

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on January 20, 2022 at 12:00 p.m.

Notary Office Piotr Pełczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

VOTING INSTRUCTION FORM FOR SHAREHOLDER PROXY
at the Extraordinary General Meeting
CARLSON INVESTMENTS S.A.
on January 20, 2022

SHAREHOLDER DATA:

Name:

Address:

.....

Identity card number / Relevant register number:

.....

I, the undersigned

.....

(imię and surname/name)

entitled to participate in the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. on 20 January 2022 on the basis of the Certificate of the right to participate in the Extraordinary General Meeting issued by:

.....

..

(name of the entity that maintains the shareholder's securities account)

at with the number

.....

represented by:

PROXY DATA:

Name:

Address:

.....

ID number:

by means of this form, I cast my vote and/or include instructions for voting by proxy on each of the resolutions to be adopted at the Extraordinary General Meeting of CARLSON INVESTMENTS S.A. on January 20, 2022 in accordance with the agenda announced by the Company.

.....

(date and signature)

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 lowering the share capital by reducing the nominal value of all shares of the Company and amending the

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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 16 December 2021 at the level of EUR 1.00 = PLN 4.614.

§ 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 view of the contents of § 1 and § 2 of this Resolution, the share capital of the Company shall be reduced by PLN 988,415.55 (nine hundred and eighty-eight thousand four hundred and fifteen zlotys 55/100), i.e. from PLN 31,822,780.00 (thirty-one million eight hundred and twenty-two zlotys 00/100) to PLN 30,834,364.45 PLN (thirty million eight hundred thirty four thousand three hundred sixty four 45/100) which is equivalent to EUR 6,682,783.80 (six million six hundred eighty two thousand seven hundred eighty three 80/100).
2. The Company's share capital shall be reduced by decreasing the nominal value of each share of the Company from the previous nominal value of PLN 4.00 (four zlotys 00/100) to the nominal value of PLN 3.88 (three zlotys 88/100), 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 988,415.55 (nine hundred and eighty-eight thousand four hundred and fifteen zlotys 55/100) 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 no returns of contributions made to the Company's share capital shall be made to shareholders due to the fact that 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

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Meeting decides to transfer the amount of PLN 988,415.55 (nine hundred eighty eight thousand four hundred fifteen 55/100 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 (Giełda 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 between December 16, 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 of significance 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 EUR corresponds with that exchange rate.

§ 7

This resolution shall become effective on the date of adoption.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain :..... (number of votes)

If you vote against Resolution No. on

A shareholder may object below with a request to be entered in the minutes.

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Opposition Content*:
.....
.....

Instructions on how to vote by proxy on the adoption of Resolution No. on
.....

Content of instructions*:
.....
.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

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 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. 1 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 988,415.55 (nine hundred and eighty-eight thousand four hundred and fifteen zloty 55/100) resulting from Resolution No. 1 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.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:
.....
.....

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Instructions on how to vote by proxy on the adoption of Resolution No. on

.....

Content of instructions*:

.....

.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

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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 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.*

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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

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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.*

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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;*

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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

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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.*

- 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) *PKD 64.99.Z Other financial service activities, except insurance and pension funds,*
- 3) *PKD 66.1 Activities auxiliary to financial services, except insurance and pension funds,*

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- 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) PKD 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) PKD 46.1 Wholesale on a fee or contract basis,
- 14) PACPKD 46.6 Wholesale of machinery, equipment and supplies,
- 15) PKD 46.7 Other specialised wholesale,
- 16) PKD 41.1 Implementation of construction projects related to erection of buildings,
- 17) PKD 41.2 Construction works related to erection of residential and non-residential buildings,
- 18) PKD 43.1 Demolition and site preparation for construction,
- 19) PKD 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

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§ 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:**

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on January 20, 2022 at 12:00 p.m.

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§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.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:

.....
.....

Instructions on how to vote by proxy on the adoption of Resolution No. on

.....
.....

Content of Instructions*:

.....
.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

RESOLUTION 4

FORM TO EXERCISE VOTING RIGHTS BY PROXY
AT AN EXTRAORDINARY GENERAL MEETING
CARLSON INVESTMENTS S.A.
on January 20, 2022 at 12:00 p.m.

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**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. 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

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, identification number 11813385, 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).

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§ 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.

MERGER PLAN:

MERGER PLAN
(PLÁN SLOUČENÍ)

CARLSON INVESTMENTS Joint Stock Company
with its seat in Warsaw, Poland
(se sídlem v Warszawie, Polsko)

and

Carlson Tech Ventures a.s.
seated in Český Těšín, Czech Republic
(se sídlem v Českém Těšíně, Česká republika)

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on January 20, 2022 at 12:00 p.m.

