# Resolution 1 of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the appointment of the Chairman of the Meeting

Pursuant to Art. 409 § 1 of the Commercial Companies Code, the General Meeting appoints Mr Wojciech Matusiak as Chairman of the Ordinary General Meeting
§2 The resolution shall come into force on the date of its adoption
Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares, representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously by secret ballot. There were no objections
Mr. Wojciech Matusiak took the chair of the General Meeting, drew up and signed the attendance list, and then stated that 4,540,655 shares were represented at the General Meeting, entitling to 4,540,655 votes, which represents 67,55% of the Company's share capital and 67,55% of the total number of votes. 4122 of the Commercial Companies Code, none of the present shareholders has objected to holding the Extraordinary General Meeting of Shareholders or placing particular matters on the agenda, the conditions specified in article 4063 §1 of the Commercial Companies Code have been fulfilled, and therefore the Extraordinary General Meeting of Shareholders is able to adopt binding resolutions on the matters included on the agenda today.
In view of the opening of the Meeting, the election of the Chairman, the ascertainment that the Meeting had been duly convened and that it was capable of adopting resolutions, further items on the agenda were proceeded with.
Ad 3 of the agenda:  The Chairman of the Meeting put the following draft Resolution to the vote:

Resolution 2
of the Ordinary General Meeting of the Company
Carlson Investments Spółka Akcyjna with its registered office in Warsaw
of 05 July 2021

adopting the agenda

§ 1. The Ordinary General Meeting adopts the following agenda for the General Meeting a determined by the Management Board of the Company in consultation with the Supervisory
Board:
1. Opening of the Annual General Meeting and election of the Chairman
2. To declare that the General Meeting has been duly convened and has the capacity to adop
resolutions
3. Adoption of the agenda
4. Adoption of resolutions on:
1) Consideration and approval of the Report of the Management Board on the Company's
and the Group's activities for the financial year from 01.01.2020 to 31.12.2020;
2) to consider and approve the Company's Separate Financial Statements for the financia
year from 01.01.2020 to 31.12.2020;
3) to consider and approve the Company's Separate Financial Statements for the financia
year from 01.01.2020 to 31.12.2020;
4) covering the net loss for 2020;
5) to grant the President of the Management Board a discharge for the performance of his
duties in 2020;
6) to discharge the members of the Supervisory Board for the performance of their duties in
2020;
7) the continued existence of the Company,
8) on increasing the Company's share capital, divesting shareholders of pre-emptive right
and amending the Company's Articles of Association;
9) on authorising the Supervisory Board to determine the consolidated text of the Article
of Association,
10) appointing members of the Company's Supervisory Board
5. Closure of the sitting
This resolution shall enter into force on the date of its adoption
Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares
representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cas
in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objection
were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously and in an open ballow
There were no objections
Ad 4 of the agenda:
The Chairman of the Meeting put the following draft Resolutions to the vote:

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the approval of the Separate Management Report on the operations of the Company and the Group for the financial year from 01.01.2020 to 31.12.2020.

Pursuant to Art. 393 item. 1 and Art. 395 § 2 item 1 of the Commercial Companies Code in connection with Art. 25 (a) of the Company's Articles of Association, it is resolved as follows: ----

\$ 1

The Report of the Management Board on the Activities of CARLSON INVESTMENTS S.A. and the Group for the financial year from 01.01.2020 to 31.12.2020 is approved. ------

§ 2

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

Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares, representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously and in an open ballot. There were no objections.

### Resolution 4

## of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the approval of the Separate Financial Statements for the financial year from 01.01.2020 to 31.12.2020.

Pursuant to Art. 393 item. 1 and Art. 395 § 2 item 1 of the Commercial Companies Code in connection with Art. 25 (a) of the Company's Articles of Association, it is resolved as follows: ----

§ 1

- 1) introduction to the financial statements; -----
- 2) Separate Balance Sheet prepared as at 31 December 2020, showing on the assets and liabilities side a balance sheet total of PLN 15,549,719.59 (in words: fifteen million five hundred forty nine thousand seven hundred nineteen 59/100),------
- 3) Separate profit and loss account for the period from 1 January 2020 to 31 December

	2020 showing a net loss of PLN 4,391,884.93 (in words: four million three hundred ninety one thousand eight hundred eighty four 93/00),
4)	Statement of changes in separate equity for the period from 1 January 2020 to 31 December 2020 showing an increase in equity of PLN 6,528,709.91 (in words: six million five hundred and twenty-eight thousand seven hundred and nine zloty 91/100),
5)	Separate Statement of Cash Flows for the period from 1 January 2020 to 31 December 2020 showing a net increase in cash of PLN 2,654.81 (in words: two thousand six hundred and fifty-four zlotys 81/100),
6)	additional information and explanations
	§ 2
The res	solution shall enter into force on the date of its adoption
represen in favou vere rai	h Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares, ting 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cast of the resolution; there were no abstentions; no objections sed; therefore, the Chairperson stated that the Resolution was adopted unanimously and in an open ballot.
I here w	ere no objections

### Resolution 5

## of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the approval of the Consolidated Financial Statements for the financial year from 01.01.2020 to 31.12.2020.

