

## NOTICE

### on Convening the Annual General Meeting

**CARLSON INVESTMENTS European Company with its registered office in Warsaw, Poland**

**on June 28, 2024**

#### **I. Date, time and place of the General Meeting and detailed agenda**

##### I.1. Date, time and place of the General Meeting

Acting pursuant to art. 395 § 1, § 2 and art. 399 § 1, as well as art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Code of Commercial Companies (hereinafter: CCC), the Board of Directors of CARLSON INVESTMENTS SE, with its registered seat in Warsaw, entered into the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, XIII Commercial Division of the National Court Register. Warsaw, XIII Commercial Division of the National Court Register under the KRS number 0000965148 (the "Company".), convenes the Ordinary General Meeting of Shareholders for June 28, 2024 at 10:00 a.m., to be held in Warsaw, at the Notary Public Office Piotr Pełczyński Notary, Al. Niepodległości 217 lok. 7, 02-087 Warsaw.

##### I.2 Detailed agenda:

1. Opening of the Ordinary General Meeting and election of the Chairman.
2. determination of the correctness of the convening of the General Meeting and its ability to adopt resolutions.
3. adoption of the agenda
4. adoption of resolutions on:
  - 1) consideration and approval of the Management Report on the Company's and the Group's activities for the fiscal year from 01-01-2023 to 31-12-2023;
  - 2) consideration and approval of the Company's Separate Financial Statements for the fiscal year from 01-01-2023 to 31-12-2023;
  - 3) to consider and approve the Company's Consolidated Financial Statements for the fiscal year from 01-01-2023 to 31-12-2023;
  - 4) cover the loss reported for 2023;
  - 5) to grant the President of the Management Board a discharge of his duties for the year 2023;
  - 6) consideration and adoption of the report of the Supervisory Board for the year 2023;
  - 7) grant discharge to the members of the Supervisory Board for the performance of their duties in 2023;
  - 8) increase the Company's share capital, deprive shareholders of pre-emptive rights and amend the Company's Articles of Association.
  - 9) authorize the Supervisory Board to determine the consolidated text of the Company's Articles of Association.
- 5) Closing of the meeting.

## **II. Procedures for participation in the general meeting**

### **II.1 The right of a shareholder to request the inclusion of certain issues in the agenda**

A shareholder or shareholders representing at least 1/20 of the share capital may demand that certain matters be placed on the agenda of the next General Meeting. In accordance with Article 401(1) of the Commercial Companies Code, the demand should be submitted to the Company's Management Board no later than twenty-one days before the scheduled date of the Meeting, i.e. by June 7, 2024, and should include a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in electronic form to the following email address: office@carlsonvc.com The request should be accompanied by relevant documents confirming the shareholder/s' entitlement (i.e., representation of at least 1/20 of the share capital) in pdf format, and if the requester/s is/are not an individual, additionally a current copy of the relevant register in pdf format. Announcement of amendments to the agenda, made at the request of the shareholder/s, shall be made within eighteen days prior to the date of the General Meeting, in a manner appropriate to the convening of the General Meeting.

### **II.2 Shareholder's right to submit draft resolutions on matters introduced into the agenda or matters to be introduced into the agenda before the date of the General Meeting**

Shareholder(s) requesting the inclusion of certain matters on the agenda must attach to the above request a certificate/certificate of deposit, issued by a competent entity, confirming the shareholder(s)' ownership of the required portion of the Company's share capital as of the date of the request.

In addition, persons acting on behalf of an institutional shareholder(s) or shareholders who are legal entities or other entities, where confirmation of representation requires the submission of relevant documents specifying the shareholder(s)' rules of representation, should attach to the above request originals or certified copies of such documents (in accordance with the applicable laws in this regard). If further powers of attorney are granted, continuity of authority must be demonstrated.

The obligation to attach the documents referred to above applies to both the written form and the electronic form of the request, in a form appropriate for each form. The request in writing, together with a set of attachments, should be submitted with proof of submission to the Company's registered office at: ul. Sienna 72 lok.6, 00-833 Warsaw, or sent to the Company, against return receipt, to the aforementioned address.