Notary Office Piotr Pelczyński Notary Public, Al. Niepodległości 217 premises 7, 02-087 Warsaw

Warsaw, 8 December 2021

Warsaw, 8 prosince 2021

Warsaw, 08.12.2021r.	Warsaw 08.12.2021
<p data-bbox="263 541 747 646" style="text-align: center;">Merger plan by acquisition to form a European Company (Societas Europaea)</p> <p data-bbox="214 688 428 718">Boards of Directors:</p> <p data-bbox="214 760 799 1348">CARLSON INVESTMENTS Spółka Akcyjna with its registered office in Warsaw (Poland) and Carslon Tech Ventures a.s. with its registered office in Český Těšín (Czech Republic), on the basis of Article 2 (1) in connection with Article 17 (2) (a) and 18 of the 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 European Union L 294, p. 1) (hereinafter: SE Regulation), have agreed on the following plan of merger by way of establishment (Official Journal of the European Union L No. 294, p. 1) (hereinafter: SE Regulation), have agreed on October 27th 2021 on the following <u>plan of merger by acquisition in order to establish the European Company CARLSON INVESTMENTS SE with the registered office in Warsaw (Poland)</u>:</p> <p data-bbox="214 1390 662 1419">I. Companies participating in the merger</p> <p data-bbox="214 1432 799 1684">1. the Acquiring Company - CARLSON INVESTMENTS SPÓŁKA AKCYJNA with its registered office in Warsaw (00-125), at Emilii Plater 49, Poland, entered into the Register of Entrepreneurs of the National Court Register under KRS 0000148769, NIP 6342463031, REGON 277556406, being a public company (hereinafter: the Acquiring Company)</p> <p data-bbox="214 1801 799 1864">2. the acquired company - Carslon Tech Ventures a.s. with its registered seat in Český Těšín, address: Hlavní</p>	<p data-bbox="863 541 1364 646" style="text-align: center;">Plan sloučení prostřednictvím převzetí za účelem vytvoření Evropské společnosti (Societas Europaea)</p> <p data-bbox="824 688 1123 718">Představenstva společností:</p> <p data-bbox="824 760 1409 1159">CARLSON INVESTMENTS Spółka Akcyjna se sídlem v Warszawie (Polsko) a Carslon Tech Ventures a.s. se sídlem v Českém Těšíně (Česká republika) na základě článku 2 odst. 1 v souvislosti s článkem 17 odst. 2 písm. a) a 18 nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (SE) (Úř. věst. EU L č. 294, str. 1) (dále jen: Nařízení SE), sjednávají dne 27 října 2021 roku následující <u>plán sloučení a převzetí za účelem vytvoření Evropské společnosti CARLSON INVESTMENTS SE se sídlem v Warszawie (Polsko)</u>:</p> <p data-bbox="824 1318 1409 1642">I. Společnosti, které se účastní sloučení Nástupnická společnost - CARLSON INVESTMENTS SPÓŁKA AKCYJNA se sídlem v Warszawie (00-125) na adrese ul. Emilii Plater 49, Polska, zapsaná do Obchodního rejstříku Národního soudního rejstříku vedeného hospodářskou komorou pod číslem KRS 0000148769, DIČ 6342463031, IČ 277556406, která je veřejnou společností (dále jen: Nástupnická společnost)</p> <p data-bbox="824 1696 1409 1864">Zanikající společnost - Carslon Tech Ventures a.s. se sídlem v Českém Těšíně na adrese: Hlavní třída 87/2, 737 01 Český Těšín, Česká republika, zapsaná do obchodního rejstříku vedeného u Krajského soudu v Ostravě, v oddílu B, pod číslem vložky 11369,</p>

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třída 87/2, 737 01 Český Těšín, Czech Republic, entered in the Commercial Register kept by the District Court in Ostrava, Section B under No. 11369, Identification No. 11813385 (hereinafter: the Target Company).

II. Name and registered office of the SE

CARLSON INVESTMENTS SE seated in Warsaw, Poland.

The address of the registered office of the European Company and the address of the Head Office: 49 Emilii Plater Street, (00-125) Warsaw, Poland.

III. Method of Merging the Companies

1. The merger shall be effected pursuant to Article 2.1 in conjunction with Article 17.2(a) and 18 of the SE Regulation by acquisition of the Target Company by the Acquiring Company.
2. Since 100% of shares in the Acquired Company are held by the Acquiring Company, the merger shall be effected according to the simplified procedure pursuant to Art. 31 in conjunction with Art. 22 of the SE Regulation when applying the provisions governing the simplified merger procedure, and thus:
 - the plan of merger will not be subject to an expert examination,
 - there will be no increase in the share capital of the Acquiring Company.
3. Pursuant to Article 23 of the SE Regulation, the merger of the Companies shall be effected pursuant to resolutions of the General Meeting of Shareholders of the Acquiring Company and a resolution of the General Meeting of Shareholders, being the sole shareholder, of the Target Company agreeing to the plan of merger of the Companies.
4. Pursuant to Article 29 (1) of the SE Regulation, as of the date of registration of the merger:
 - a) all assets and liabilities of the Target Company shall be transferred to the Acquiring Company;
 - b) The Target Company shall cease to exist;

identifikační číslo 11813385 (dále jen: **Zanikající společnost**)

II. Firma a statutární sídlo SE

CARLSON INVESTMENTS SE se sídlem v Warszawa, Polsko.

