

Report no 31/2017

Information on the planned merger of the Issuer with another entity

Pursuant to §5 (1) (13) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and conditions of deeming information required by the regulations of a non-member country equal (Journal of Laws of 2014, item 133 i.e., hereinafter referred to as: the Regulation), the Management Board of EMC Instytut Medyczny S.A. announces that the Issuer (the Acquiring Company) intends to merge with Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o.[the Non-Public Health Care Centre "Zawidawie" Ltd (the Company being Acquired). The Issuer currently holds 100% shares in the Company being Acquired.

The merger shall be effected pursuant to Article 492 § 1(1) of the CCC , through transfer of all assets and liabilities of the Company being Acquired to the Acquiring Company. Following the merger, the Company being Acquired shall be wound-up without going into liquidation on the date when it is struck off the register.

Whereas the Acquiring Company is the sole shareholder of the Company being Acquired, and in accordance with Article 515 § 1 of the CCC, the merger shall be effected without increasing the share capital of EMC.

Pursuant to Article 516 § 6 in connection with Article 516 § 5 of the CCC, the Merger Plan shall not be subject to verification by an expert appointed by the Registry Court, nor shall written reports of the Managements Boards of the Merging Companies be drawn up to justify the merger.

EMC Instytut Medyczny Spółka Akcyjna [EMC Instytut Medyczny Joint-Stock Company](hereinafter referred to as EMC) with its registered office in Wrocław (54-144), 144-148 Pilczycka St., entered into the Business Register kept by the District Court for Wrocław-Fabryczna, VI Commercial Department of the National Court Register under KRS number [National Court Register no.] 0000222636, with the share capital of PLN 53,141,384.00 (PLN fifty three million one hundred forty one thousand three hundred eighty four), which is divided into 13,285,346 (thirteen million two hundred eighty five thousand three hundred forty six) shares with a nominal value of PLN 4.00 each.

Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. (hereinafter referred to as the NPHCC "Zawidawie") with its registered office in Wrocław (51-312) 290 Krzywoustego St.,entered into the Business Register kept by the District Court for Wrocław-Fabryczna, VI Commercial Department of the National Court Register under KRS number [National Court Register no.] 0000054516, with the share capital of PLN 1,372,560 (PLN one million three hundred seventy-two thousand five hundred sixty), which is divided into 2,128 (two thousand one hundred and twenty-eight) shares with a nominal value of PLN 645.00 (PLN six hundred forty-five) each.

The Acquiring Company, the Acquiree shall collectively be referred to as the Merging Companies.

Pursuant to Article 516 § 1 and 2 of the CCC, the merger of the companies shall require the resolution of the General Meeting of EMC Instytut Medyczny SA granting its consent to the merger and the resolution of the General Meeting of NPHCC Zawidawie, granting their consent to the merger.

Neither the Shareholders of the Company being Acquired nor any other persons having special rights in the Company being Acquired shall be conferred the rights as defined in Article 499 § 1 (5) of the CCC.

No special benefits, as defined in Article 499 § 1(6) of the CCC, shall be granted to the members of the Merging Companies' authorities or other persons participating in the merger.

The merger shall be effected pursuant to Article 516 § 6 and therefore, the Plan of Merger shall not include:

- 1) the ratio of the shares to be exchanged in the Company being Acquired for shares in the Acquiring Company, in particular no shares of the Acquiring Company shall be allotted to the Shareholders of the Acquired Company;
- 2) the terms relating to the allotment of shares in the Acquiring Company;
- 3) the date from which the shares in the Acquiring Company allotted to the Shareholders of the Acquired Company, shall entitle their holders to participate in profits of the Acquiring Company.

As a result of the merger the Statutes of the Acquiring Company shall remain unchanged. Therefore, the requirements of Article 499 § 2 (2) that states that draft amendments to the Statutes of the Acquiring Company be attached to Merger Plan, are not applicable.

Pursuant to §19 (2) of the Regulation drawn up in accordance with Article 499§ 2 of the CCC, the Issuer encloses the Merger Plan with the following documents attached hereto:

- 1) A draft resolution of the General Meeting of EMC Instytut Medyczny S.A. on the merger of the Participating Companies,
- 2) A draft resolution of the General Meeting of Centrum Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. on the merger of Participating Companies,
- 3) A document setting forth the value of the assets and liabilities of the Acquiree as at 30.09.2017
- 4) A Statement containing information about the book value of the Acquiring Company as at 30.09.2017
- 5) A Statement containing information about the book value of the Acquiree as at 30.09.2017.

All the attachments to the Plan of Merger constitute an integral part thereof.

Enclosure

- EMC IM SA – NZOZ Zawidawie Plan of Marger