If electronic form is used, the request with attachments should be sent to the e-mail address: office@carlsonvc.com.

All documents should be sent, in PDF format as attachments to the message.

The Company may take measures, proportionate to the purpose, to identify the shareholder or shareholders and verify the validity of the documents sent. The Board of Directors shall promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, i.e. by June 10, 2024, announce changes to the agenda, introduced at the shareholder's request. This announcement will be made in a manner appropriate for convening the General Meeting.

### **II.3 The shareholder's right to submit draft resolutions on the issues placed on the agenda during the General Meeting**

Each shareholder may, during the General Meeting, submit draft resolutions on the matters placed on the agenda.

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

II.4.1 A shareholder who is a natural person may participate in the General Meeting and exercise the voting right in person or by proxy. A model form allowing for the exercise of voting rights by proxy is made available on the Company's website at <https://carlsonvc.com/>.

II.4.2 A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights by a person authorized to make declarations of intent on his behalf or by proxy. Representatives of such entities should present current excerpts from the register listing the persons authorized to represent such entities.

II.4.3 The power of attorney shall be granted in writing or in electronic form.

II.4.4. The notification on granting a power of attorney in electronic form shall be sent by a shareholder entitled to participate in the General Meeting at least 3 days prior to the date of the General Meeting to the following e-mail address: [office@carlsonvc.com](mailto:office@carlsonvc.com). The information on the power of attorney shall also include the scope of the power of attorney by indicating the number of shares from which the voting right will be exercised and the proxy, as well as a copy of the power of attorney document or its content.

II.4.5 In order to verify the validity of a proxy granted electronically, the Company has the right to take actions related to the identification of the shareholder and the proxy, in particular, it has the right to direct a return question in electronic form and the right to contact by telephone. Failure to respond to the questions asked during the verification process will be treated as a failure to verify the granting of a proxy and will constitute grounds for refusal to allow the proxy to participate in the General Meeting.

II.4.6 Upon arrival at the General Meeting, before signing the attendance list, the proxy should present the power of attorney document or a copy of the power of attorney granted in electronic form (a printout of the electronic message containing the contents of the power of attorney), as well as a document allowing the identification of the proxy. In the case of a power of attorney granted by a principal who is not a natural person, a current copy of the principal from the relevant register should additionally be presented.

II.4.7 A proxy shall exercise all the rights of a shareholder at the Shareholders' Meeting, unless otherwise stated in the power of attorney. A proxy may grant a further power of attorney if it follows from the wording of the power of attorney. A proxy may represent more than one shareholder and vote differently on each shareholder's shares.

II.4.8 A shareholder with shares recorded in more than one securities account may appoint separate proxies to exercise rights from shares recorded in each account.

II.5 Possibility and manner of participation in the general meeting by means of electronic communication and manner of speaking during the general meeting by means of electronic communication,

The Company does not provide for the possibility of participating and speaking, during the General Meeting using electronic communication means.

II.6 Possibility and manner of exercising voting rights by correspondence or by means of electronic communication,

The Company does not provide for the possibility of exercising voting rights, during the General Meeting, using means of electronic communication, as well as exercising voting rights by correspondence.

II.6 The shareholder's right to ask questions regarding the issues on the agenda of the General Meeting

During the General Meeting, a shareholder has the right to ask questions regarding matters placed on the agenda of the General Meeting. Pursuant to Article 428 of the Commercial Companies Code, during the General Meeting, the Management Board is obliged to provide the shareholder, upon request, with information concerning the Company, if this is justified for the evaluation of the matter on the agenda. The Board of Directors shall refuse to provide information if it could cause damage to the Company, a related company or a subsidiary, in particular by revealing technical, trade or organizational secrets of the company. A member of the Board of Directors may also refuse to provide information if providing information could be the basis of his criminal, civil or administrative liability. An answer shall be deemed to have been provided if the relevant information is available on the Company's website in a place set aside for shareholders' questions and answers, i.e. [office@carlsonvc.com](mailto:office@carlsonvc.com).