Adresa sídla Evropské společnosti a adresa sídla Představenstva: ul. Emilii Plater 49, (00-125) Warszawa, Polsko

III. Methods of Socialisation

1. Sloučení proběhne podle článku 2 odst. 1 ve spojení s čl. 17 odst. 2 písm. a) a 18 Nařízení SE převzetím Zanikající společnosti Nástupnickou společností.
2. Protože 100% akcií Zanikající společnosti vlastní Nástupnická společnost, sloučení proběhne ve zjednodušeném proces podle ustanovení čl. 31 a ve spojení s čl. 22 Nařízení SE s použitím předpisů upravujících zjednodušený proces sloučení Společností, a to:
 - plán sloučení nebude přezkoumán znalcem,
 - nedojde ke zvýšení základního kapitálu Nástupnické společnosti.
3. V souladu s čl. 23 Nařízení SE sloučení Společností proběhne na základě usnesení valné hromady Nástupnické společnosti a usnesení valné hromady, resp. rozhodnutí jediného akcionáře, Zanikající společnosti vyjadřujících souhlas s plánem sloučení Společností.
4. V souladu s čl. 29 odst. 1 Nařízení SE dnem zápisu sloučení:
 - a) budou všechna aktiva a pasiva Zanikající společnosti převedena do Nástupnické společnosti;
 - b) Zanikající společnost přestane existovat;
 - c) Nástupnická společnost převezme formu ES.
5. Protože všechny podíly Zanikající společnosti patří Nástupnické společnosti, sloučení proběhne ve

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(c) The Acquiring Company shall take the form of an SE.

5. Since all shares of the Acquired Company belong to the Acquiring Company, the merger shall be carried out according to the simplified procedure, pursuant to Art. 31:
- share exchange ratio and compensation is not determined;
 - The terms and conditions of the grant of SE shares are not specified;
 - not specify the date from which the SE's shareholder is entitled to participate in profits and any special conditions affecting that right;
6. The Merger of the Companies will be carried out without increasing the share capital of the Acquiring Company pursuant to Article 18 of the SE Regulation.

IV. Deadline

Pursuant to Article 20(1)(e) of the SE Regulation, the date from which the operations of the merging Companies will be treated for accounting purposes as transactions for the account of the SE - the date of registration of the merger.

V. Special rights

Pursuant to Article 20 (1) (f) of the SE Ordinance, no rights have been and will be granted by the SE to specially entitled shareholders and holders of securities other than shares. No special measures have been and will be taken regarding the granting of special rights by the SE to these persons.

VI. Specific benefits

Pursuant to Article 20 (1) (g) of the Regulation, no special benefits shall be granted to members of the bodies of the Companies participating in the merger, experts or other persons participating in the merger.

VII. Employee Participation Procedures

Considering the fact that both the Acquiring Company and the Target Company do not employ any employees, no employee participation procedure as

zjednodušeném proces, podle čl. 31:

- nestanovuje se poměr výměny akcií a výše doplatků;
 - nestanovují se podmínky pro přidělení akcií v SE
 - nestanovuje se den, od kterého majiteli akcií SE vzniká právo na podíl na zisku a zvláštní podmínky týkající se tohoto práva;
6. Sloučení Společností proběhne bez zvýšení základního kapitálu Nástupnické společnosti podle čl. 18 Nařízení SE.

IV. Termín

Podle čl. 20 odst. 1 písm. e) Nařízení SE, datem, od kterého budou činnosti jednání slučujících se Společností považovány pro účetní účely jako transakce prováděné na účet SE - den zápisu sloučení v obchodním rejstříku.

V. Zvláštní práva

Podle čl. 20 odst. 1 písm. (f) Nařízení SE nebyla a nebudou společnost SE přiznána akcionářům se zvláštními právy a majitelům cenných papírů jiných než akcie žádná práva. Nebyly a nebudou provedeny žádné zvláštní opatření týkající se přiznání společností SE zvláštních oprávnění těmto osobám.

VI. Zvláštní výhody

Podle čl. 20 odst. 1 písm. g) členům orgánů Společností účastnících se sloučení, znalcům ani jiným osobám účastnícím se sloučení se neposkytují žádné zvláštní výhody.

VII. Process of zapojení zaměstnanců

S ohledem na to, že jak Nástupnická společnost, tak ani zanikající společnost nezaměstnávají žádné zaměstnance, v rámci sloučení za účelem získání form evropské společnosti se postup pro zapojení zaměstnanců ve smyslu čl. 20 odst. 1 písm. i) Nařízení SE neuplatní.