2020 showing a net loss of PLN 5 397 897.51 (in words: five million three hundred

and ninety-seven thousand eight hundred and ninety-seven zloty 51/00),
4) statement of changes in equity for the period from 1 January 2020 to 31 December
2020 showing an increase in equity of PLN 13,059,976.59 (in words: thirteen million
fifty-nine thousand nine hundred and seventy-six 59/100 zlotys),
5) cash flow statement for the period from 1 January 2020 to 31 December 2020 showing a net decrease in cash of PLN 80,906.24 (in words: eighty thousand nine
hundred and six zloty 24/100),
6) additional information and explanations
S 2
$\S~2$
The resolution shall enter into force on the date of its adoption.
Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 share representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes case
in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objection
were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously and in an open ballo
There were no objections
Resolution 6
of the Ordinary General Meeting of the Company
Carlson Investments Spółka Akcyjna with its registered office in Warsaw
of 05 July 2021
concerning coverage of the net loss for the financial year 2020
Acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code and § 25 letter c)
of the Company's Articles of Association, it is resolved as follows
§ <b>1</b>
It is resolved that the net loss for the financial year from 01.01.2020 to 31.12.2020 in the
amount of: PLN 4,391,884.93( in words: four million three hundred and ninety-one thousand
eight hundred and eighty-four zloty 93/100) will be covered from profits generated by the
Company in future years
§ 2
The resolution shall enter into force on the date of its adoption
Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares,
representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes

cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no

objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously and in an open ballot. There were no objections.-----

### Resolution 7

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on granting discharge to the President of the Management Board for the performance of his duties in 2020

Pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code, in connection with § 25 letter d) of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr Aleksander Gruszczynski, President of the Management Board of CARLSON INVESTMENTS Spólka Akcyjna, is hereby granted a vote of approval of the discharge of his duties in 2020 for the period from 1 January 2020 to 31 December 2020.

§ 2

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

Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares, representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously by secret ballot. There were no objections.

### Resolution No 8

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of the Company in 2020.

The Ordinary General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code in connection with § 25 letter d) of the Company's Articles of Association, resolves as follows:

**Acknowledgement of the fulfilment of** duties in 2020 by the Member of the Supervisory Board of CARLSON INVESTMENTS Spółka Akcyjna - Mr Łukasz Marczuk for the period from 1 January 2020 to 31 December 2020 is hereby granted. -----§ 2 The resolution shall enter into force on the date of its adoption. Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares, representing 67,55% of the share capital; the total number of valid votes was 4,540,655; there were no votes cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously by secret ballot. There were no objections.----Resolution 9 of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021 on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of the Company in 2020. The Ordinary General Meeting, pursuant to Art. 393 point 1 and Art. 395 \( \) 2 point 3 of the Commercial Companies Code in connection with § 25 letter d) of the Company's Articles of Association, resolves as follows: -----**§** 1 Acknowledgement of the fulfilment of duties in 2020 by the Member of the Supervisory

Acknowledgement of the fulfilment of duties in 2020 by the Member of the Supervisory Board of CARLSON INVESTMENTS Spółka Akcyjna - **Mr Wojciech Przybyla for the period from 1 January 2020 to 31 December 2020 is hereby** granted. ------

\$ 2

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

### **Resolution 10**

of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw

### of 05 July 2021

on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of the Company in 2020.

