and represents the Company in disputes with members of the Management Board. The Supervisory Board may authorize, by way of a resolution, one or more of its members to perform such legal actions. -----

§14

A member of the Management Board may not, during his term of office in the Company, without the consent of the Supervisory Board, engage in any competitive business or participate in a competitive company as a partner in a civil law partnership, a partnership or as a member of the authority of a joint stock company, or participate in another competitive legal person as a member of its authority. -----

§15

1. The Management Board shall report to the Supervisory Board at least once every three months on the conduct of the Company's affairs and the anticipated development of the SE's business. -----
2. Irrespective of the regular information referred to in § 15(1), the Management Board shall promptly inform the Supervisory Board of any matters which may significantly affect the SE's operation. -----

SUPERVISORY BOARD

§16

1. The Supervisory Board consists of at least five members. The term of office of each

member of the Supervisory Board is independent of the term of office of the other members of the Supervisory Board and lasts three years.-----

- 2. Members of the Supervisory Board are elected and recalled by the General Meeting. ----
- 3. A member of the Supervisory Board may be reappointed once or more than once. -----
- 4. Members of the Supervisory Board shall perform their duties in person.-----

§17

- 1. The Supervisory Board shall elect a Chairman, Vice-Chairman and Secretary of the Supervisory Board from among its members. -----
- 2. The Chairman of the Supervisory Board or a person authorized by the Chairman convenes and chairs the meetings of the Supervisory Board. The Chairman of the outgoing Supervisory Board shall convene and open the first meeting of the newly elected Supervisory Board and chair it until a new Chairman is elected. -----

§18

The Chairman of the Supervisory Board shall be obliged to convene a meeting at the request of the Company's Management Board or any Member of the Supervisory Board. The Chairman of the Supervisory Board shall convene the meeting within two weeks of receiving the request. ----

§19

- 1. For a resolution of the Supervisory Board to be valid, all members of the Board must be invited to the meeting and at least half of the members must be present at the meeting.--
- 2. Meetings of the Supervisory Board shall be convened by electronic mail sent at least 3 (three) days prior to the date of the meeting to the electronic mail addresses indicated in writing by members of the Supervisory Board or by means of direct remote communication.-----
- 3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast. If the vote remains inconclusive, the Chairman of the Supervisory Board shall have the casting vote.
- 4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.-----

§20

The Supervisory Board shall hold its meetings in accordance with the Rules of Procedure of the Supervisory Board adopted by the General Meeting, at least once every quarter. -----

§21

- 1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations. -----
- 2. In addition to the matters set forth in the Act, other provisions of these Articles of Association or resolutions of the General Meeting of Shareholders, the competence of the Supervisory Board shall include-----
 - 1) Evaluate the financial statements of the Company's operations for consistency with the

- books, records and facts, and ensure that they are reviewed by auditors selected by the Company;-----
- 2) Evaluation and assessment of the Management Board report as well as assessment of the Management Board proposals regarding profit distribution and loss coverage; -----
 - 3) Reporting to the General Meeting on the results of the activities specified in items. 1 i 2;
 - 4) To prepare and submit to the General Meeting a written report on the results of the evaluation of the Company's situation and the evaluation of its own work as a body; ----
 - 5) Granting consent to the establishment of branches of the Company at home and abroad;
 - 6) Passing resolutions on giving opinions on the Board's motions; -----
 - 7) Appointment of Board Members;-----
 - 8) Delegating a Member or Members of the Supervisory Board to temporarily perform the duties of the Company's Management Board in the event the entire Management Board is suspended or dismissed or the Management Board is prevented from acting for other reasons;-----
 - 9) Determining the principles and amounts of remuneration of the Company's Management Board Members; -----
 - 10) Suspension of a Member of the Management Board or the entire Management Board;---
 - 11) Granting consent to purchase or sell shares and stocks in other companies and to establish a company or join associations and other organizations in cases where the value of the shares or stocks purchased or taken up exceeds EUR 250,000.00 (two hundred and fifty thousand EUR 00/100); -----
 - 12) Granting consent to the issue of bonds, other than convertible bonds, by the Company's Management Board;
 - 13) Granting consent to taking out and granting loans or credits, as well as granting collaterals with the value exceeding the amount of 250,000.00 (two hundred and fifty thousand EURO);
 - 14) Granting consent to acquisition or disposal of real estate, perpetual usufruct or share in real estate, as well as establishing limited property rights on real estate; -----
 - 15) determining, at the request of the Management Board, the directions of the Company's development, its strategy and long-term programs of its activities; -----
 - 16) To select an auditor to audit the financial statements, in accordance with applicable laws, to ensure due independence of opinion; -----
 - 17) Expressing opinions on draft resolutions of the General Meeting and materials to be presented to shareholders; -----
3. Remuneration of members of the Supervisory Board shall be determined by the General Meeting. -----