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referred to in Article 20(1)(i) of the SE Regulation will be carried out as part of the merger to adopt the form of a European Company.

VIII. Articles of Association of the European Company

Pursuant to Article 20 (1) (h) of the SE Regulation, the contents of the SE Articles of Association:

VIII. States of the European Community

Podle čl. 20 odst. 1 písm. h) Nařízení SE obsah stanov

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) PKD 64.99.Z Other financial service activities, except insurance and pension funds,
- 3) PKD66.1 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) PKD 46.5 Wholesale of information and communication technology tools,

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- 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) PKD 46.1 Wholesale on a fee or contract basis,
- 14) PKD 46.6 Wholesale of machinery, equipment and supplies,
- 15) PKD 46.7 Other specialised wholesale,
- 16) PKD 41.1 Implementation of construction projects related to erection of buildings,
- 17) PKD 41.2 Construction works related to erection of residential and non-residential buildings,
- 18) PKD 43.1 Demolition and site preparation for construction,
- 19) PKD 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,

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- 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 (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,
- s) 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:
 - c) A share capital reduction will be enacted,
 - d) 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.

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MANAGEMENT BOARD

§10

5. 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.
6. The Supervisory Board shall appoint the President of the Management Board and other members of the Management Board and specify their number.
7. 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.
8. 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

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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

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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

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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

4. 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.
5. Each share entitles to one vote at the General Meeting.
6. 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;

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- 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.

SPOLEČNOSTI STANOVY

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CARLSON INVESTMENTS SE

PRESENT USTANOVENÍ

§ 1

Název společnosti zní: CARLSON INVESTMENTS SE.

§ 2

Sídlem Společnosti je Warszawa (nacházející se v Polské republice).

§ 3

1. Společnost podniká na území Polské republiky a v zahraničí.
2. Společnost může zřizovat pobočky, organizační složky, závody, zastoupení a jiné organizační jednotky v tuzemsku a v zahraničí.
3. Společnost může být podílníkem (akcionářem) v jiných společnostech, v tom také ve společnostech se zahraniční majetkovou účastí.
4. Společnost může používat zvláštní pro ni grafický znak.
5. Společnost vznikla následkem sloučení společností v souladu s čl. 2 odst. 1 ve spojení s čl. 17 odst. 2 bod a) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1)

§ 4

Doba trvání společnosti je neurčitá.

PŘEDMĚT PODNIKÁNÍ

§ 5

K předmětu podnikání Společnosti patří podnikatelská činnost v rozsahu:

[zkratka "PKD" = *Polská klasifikace ekonomické činnosti*].

- 1) PKD 64.30.Z Činnost trustů, nadací a podobných finančních organizací,
- 2) PKD 64.99.Z Ostatní finanční služby, kromě pojišťovnictví a penzijních fondů,
- 3) PKD 66.1 Podpůrná činnost pro finanční služby, kromě pojišťovnictví a penzijních fondů
- 4) PKD 64.19.Z Ostatní finanční zprostředkování,
- 5) PKD 70.10.Z Činnost centrálních firem (head offices) a holdingů, kromě finančních holdingů,
- 6) PKD 70.22.Z Činnost poradců ostatní v rozsahu provádění podnikatelské činnosti a manageru,
- 7) PKD 46.5 Velkoobchodní prodej nářadí informační a komunikační technologie,
- 8) PKD 47.41.Z Maloobchodní prodej počítačů, periferních zařízení a programového vybavení (software) prováděný v specializovaných prodejnách,
- 9) PKD 68.10.Z Koupě a prodej nemovitostí na vlastní účet,
- 10) PKD 68.20.Z Pronájem a správa vlastních nebo pronajatých nemovitostí,
- 11) PKD 68.31.Z Zprostředkování prodeje nemovitostí,
- 12) PKD 68.32.Z Správa nemovitostí prováděná na objednávku,
- 13) PKD 46.1 Velkoobchodní prodej realizovaný na objednávku,
- 14) PKD 46.6 Velkoobchodní prodej strojů, zařízení a dodatečného vybavení,
- 15) PKD 46.7 Ostatní specialistický velkoobchodní prodej,
- 16) PKD 41.1 Realizace stavebních projektů spojených ch s výstavbou budov,
- 17) PKD 41.2 Stavební práce spojené s výstavbou obytných a veřejných budov,
- 18) PKD 43.1 Demolice a příprava terénu pod výstavbu,
- 19) PKD 43.3 Provádění stavebních dokončovacích prací,
- 20) PKD 43.9 Ostatní odborné stavební práce.