The Ordinary General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the
Commercial Companies Code in connection with § 25 letter d) of the Company's Articles of
Association, resolves as follows:
§ <b>1</b>
Acknowledgement of the fulfilment of duties in 2020 by the Member of the Supervisory
Board of CARLSON INVESTMENTS Spółka Akcyjna - Mr Grzegorz Kubica for the
period from 1 January 2020 to 31 December 2020 is hereby granted
§ 2
The resolution shall enter into force on the date of its adoption
1
Wojciech Matusiak stated that in the vote on the resolution valid votes were cast from 4,540,655 shares,
representing 67,55 % of the share capital; the total number of valid votes was 4,540,655; there were no votes
cast in favour of the resolution; there were no votes cast against the resolution; there were no abstentions; no
objections were raised; therefore, the Chairperson stated that the Resolution was adopted unanimously by secret
ballot. There were no objections
Resolution 11
of the Ordinary General Meeting of the Company
Carlson Investments Spółka Akcyjna with its registered office in Warsaw
of 05 July 2021
on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of the Company in
2020.
The Ordinary General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the
Commercial Companies Code in connection with § 25 letter d) of the Company's Articles of
Association, resolves as follows:
§ <b>1</b>
Acknowledgement of the fulfilment of duties in 2020 by the Member of the Supervisory
Board of CARLSON INVESTMENTS Spółka Akcyjna - Ms Kanga Dębicka for the
period from 1 January 2020 to 31 December 2020 is hereby granted
$\S~2$

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

### **Resolution 12**

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board of the Company in 2020.

The Ordinary General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code in connection with § 25 letter d) of the Company's Articles of Association, resolves as follows:

§ 1

 $\S 2$ 

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

### **Resolution 13**

## of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on the continued existence of the Company



### **Resolution 14**

an open ballot. There were no objections.-----

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

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

§ 1

The share capital of the Company shall be increased by an amount not less than PLN 100,000.00 (one hundred thousand zlotys and 00/100) and not more than PLN 5,000,000.00 (five million zlotys and 00/100), by issuing not less than 25.000 (twenty five thousand) and no more than 1,250,000 (one million two hundred and fifty thousand) series S shares, numbered from S 0,000,001 to 1,250,000, with a nominal value of PLN 4 (four zlotys) per share ("Series S Shares").

2 The Series S Shares shall be ordinary bearer shares. No special rights will be attached to the Series S Shares may be covered by cash contributions.

3 All Series S Shares shall be offered, by way of private subscription, within the meaning of Article 431 § 2 item 1) of the Commercial Companies Code, through the Company's offers to acquire Series S Shares to no more than 149 (one hundred and forty-nine) designated addressees, who shall be indicated by the Company's Management Board in a resolution. -----The written acceptance of the offers to acquire Series S Shares and the signature of the agreements to acquire Series S Shares shall take place within 6 (six) months of the date of

adoption of this Resolution. The share capital increase shall become effective if 25,000
(twenty-five thousand) Series S Shares are duly subscribed for
6 The time limit [for the payment of cash/non-cash contributions] for Series S Shares shall be
determined by a resolution of the Company's Management Board
7 Series S Shares may be issued in certificated form and may be issued in collective share
certificates
8 The issue price of the Series S Shares shall be determined by the Board of Directors of the
Company in a resolution.
9. the Series S Shares will participate in dividends on the following terms:
(a) Series S Shares issued or recorded for the first time in a securities account during a
financial year shall, up to and including the dividend date established by the General Meeting
of the Company, participate in profit distribution starting from the first day of the financial
year preceding the financial year in which Series S Shares were issued or recorded in the
securities account;
(b) Series S Shares issued or recorded for the first time in a securities account during a
financial year, after the dividend date established by the General Meeting of the Company,
shall participate in profit distribution starting from the first day of the financial year in which
Series S Shares were issued or recorded in the securities account
§ 2
1 The Ordinary General Meeting acknowledges and accepts the conclusions arising from the
written opinion of the Company's Management Board justifying the reasons for depriving the
Company's shareholders in full of their pre-emptive rights to Series S Shares and proposing
the amount of the issue price of Series S Shares.
In the interest of the Company, the existing shareholders of the Company shall be entirely
deprived of their pre-emptive rights to Series S Shares
$\S~3$
(1) In connection with the increase of the Company's share capital, pursuant to § 1 of this
resolution, the Company's Articles of Association shall be amended by giving new wording to
§ 8 of the Company's Articles of Association:
,, <b>,</b>
The share capital of the Company shall amount to not less than PLN 26,986,740 (say: twenty-six million
nine hundred and eighty-six thousand seven hundred and forty zloty) and not more than PLN 31,886,740
(say: thirty-one million eight hundred and eighty-six thousand seven hundred and forty zloty) and shall be
divided into
a) 5,100 (in words: five hundred thousand one hundred) series "A" bearer shares with a nominal value of
PLN 4 (four zlotys) each,
b) 7,500 (in words: seven thousand five hundred) series "B" bearer shares with a nominal value of PLN 4
(four zlotys) each,