GENERAL MEETING

§22

The General Assembly may meet as an ordinary or extraordinary meeting. -----

§23

General Meetings may be held at the Company's registered office.-----

§24

1. The Ordinary General Meeting is convened by the Management Board within 6 months after the end of each financial year. The Supervisory Board shall convene the Ordinary General Meeting if the Management Board fails to convene it within the prescribed time limit.-----
2. The Extraordinary General Meeting is convened by: -----
 - 1) Management;-----
 - 2) An Extraordinary General Meeting of Shareholders shall be convened by the Company's Management Board on its own initiative or at the written request of the Supervisory Board, or at the written request of shareholders representing at least 1/20 (one twentieth) of the share capital, which request must include the proposed agenda;-----
3. The Extraordinary General Meeting should be convened within two weeks from the date of the request;-----
4. The Supervisory Board shall convene the General Meeting if the Management Board fails to convene the General Meeting within the prescribed time;-----
5. The agenda of the General Meeting shall be determined by the person convening the General Meeting.-----
6. A shareholder, or shareholders, may request that one or more additional items be placed on the agenda of the General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the Company has its seat.-----

§25

1. The General Meeting shall have the power to pass resolutions irrespective of the number of shares represented, unless the applicable national laws of the Member State in which the Company has its registered office provide otherwise.-----
2. Each share entitles to one vote at the General Meeting.-----
3. Resolutions shall be adopted by an absolute majority of the votes cast unless the applicable national law of the Member State in which the Company has its registered office provides otherwise.-----

§26

Voting at the General Meeting shall be open. A secret ballot shall be ordered for elections and motions to dismiss members of the Company's authorities or liquidators, or to hold them liable, as well as in personal matters.-----

§27

1. The General Meeting is opened by the Chairman of the Supervisory Board or a person appointed by the Chairman, and if these persons are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, after which the Chairman of the Meeting is elected from among those entitled to vote.-----
2. The General Assembly shall determine its Rules of Procedure.-----

§28

Shareholders participate in the General Meeting in person or by proxies appointed in writing. ---

§29

1. The powers of the General Meeting include matters within the scope of: -----
 - 1) Consideration and approval of the Board's reports, balance sheet and profit and loss account for the previous financial year; -----
 - 2) Adopt resolutions on the distribution of profits and coverage of losses and the creation of special purpose funds;-----
 - 3) Granting discharge to the Supervisory Board and the Management Board for performance of their duties; -----
 - 4) Election and dismissal of members of the Supervisory Board; -----
 - 5) Increase or decrease the share capital;-----
 - 6) Amendments to the Company's Articles of Association; -----
 - 7) Dissolution and liquidation of the Company; -----
 - 8) Consider and resolve motions presented by the Board;-----
 - 9) Adopting the Regulations of the Supervisory Board; -----
 - 10) Determination of the dividend right date and dividend payment date;-----
 - 11) Sale and lease of an enterprise and the creation of a usufruct or pledge thereon -----
 - 12) Issuance of bonds convertible into shares and bonds with priority rights; -----
 - 13) Merger, division or conversion of the Company;-----
2. In addition, resolutions of the General Meeting shall be required for other matters set forth in these Articles of Association and in applicable laws. -----

COMPANY ECONOMY

§30

The Company's financial year is the calendar year.-----

§31

1. The pure profit of the Company may be used for: -----
 - 1) Capital Reserve;-----
 - 2) Investment Fund;-----
 - 3) Capital Reserve;-----
 - 4) Dividend;-----
 - 5) Other purposes determined by resolution of the General Meeting.-----
2. Other special purpose funds may be created by resolution of the General Meeting. The resolution shall specify types and manner of creation (method of financing) of such funds. -----

§32

The dividend shall be paid on the date determined by the General Meeting. A resolution of the General Meeting in this respect shall also indicate the date of determination of the right to dividend.-----

FINAL PROVISIONS

§33

The Company shall publish the notices required by law in accordance with the applicable provisions of the national law of the Member State in which the Company has its registered office.-----

§ 34

The Company shall be dissolved after being wound up in the manner prescribed by the national law of the Member State in which the Company has its registered office. -----

§ 35

The dissolution of the Company shall cause: -----

- a) Resolution of the General Meeting to dissolve the Company, -----
- b) Other reasons as provided by applicable law. -----

§ 36

To the extent not covered by these articles of association, the provisions of the national law of the Member State in which the Company has its registered office, resolutions of the Company's governing bodies and other normative acts binding on the Company shall apply.-----

§ 2

This resolution shall become effective on the date of adoption. -----