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ZÁKLADNÍ KAPITÁL, CÍLOVÝ KAPITÁL, ZRUŠENÍ AKCIÍ SPOLEČNOSTI

§ 6

1. Základní kapitál Společnosti činí 6.682.783,80 EUR (šest milionů šest set osmdesát dva tisíce sedm set osmdesát tři euro osmdesát euro centů) a je rozdělen na 7.955.695 (sedm milionů devět set padesát pět tisíc šest set devadesát pět) akcií na majitele o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá.
2. Akcie uvedené v odst. 1 tvoří následující akcie:
 - a) 5.100 (slovy: pět set tisíc jedno sto) kusů akcií na majitele série "A" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - b) 7.500 (slovy: sedm tisíc pět set) kusů akcií na majitele série "B" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - c) 12.500 (slovy: dvanáct tisíc pět set) kusů na majitele akcií série "C" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - d) 124.900 (slovy: jedno sto dvacet čtyři tisíce devět set) kusů akcií na majitele série "D" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - e) 5.000 (pět tisíc) kusů akcií na majitele série "E" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - f) 29.875 (dvacet devět tisíc osm set sedmdesát pět) kusů akcií na majitele série "F" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - g) 4.125 (čtyři tisíce sto dvacet pět) kusů akcií na majitele série "G" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - h) 4.625 (čtyři tisíce šest set dvacet pět) kusů akcií na majitele série "I" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - i) 46.375 (čtyřicet šest tisíc tři sta sedmdesát pět) kusů akcií na majitele série "J" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - j) 460.000 (čtyři sta šedesát tisíc) kusů akcií na majitele série "K" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - k) 129.358 (one hundred dvacet devět tisíc tři sta padesát eight) kusů akcií na majitele série "L" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - l) 717.250 (sedm set sedmnáct tisíc dvě stě padesát) kusů akcií na majitele Série M o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - m) 1.223.500 (one million dvě stě dvacet tři tisíce pět set) kusů akcií na majitele série "N" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - n) 2.499.000 (dva milion čtyři sta devadesát devět tisíc) kusů akcií na majitele série "O" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - o) 250.000 (dvě stě padesát tisíc) kusů akcií na majitele série "P" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - p) 1.201.578 (one million dvě stě one tisíc pět set sedmdesát osm) kusů akcií na majitele série "R" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,
 - r) 1.234.010 (one million dvě stě třicet čtyři tisíce deset) kusů akcií na majitele série "S" o jmenovité hodnotě 0,84 EUR (slovy: osmdesát čtyři euro centů) každá,

§7

1. Základní kapitál Společnosti může být navýšen usnesením Valné hromady formou emise nových, běžných

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akcií, a to jak na majitele, tak na jméno, a prioritních, a také formou navýšení jmenovité hodnoty již emitovaných akcií.

2. Navýšený základní kapitál Společnosti může být splacen v hotovosti, vložením nepeněžních vkladů, dividendou náležící akcionáři a také přesunem prostředků z části rezervního nebo náhradního kapitálu.
3. Společnost může emitovat dluhopisy, včetně dluhopisů vyměnitelných za akcie.

§ 8

1. Základní kapitál může být snížen formou snížení jmenovité hodnoty nebo zrušením části akcií.
2. Akcie Společnosti mohou být zrušeny za podmínek stanovených Valnou hromadou, v případě:
 - a) bude-li schváleno snížení základního kapitálu,
 - b) nabude-li Společnost vlastní akcie v důsledku exekuce svých nároků, které není možné uspokojit z jiného majetku akcionáře.
3. Zrušení akcií se provádí při dodržení předpisů o snížení základního kapitálu, nebo z čistého zisku.

ORGÁNY SPOLEČNOSTI

§ 9

1. Společnost přijala dualistický systém struktury ve smyslu čl. 38 písm. b) nařízení Rady (ES) č. 2157/2001 ze dne 8. října 2001 o statutu evropské společnosti (ES) (Úřední věstník EU L č. 294, str. 1 se změnami)
2. Orgány Společnosti jsou:
 - A. Představenstvo (správní orgán);
 - B. Dozorčí rada (dozorčí orgán);
 - C. Valná hromada.
3. Žádná osoba nesmí být současně členem Představenstva a Dozorčí rady Společnosti.

PŘEDSTAVENSTVO

§ 10

1. Představenstvo společnosti se skládá z jednoho nebo více členů. Funkční období každého člena Představenstva je nezávislé na funkčním období ostatních členů Představenstva a trvá tři roky.
2. Dozorčí rada povolává předsedu Představenstva a ostatní členy představenstva a stanoví jejich počet.
3. Dozorčí rada může odvolat předsedu Představenstva, člena Představenstva nebo celé Představenstvo před uplynutím funkčního období Představenstva.
4. Člen Představenstva může být znovu povolán jednou nebo více než jedenkrát, pokaždé nejdéle na maximální období tří let.

§ 11

1. Představenstvo vykonává veškerá práva v rozahu vedení Společnosti, s výjimkou práv vyhrazených zákonem nebo těmito Stanovami pro ostatní orgány Společnosti.
2. Způsob jednání Představenstva, a takže záležitosti, které mohou být svěřeny jeho jednotlivým členům, podrobně upravuje Jednací řád představenstva. Jednací řád představenstva usnává Představenstvo Společnosti, a schvaluje jej Dozorčí rada.
3. Ke kompetencím Představenstva patří emise dluhopisů jiných než vyměnitelné dluhopisy a prioritní dluhopisy.