(four zlotys) each,
d) 124,900 (in words: one hundred and twenty-four thousand nine hundred) series "D" bearer shares with a
nominal value of PLN 4 (four zlotys) each,
e) 5,000 (five thousand) series "E" bearer shares with a nominal value of PLN 4 (four zlotys) each,
f) 29,875 (twenty-nine thousand eight hundred and seventy-five) series "F" bearer shares with a nominal value
of PLN 4 (four zlotys) each,
g) 4,125 (four thousand one hundred and twenty-five) series "G" bearer shares with a nominal value of PLN
4 (four zlotys) each,
h) 4,625 (four thousand six hundred and twenty-five) series "I" bearer shares with a nominal value of PLN 4
(four zlotys) each,
i) 46,375 (forty six thousand three hundred seventy five) series "J" bearer shares with a nominal value of
PLN 4 (four zlotys) each,
j) $460{,}000$ (four hundred and sixty thousand) series "K" bearer shares with a nominal value of PLN 4 (four
zlotys) each,
k) 129,358 (one hundred and twenty-nine thousand three hundred and fifty-eight) series "L" bearer shares
with a nominal value of PLN 4 (four zlotys) each,
l) 717,250 (seven hundred and seventeen thousand two hundred and fifty) Series M bearer shares with a
nominal value of PLN 4 (four zloty) each,
m) 1,223,500 (one million two hundred and twenty-three thousand five hundred) series "N" bearer shares
with a nominal value of PLN 4 (four zlotys) each,
n) 2,499,000 (two million four hundred and ninety-nine thousand) series "O" bearer shares with a nominal
value of PLN 4 (four zlotys) each,
o) 250,000 (two hundred and fifty thousand) series "P" bearer shares with a nominal value of PLN 4 (four
zlotys) 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 PLN 4 (four zlotys) each,
r) not less than 25,000 (twenty-five thousand) and not more than 1,250,000 (one million two hundred and
fifty thousand) series "S" bearer shares with a nominal value of PLN 4 (four zlotys) each
§ <b>4</b>
The Ordinary General Meeting of the Company resolves to apply for admission and
introduction of Series S Shares to trading in the Alternative Trading System on the
NewConnect market operated by the Warsaw Stock Exchange, ("WSE")

c) 12,500 (in words: twelve thousand five hundred) series "C" bearer shares with a nominal value of PLN 4

(2) In connection with the application for admission and introduction of Series S Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE, the Ordinary General Meeting resolves that Series S Shares shall be subject to dematerialisation, within the meaning of Article 5(1) of the Act on Trading in Financial

"Trading Act")
§ 5
(1) In connection with the enacted increase in the Company's share capital and the enacted amendment to the Company's Articles of Association, the Board of Directors of the Company is authorised and obliged to perform all legal and factual acts necessary to implement this resolution in this part, in accordance with the applicable legal provisions, including in particular:
a) determine, by way of a resolution of the Management Board, the time limit [for payment of
cash/cash contributions] for the Series S Shares;
c) to designate, by way of a resolution of the Management Board, not more than 149 designated addressees to whom the offers to acquire Series S Shares will be made by the Company;
d) to submit to no more than 149 designated addressees offers to subscribe for Series S Shares, pursuant to Article 431 § 2 item 1) of the Commercial Companies Code, on the terms set forth in this resolution, and to conclude with them agreements to subscribe for Series S
Shares; e) filing with the registry court a duly completed and paid-up application for the registration of the share capital increase and the amendment to the Company's Articles of Association resulting from this resolution;
f) to perform all other factual and legal acts necessary to carry out the provisions of this resolution.
(2) In connection with the determination to apply for admission and introduction of Series S Shares to trading in the Alternative Trading System on the NewConnect market operated by the WSE and the determination to dematerialize Series S Shares, the Management Board of the Company is hereby authorized to perform all legal and factual acts necessary to execute this part of the resolution in accordance with applicable laws, including in particular
the National Depository for Securities or to the WSE;
d) to perform all other factual and legal acts necessary to carry out the provisions of this

Instruments of 29 July 2005 (uniform text. (Journal of Laws of 2018, item 2286)) (the

### **Resolution 15**

### of the Ordinary General Meeting of the Company Carlson Investments Spółka Akcyjna with its registered office in Warsaw of 05 July 2021

on authorising the Supervisory Board to determine the consolidated text of the Articles of Association

§ 1

The Chairman declared that voting on resolution number 16 on the appointment of a member of the Supervisory Board of the Company was abandoned due to the lack of candidates for the Supervisory Board of the Company. -------

Ad 5 of the agenda:
As the agenda had been exhausted, the Chairman of the Meeting closed the General Meeting and
attached the attendance list to this act