

**Draft resolutions for the Extraordinary General Meeting  
of EMC Instytut Medyczny S.A.  
of 27 November 2017**

The Management Board of EMC Instytut Medyczny S. A. announces the draft resolutions for the Extraordinary General Meeting of EMC Instytut Medyczny S.A. convened for 27 November 2017.

**Resolution no 39/2017  
of the Extraordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of 27 November 2017**

***on electing the Chairperson of the Meeting***

**§ 1**

The Extraordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. with its registered office in Wrocław hereby appoints \_\_\_\_\_ as the Chairperson of the Meeting.

**§ 2**

The resolution takes effect upon its adoption.

**Resolution no 40/2017  
of the Extraordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of 27 November 2017**

***on electing the Scrutiny Committee***

**§ 1**

The Extraordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. with its registered office in Wrocław hereby resolves that the secret ballot, when choosing scrutiny committee, be waived.

**§ 2**

The Extraordinary General Meeting, due to the small number of members present at the Ordinary General Meeting, resolves that the Chairperson of the General Meeting shall perform the duties of the Ballot Counting Committee.

**§ 3**

The resolution becomes effective upon its adoption.

**Resolution no 41/2017  
of the Extraordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of 27 November 2017**

***on approving the agenda***

**§ 1**

The Extraordinary General Meeting of the Company EMC Instytut Medyczny S.A. with its registered office in Wrocław hereby resolves to accept the following agenda:

- 1) Opening the Extraordinary General Meeting.
- 2) Electing the Chairperson of the Extraordinary General Meeting.
- 3) Determining whether the Extraordinary General Meeting has been duly convened and is able to adopt binding resolutions.
- 4) Electing the Ballot Counting Committee.
- 5) Adopting the agenda.
- 6) Adopting a resolution on the merger between EMC Instytut Medyczny S.A, as the Acquiring Company, and Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie".
- 7) Closing the Extraordinary General Meeting.

**§ 2**

The resolution becomes effective upon its adoption.

**Resolution no 42/2017  
of the Extraordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of 27 November 2017**

**on the merger of EMC Instytut Medyczny S.A. as the Acquiring Company and Niepubliczny  
Zakład Opieki Zdrowotnej "Zawidawie"**

Acting pursuant to Article 492 § 1(1), Article 506 § 1 and § 4 and Article 516 § 6 of the Code of Commercial Companies, The Extraordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. with its registered office in Wrocław hereby resolves the following:

**§ 1**

1. The Extraordinary General Meeting of Shareholders of the Company agrees on the merger between EMC Instytut Medyczny S.A. as the Acquiring Company and Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" as the company being acquired. The merger shall be effected through transfer of all assets and liabilities of the Company being Acquired to the Acquiring Company.
2. 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 the Acquiring Company.

**§ 2**

1. In connection to the merger referred to in § 1 hereof, the Extraordinary General Meeting of Shareholders of EMC Instytut Medyczny SA grants its consent to the Merger between EMC Instytut Medyczny S.A. as the Acquiring Company and and Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" as the Company being Acquired, which was signed on November 20,2017 and published in Monitor Sądowy i Gospodarczy [*Court and Economic Monitor*] No. 209/2017 (5346), item 40279 of November 27, 2017.
2. The Merger Plan constitutes Attachment no. 1 hereto.

**§ 3**

The resolution takes effect upon its adoption, while the merger will become effective as of the date on which the merger is registered by the registry court having jurisdiction over the Acquiring Company.