§ 12

Pokud Představenstvo tvoří jedna osoba, projevy vůle jménem Společnosti činí předseda Představenstva samostatně. Pokud Představenstvo tvoří více osob, k činění projevů vůle v rozsahu majetkových práv a povinností Společnosti a k podpisu dokumentů jménem Společnosti je vyžadována součinnost dvou členů

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Představenstva.

§ 13

Smlouvy se členy Představenstva uzavírá jménem Společnosti oprávněný člen Dozorčí rady a zastupuje Společnost ve sporech s členy Představenstva. Dozorčí rada může formou usnesení zmocnit jednoho nebo více členů k provádění takových právních úkonů.

§ 14

Člen Představenstva během trvání svého funkčního období ve společnosti se nemůže bez souhlasu Dozorčí rady zabývat konkurenčními zájmy, ani se zúčastnit konkurenční společnosti jako společník občanské společnosti, osobní společnosti nebo jako člen orgánu kapitálové společnosti, nebo se účastnit jiné konkurenční právnické osoby jako člen orgánu.

§ 15

1. Představenstvo aspoň jednou za tři měsíce informuje Dozorčí radu o vedení Společnosti a plánovaném rozvoji činnosti ES.
2. Nezávisle na pravidelných informacích, o kterých se jedná v § 15 odst. 1, je Představenstvo povinno neprodleně informovat Dozorčí radu o veškerých záležitostech, které mohou mít významný vliv na funkci ES.

SUPERVISORY BOARD

§ 16

1. Dozorčí rada se skládá aspoň z pěti členů. Funkční období každého člena Dozorčí rady je nezávislé na funkčním období ostatních členů Dozorčí rady a trvá tři roky. Počet členů stanoví Valná hromada na základě usnesení.
2. Členy Dozorčí rady volí a odvolává Valná hromada.
3. Člen Dozorčí rady může být znovu povolán jednou nebo vícekrát.
4. Členové Dozorčí rady vykonávají své povinnosti osobně.

§ 17

1. Dozorčí rada volí ze svého středu předsedu, místopředsedu a tajemníka Dozorčí rady.
2. Předseda Dozorčí rady nebo jím oprávněná osoba svolává zasedání Dozorčí rady a předsedá jim. Předseda odstupující Dozorčí rady svolává a zahajuje první zasedání nově zvolené Dozorčí rady, jakož i předsedá mu do okamžiku volby nového předsedy.

§ 18

Předseda Dozorčí rady je povinen svolat zasedání na žádost Představenstva Společnosti nebo člena Dozorčí rady. Předseda Dozorčí rady svolává zasedání ve lhůtě dvou týdnů ode dne obdržení žádosti.

§ 19

1. Pro platnost usnesení Dozorčí rady je vyžadováno pozvání na zasedání všech členů Dozorčí rady a přítomnost na zasedání aspoň poloviny jejich členů.
2. Zasedání Dozorčí rady jsou svolávána elektronickými pozvánkami, zasílanými aspoň 3 (tři) dny před dnem zasedání na adres elektronické pošty, kterou členové Dozorčí rady sdělí písemně, nebo prostřednictvím prostředků přímé dálkové komunikace.
3. Usnesení Dozorčí rady jsou přijímána absolutní většinou odevzdaných hlasů. Nebude-li o věci rozhodnuto v hlasování, rozhodující je hlas předsedy Dozorčí rady.
4. Dozorčí rada může přijímat usnesení v písemném režimu, nebo s využitím prostředků přímé dálkové komunikace.

§ 20

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Dozorčí rada zasedá v souladu s Jednacím řádem Dozorčí rady, schváleným Valnou hromadou, nejméně však jednou za čtvrtletí.