The Board of Directors may also provide information in writing outside the General Meeting if there are compelling reasons for doing so. The Board of Directors is obliged to provide information no later than two weeks from the date of the request at the General Meeting. If a shareholder submits a request for information concerning the Company outside the General Meeting, the Board of Directors may provide the shareholder with information in writing, taking into account the limitations under Article 428 § 2 of the Commercial Companies Code. In the documentation submitted to the next General Meeting, the management board shall disclose in writing the information provided to the shareholder outside the General Meeting, together with the date of its provision and the person to whom the information was provided. The information submitted to the next General Meeting may not include information made public and provided at the General Meeting. Pursuant to the wording of Article 429 of the Commercial Companies Code, a shareholder who has been denied disclosure of the requested information during the General Meeting and who has objected to the minutes may file a request with the registry court to oblige the management board to provide the information. The application must be filed within a week of the end of the General Meeting at which the information was refused. A shareholder may also file an application with the registry court to oblige the Company to announce information given to another shareholder outside the General Meeting.

### **III. Record date, right to attend the General Meeting, list of shareholders**

III.1 Pursuant to Article 406<sup>1</sup> § 1 of the CCC, persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (General Meeting attendance registration date), i.e. June 12, 2024, have the right to participate in the General Meeting of the Company if they are registered in the securities account on the General Meeting attendance registration date (406<sup>2</sup> § 1 of the CCC). The date of registration of participation in the General Meeting is uniform for holders of bearer shares and registered shares.

III.2 In accordance with Article 406<sup>3</sup> § 2 of the Commercial Companies Code, in order to ensure participation in the General Meeting, a shareholder authorized by dematerialized shares should request, no earlier than after the announcement of the General Meeting and no later than on the first business day after the General Meeting participation registration date (i.e. June 13, 2024), from the

entity that maintains the securities account, the issuance of a registered certificate of the right to participate in the General Meeting.

The certificate should contain all the information referred to in Article 4063 § 1C.C.C., i.e.:

- 1) the company (name), registered office, address and seal of the issuer and the certificate number;
- 2) the number of shares;
- 3) the separate designation of shares, as referred to in Article 55 of the Act on Trading in Financial Instruments of July 29, 2005;
- 4) the company (name), headquarters and address of the public company that issued the shares;
- 5) the nominal value of the shares;
- 6) name and surname or firm (name) of the holder of shares, pledgee or user;
- 7) registered office (domicile) and address of the holder of shares, pledgee or user;
- 8) the purpose of issuing the certificate;
- 9) mention to whom the right to vote the shares is vested;
- 10) date and place of issuance of the certificate;
- 11) signature of the person authorized to issue the certificate.

III.3 The list of Shareholders entitled to participate in the General Meeting, in accordance with Article 407 § 1 of the Commercial Companies Code, will be made available for inspection for three weekdays prior to the General Meeting from 9:00 a.m. to 5:00 p.m. at the Office of the Company's Management Board located in Warsaw, 72 Sienna Street, premises 6, 00-833 Warsaw. There, materials on matters included in the agenda will be made available to shareholders within the time limit and in accordance with the rules provided for by the Commercial Companies Code. A shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to him free of charge, by e-mail, providing his own e-mail address to which the list should be sent. The request may be sent in electronic form to the Company's e-mail address [office@carlsonvc.com](mailto:office@carlsonvc.com). A shareholder has the right to request a copy of the motions on matters on the agenda within one week before the General Meeting. If a pledgee or usufructuary has the right to vote on a share, this circumstance shall be marked on the list of shareholders at the request of the entitled party.

#### **IV. Provision of documentation and information**

IV.1 The full text of the documentation to be presented to the Annual General Meeting, together with draft resolutions, will be made available on the Company's website. The comments of the Company's Management Board or Supervisory Board on matters placed on the agenda of the Ordinary General Meeting or matters to be placed on the agenda prior to the date of the Ordinary General Meeting will be available on the Company's website as soon as they are prepared.

IV.2 Information regarding the Annual General Meeting of CARLSON INVESTMENTS SE is available on the website [www.carlsonvc.com](http://www.carlsonvc.com) in the Investors section.