

## Report no 37/2017

### Convening Notice for the Extraordinary General Meeting

Pursuant to § 38 of the Regulation of the Council of Ministers 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, the Management Board of EMC Instytut Medyczny S.A. with its registered office in Wrocław, convenes an Extraordinary General Meeting.

The Extraordinary General Meeting of the Company shall be held on 13 December 2017 at 10.00 in Wrocław at the head office of the Management Board of EMC Instytut Medyczny S.A. at 1 Aleja Śląska, Wrocław.

#### CONVENING NOTICE

Pursuant to Art. 399 § 1 and Art. 402 1 of the Code of Commercial Companies, the Management Board of EMC Instytut Medyczny S.A. with its registered office in Wrocław hereby convenes the Extraordinary General Meeting of the Company that shall be held on 13 December 2017 at 10.00 in Wrocław at the head office of the Management Board of EMC Instytut Medyczny S.A. at 1 Aleja Śląska, Wrocław.

The 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 appointing a member for the Supervisory Board of EMC Instytut Medyczny S.A.
- 7) Adopting a resolution on appointing a member for the Supervisory Board of EMC Instytut Medyczny S.A.
- 8) Adopting a resolution on determining the principles of remunerating Members of the Supervisory Board.
- 9) Closing the Extraordinary General Meeting.

Furthermore, the Management Board of the Company informs that:

1. Shareholders or a shareholder whose shareholding amounts to at least 1/20 of the share capital shall have the right to demand that certain matters be included in the agenda of the forthcoming General Meeting. Such a demand should be submitted in writing to the Management Board not later than 21 days before the date of the meeting (that is until 22 November 2017). The demand may also be e-mailed to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).
2. The amendments to the agenda which have been introduced at the request of shareholders shall be announced by the Management Board on the Company's website ([www.emc-sa.pl](http://www.emc-sa.pl)) immediately, however not later than eighteen days before the date of the General Meeting, that is until 25 November 2017.
3. The shareholder or shareholders whose shareholding amounts to at least 1/20 of the share capital, not later than eighteen days before the date of the General Meeting, that is until 25 November 2017 shall have the right to submit to the Company draft resolutions concerning matters on the agenda of the General Meeting or matters that are to be introduced into the agenda, in writing or by e-mail to the following e-mail: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).

4. Each of shareholders may submit draft resolutions concerning the issues included into agenda during the General Meeting.
5. Shareholders shall participate in the General Meeting and exercise their voting rights in person or by proxy.

The power of attorney authorizing to attend the General Meeting of a public company and exercise voting rights may be granted in writing or in an electronic form. Granting a proxy in an electronic form does not require a secure electronic signature verified by a valid qualified certificate.

The shareholder shall notify about the granting of a voting proxy by electronic means by forwarding a proof of proxy to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).

Proxy voting is performed using the form which will be available on the Company's website ([www.emc-sa.pl](http://www.emc-sa.pl))

Only persons who are shareholders of the Company at the end of the record date of the General Meeting shall have the right to attend the General Meeting.

The record date of the rights of Shareholders is 27 November 2017 (sixteen days prior to the General Meeting).

Furthermore, the Management Board informs that the following persons are entitled to participate with voting rights in the General Meeting:

1. Beneficiaries of rights attached to registered shares and interim certificates, as well as the pledgees or usufructuaries who have been granted the right of vote, are entitled to participate in the General Meeting, provided they have been entered into the register of shares on the day of registration of the participation in the General Meeting;
2. Shareholders authorized for bearer shares in the form of documents provided that share certificates are deposited with the company not later than on the day of registration of the participation in the General Meeting and are not collected until the Meeting's end. Instead of shares, a certificate issued as a proof of submitting the shares obtained from a bank, a notary public or a brokerage house may be submitted. Such certificates shall specify the numbers of shares certificates and contain a statement that the shares will not be released before the end of the day of registration of the participation in the General Meeting;
3. Shareholders who are the owners of the bearer shares listed on the Warsaw Stock Exchange, provided that they are shareholders on the day of registration of the participation in the General Meeting pursuant to the list drawn up by Krajowy Depozyt Papierów Wartościowych S.A. [*the National Depository for Securities*];
4. Authorized agents or statutory agents of the shareholders mentioned in point 1-3.

Persons referred to hereinabove are required to confirm their right to represent a Shareholder at the General Meeting in particular by submitting a copy of the National Court Register of the Shareholder, a power of attorney (granted in writing or by electronic means).

The company recommends that shareholders, within the period between the date of the notice of the Extraordinary General Meeting of Shareholders and 27 November 2017 apply for a certificate issued to their name confirming the right to participate in the Extraordinary General Meeting of Shareholders to the entity keeping the securities account where the shares of the Company are deposited.

It is recommended that the shareholders collect the abovementioned certificates confirming their right to participate and take those to the Extraordinary General Meeting of Shareholders.

The Company shall draw up the list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders on the basis of the list submitted to it by the National Depository for Securities (NDS), and drawn up based on the certificates issued to the names of shareholders by entities keeping the securities accounts confirming the right to participate in the General Meeting. The list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders shall be made available in the registered office of the Company three working days before the

date of the Extraordinary General Meeting of Shareholders. A shareholder may request that the list of shareholders be sent, free of charge, in an electronic form, to the address provided by the shareholder by sending such a request to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl)

The Management Board needs to clarify that it is not possible :

- to participate in the General Meeting of Shareholders by means of electronic communication,
- to speak at the General Meeting of Shareholders by means of electronic communication,
- to exercise the voting right by correspondence or by means of electronic communication.

A complete content of the documentation which shall be presented to the General Meeting and draft resolutions as well as the remarks of the Management Board and the Supervisory Board of the Company concerning the issues included into the agenda of the General Meeting or issues which are to be included into the agenda prior to the date of the General Meeting will be available at the Company's website - [www.emc-sa.pl](http://www.emc-sa.pl).

The documentation shall be also available at the Management Board office in Wrocław at al. Śląska 1.

**Attached**

- draft resolutions of the General Meeting