§ 21

1. Dozorčí rada provádí stálý dozor činnosti Společnosti ve všech oblastech její působnosti.
2. Kromě záležitostí ze zákona, a uvedených v jiných ustanoveních těchto Stanov nebo usneseníh Valné hromady, k působnosti Dozorčí rady patří:
 - 1) Posouzení finanční zprávy o činnosti Společnosti v rozsahu shody s účetními dokumenty a skutečným stavem, jakož i zajištění ověření zvolenými Dozorčí radou auditory;
 - 2) Hodnocení a posouzení zprávy Představenstva, jakož i posouzení návrhů Představenstva ohledně rozdělení zisku a úhrady ztrát;
 - 3) Podávání Valné hromadě zpráv o výsledcích činností uvedených v bodech 1 a 2;
 - 4) Vyhotovení a předkládání Valné hromadě písemné zprávy o výsledcích hodnocení situace Společnosti a hodnocení vlastní práce jako orgánu;
 - 5) Vyjádření souhlasu se zřízením organizačních složek Společnosti v tuzemsku a v zahraničí;
 - 6) Přijímání usnesení ve věci posouzení návrhů Představenstva;
 - 7) Povolávání členů Představenstva;
 - 8) Delegování člena nebo členů Dozorčí rady k zatímnímu výkonu činnosti Představenstva Společnosti v případě suspendování nebo odvolání celého Představenstva, nebo pokud Představenstvo nemůže působit z jiných důvodů;
 - 9) Stanovení zásad a výše odměny členů Představenstva Společnosti;
 - 10) Suspendování člena Představenstva nebo celého Představenstva;
 - 11) Vyjádření souhlasu s pořizováním nebo s zcizováním podílů a akcií v jiných společnostech, jakož i zřízení společnosti nebo s přistoupením do asociací a jiných organizací v případech, ve kterých hodnota pořizovaných nebo přebíraných akcií nebo podílů je vyšší než 250.000,00 EUR (250.000,00 (dvě stě padesát tisíc euro 00/100));
 - 12) Vyjádření souhlasu s emisí dluhopisů jiných než vyměnitelné dluhopisy Představenstvem Společnosti;
 - 13) Vyjádření souhlasu s přijetím a poskytováním půjček nebo úvěrů, jakož i poskytováním zjištění o hodnotě nad 250.000,00 (dvě stě padesát tisíc) EUR;
 - 14) Vyjádření souhlasu s pořízením nebo zcizením nemovitostí, nezrušitelným používáním nebo podílu na nemovitosti, a také se zřizování omezeného hmotného práva na nemovitostech;
 - 15) Stanovení na žádost Představenstva směrů rozvoje Společnosti, její strategie, jakož i dlouhodobých programů její činnosti;
 - 16) Volba auditora pro provedení přezkoumání finanční zprávy v souladu s platnými právními předpisy za účelem zajištění náležitého nezávislého posudku;
 - 17) Posouzení návrhů usnesení Valné hromady, jakož i podkladů, jež budou předloženy akcionářům.
3. Odměny pro členy Dozorčí rady stanoví Valná hromada.

VALNÁ HROMADA

§ 22

Zasedání Valné hromady se mohou konat jako řádná nebo mimořádná.

§ 23

Valná hromada se může konat ve statutárním sídle Společnosti.

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§ 24

1. Řádnou Valnou hromadu svolává Představenstvo, ve lhůtě do 6 měsíců po uplynutí každého účetního období. Dozorčí rada svolává řádnou Valnou hromadu, nesvolá-li ji Představenstvo v předepsaném termínu.
2. Mimořádnou Valnou hromadu svolává:
 - 1) Představenstvo;
 - 2) Mimořádnou Valnou hromadu svolává Představenstvo společnosti z vlastní iniciativy nebo na písemnou žádost Dozorčí rady nebo písemnou žádost akcionářů reprezentujících aspoň 1/20 (jednu dvacetinu) základního kapitálu, kteří ve své žádosti musí uvést návrh programu jednání;
3. Svolání mimořádné Valné hromady musí nastat během dvou týdnů ode dne podání žádosti;
4. Dozorčí rada svolává Valnou hromadu v případě, nesvolá-li Představenstvo Valnou hromadu v předepsaném termínu;
5. Program jednání Valné hromady stanoví svolavatel Valné hromady.
6. Akcionář nebo akcionáři mohou požádat, aby byl do programu jednání Valné Hromady zařazen jeden nebo více dodatečných bodů. Postupy a lhůty pro podání těchto žádostí stanoví národní právní předpisy členského státu, ve kterém se nachází sídlo ES.

§ 25

1. Valná hromada je usnášeníschopná nezávisle na počtu reprezentovaných na ní akcií, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.
2. Každé akcií na Valné hromadě přísluší jeden hlas.
3. Usnesení jsou přijímána absolutní většinou odevzdaných hlasů, nestanoví-li příslušné národní předpisy členského státu, v němž sídlí Společnost, jinak.

§ 26

Hlasování na Valné hromadě je veřejné. Tajné hlasování se nařizuje při volbách, jakož i o návrzích na odvolání členů orgánů nebo likvidátorů Společnosti, buď o jejich pohnání k odpovědnosti, jakž i o osobních záležitostech.

§ 27

1. Valnou hromadu zahajuje předseda Dozorčí rady nebo jím určená osoba, a za nepřítomnosti těchto osob Valnou hromadu zahajuje předseda Představenstva nebo osoba určená Představenstvem, a následně ze středu osob oprávněných k hlasování se volí předseda Valné hromady.
2. Valná hromada stanoví svůj Jednací řád.

§ 28

Akcionáři se zúčastní Valné hromady osobně nebo prostřednictvím zplnomocněnce stanoveného na základě písemné plné moci.

