

NOTICE

About the Convening of the Annual General Meeting

CARLSON INVESTMENTS European Company with headquarters in Warsaw, Poland as of June 28, 2023

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. 395 § 1, § 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, XII Commercial Department of the National Court Register under the number KRS 0000965148 ("the Company". Warsaw, XII Commercial Division of the National Court Register under KRS No. 0000965148 (the "**Company**".), convenes the Ordinary General Meeting of Shareholders for **June 28, 2023 at 10:00 a.m.**, to be held in Warsaw, at the Notary Office of Piotr Pełczyński Notary, Al. Niepodległości 217 lok. 7, 02-087 Warsaw.

I.2 Detailed agenda:

1. Opening of the Annual 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 on:
 - 1) consideration and approval of the Report of the Board of Directors on the activities of the Company and the Group for the fiscal year from 01-01-2022 to 31-12-2022;
 - 2) Consideration and approval of the Company's Separate Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022;
 - 3) Consideration and approval of the Company's Consolidated Financial Statements for the fiscal year from 01-01-2022 to 31-12-2022;
 - 4) allocation of net profit for 2022;
 - 5) to grant the President of the Management Board a discharge of his duties in 2022;
 - 6) consideration and adoption of the Supervisory Board's report for 2022;
 - 7) to grant members of the Supervisory Board a discharge of their duties in 2022;
 - 8) changes in the composition of the Company's Supervisory Board ;
 - 9) increase the Company's share capital, deprive shareholders of pre-emptive rights and amend the Company's Articles of Association.
 - 10) authorize the Supervisory Board to determine the consolidated text of the Company's Articles of Association.
5. Closing of the assembly.

II. Procedures for participation in the general meeting

II.1 The shareholder's right to request the inclusion of specific issues on the agenda

A shareholder or shareholders representing at least 1/20 of the share capital may demand that certain matters be placed on the agenda of the next General Meeting. In accordance

with Article 401(1) of the Commercial Companies Code, the demand 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 **June 7, 2023**, and should include a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in electronic form to the following email address: office@carlsonvc.com The request should be accompanied by relevant documents confirming the shareholder/s' entitlement (i.e., representation of at least 1/20 of the share capital) in pdf format, 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 on 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 of the portion of the Company's share capital required for the above request 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, i.e. by June 10, 2023, announce the amendments to the agenda made at the shareholder's request. This announcement will be made in a manner appropriate for convening the General Meeting.

II.3. shareholder's right to submit draft resolutions on matters placed on the agenda at the General Meeting

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

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

II.4.1 A shareholder who is a natural person 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 by a person authorized to make declarations of intent on his behalf or

by 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 shall be in writing or in electronic form.

II.4.4. The notice of granting a proxy in electronic form should be sent by a shareholder entitled to participate in the General Meeting at least 3 days before the date of the General Meeting to the following e-mail 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 the voting right 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 by telephone. Failure to respond to the questions asked during the verification process will be treated as an inability 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 (printout of the electronic message containing the contents of the power of attorney), as well as a document making it possible to identify 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 shall exercise all the rights of a shareholder at the General Meeting, unless the wording of the power of attorney indicates 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 the rights of the shares recorded in each account.

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

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

II.6 Possibility and method of exercising voting rights by correspondence or using electronic communication means.

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 about issues on the agenda of the general meeting

During the General Meeting, a shareholder has the right to ask questions regarding matters on the agenda of the General Meeting. In accordance with Article 428 of the Commercial Companies Code, during the General Meeting, the Management Board 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, office@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 two weeks from the date of the request at the General Meeting. If a shareholder makes a request outside the General Meeting for information concerning the Company, the Board of Directors may provide the shareholder with 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. Record 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 as of sixteen days prior to the date of the General Meeting (the General Meeting attendance registration date), i.e. **June 12, 2023**, have the right to attend the General Meeting. Pledgees and users with voting rights have the right to attend the Company's General Meeting if they are registered in the securities account on the General Meeting registration date (406² § 1 of the Commercial Companies Code). The day of registration of participation in the General Meeting is uniform for those entitled to bearer shares and registered shares.

III.2 In accordance with Article 406³ § 2 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 General Meeting and no later than on the first business day after the date of registration of participation in the General Meeting (i.e., **June 13, 2023**), 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., viz:

- 1) the company (name), headquarters, address and seal of the issuer and the certificate number;
- 2) the number of shares;
- 3) a separate designation of shares, as referred to in Article 55 of the Law 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) name and surname or company (name) of the holder of shares, pledgee or user;
- 7) registered office (place of residence) and address of the shareholder, pledgee or user;
- 8) the purpose of issuing the certificate;
- 9) mention to whom the right to vote on the shares is vested;
- 10) the 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, in accordance with 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 Ordinary General Meeting, together with draft resolutions, will be made available on the Company's website. The comments of the Company's Management Board or Supervisory Board on the matters placed on the agenda of the Ordinary General Meeting or matters to be placed on the agenda prior to the date of the Ordinary General Meeting will be available on the Company's website as soon as they are prepared.

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