§ 29

1. K působnosti Valné hromady patří záležitosti v následujícím rozsahu:
 - 1) Projednávání a schvalování zprávávkery, jakož i výkazu zisků a ztrát za předchozí účetní období;
 - 2) Přijímání usnesení o rozdělení zisku, úhradě ztrát, jakož i tvorbě cílových fondů;
 - 3) Udělování Dozorčí radě a Představenstvu absolutoria o splnění povinností;
 - 4) Volba a odvolávání členů Dozorčí rady;
 - 5) Navýšení nebo snížení základního kapitálu;
 - 6) Changing the State of the Community;

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- 7) Zrušení a likvidace Společnosti;
 - 8) Projednání a řešení návrhů resp. žádostí předkládaných Dozorčí radou;
 - 9) Schválení Řádu dozorčí rady;
 - 10) Stanovení dne práva na dividendu a dne výplaty dividendy;
 - 11) Zcizení a pacht podniku, jakož i zřízení na něm práva na jeho užívání nebo zastavení;
 - 12) Emise dluhopisů vyměnitelných za akcie a prioritních dluhopisů;
 - 13) Spojení, rozdělení nebo přeměna Společnosti.
2. Kromě toho usnesení Valné hromady vyžadují jiné záležitosti uvedené v těchto Stanovách, jakož i příslušných právních předpisech.

HOSPODAŘENÍ SPOLEČNOSTI

§ 30

Účetním obdobím Společnosti je kalendářní rok.

§ 31

1. Čistý zisk Společnosti může být určen na:
 - 1) rezervní kapitál;
 - 2) investiční fond;
 - 3) náhradní kapitál;
 - 4) dividendu;
 - 5) jiné účely podle usnesení Valné hromady.
2. Usnesením Valné hromady mohou být zřízeny jiné účelové fondy. V usnesení bude stanoven druh a způsob tvorby (způsob financování) těchto fondů.

§ 32

Výplata dividendy je prováděna v termínu stanoveném Valnou hromadou. Usnesení Valné hromady v tomto předmětu musí obsahovat také datum stanovení práva na dividendu

ZÁVĚREČNÁ USTANOVENÍ

§ 33

Povinná oznámení Společnost zveřejňuje v souladu platnými národními právními předpisy členského státu, v němž sídlí společnost.

§ 34

Zrušení Společnosti nastává po provedení likvidace způsobem v souladu platnými národními právními předpisy členského státu, v němž sídlí společnost.

§ 35

Zrušení Společnosti nastává na základě:

- a) usnesení Valné hromady o zrušení Společnosti,
- b) jiných příslušných právních důvodů.

§ 36

V rozsahu věcí neupravených těmito Stanovami platí národní právní předpisy členského státu, v němž sídlí společnost, usnesení orgánů Společnosti a jiné normativní listiny platné pro Společnost.

The plan of merger of the Companies was agreed and signed on 8 December 2021 in Warsaw.

Plán sloučení Společností byl sjednán a podepsán dne 08.12.2021 v Warszawie.

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§ 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.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

A shareholder may object below with a request to be entered in the minutes.

Opposition Content*:

.....
.....

..

Instructions on how to vote by proxy on the adoption of Resolution No. on

.....

..

Content of Instructions*:

.....

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines

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 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. 4 of the Extraordinary General Meeting of January 20, 2022, 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) in order for the Acquiring Company to adopt the legal form of a European Company (SE) and in connection with the wording of Resolutions No. 1, 2 and 3 of the

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Extraordinary General Meeting of the Company of 20 January 2022 and amendments to the Company's Articles of Association arising out of the said Resolutions, the Acquiring Company hereby resolves

- 1) With the registration of the merger referred to in Resolution No. 4 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) PKDAC 64.99.Z Other financial service activities, except insurance and pension funds,
- 3) PKD 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) PKD 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,

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- 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) PKD 46.1 Wholesale on a fee or contract basis,
- 14) PKD 46.6 Wholesale of machinery, equipment and supplies,
- 15) PKD 46.7 Other specialised wholesale,
- 16) PKD 41.1 Implementation of construction projects related to erection of buildings,
- 17) PKD 41.2 Construction works related to erection of residential and non-residential buildings,
- 18) PKD 43.1 Demolition and site preparation for construction,
- 19) PKD 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,

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- 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:
 - e) A share capital reduction will be enacted,
 - f) 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

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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.

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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

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- 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

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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

7. 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.
8. Each share entitles to one vote at the General Meeting.
9. 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;

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- 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.

Voting:

Pros: (number of votes)

Against: (number of votes)

Abstain : (number of votes)

If you vote against Resolution No. on,

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A shareholder may object below with a request to be entered in the minutes.

Content of Objection*:

.....
Instructions on how to vote by proxy on the adoption of Resolution No. on

.....
Content of Instructions*:

.....
(signature of the Shareholder)

* if no objection/no instruction, cross out the dotted lines