

**PLAN OF MERGER**

**by and between**

**EMC Instytut Medyczny Spółka Akcyjna**

**and**

**Niepubliczny Zakład Opieki Zdrowotnej „Zawidawie” sp. z o.o.**

## **1. The type, business name and registered office of each Merging Company [art. 499 § 1 (1) of the CCC]**

The Merging Companies include:

### **1.1. The Acquiring Company:**

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.

### **1.2. The Acquiree:**

Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. ( hereinafter referred to as the NZOZ "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 and the Acquiree shall collectively be referred to as the Merging Companies.**

## **2. The manner of merger**

### **2.1.**

Pursuant to Article 492 § 1(1) of the CCC , the merger shall be effected 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 they are struck off the register.

### **2.2.**

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 EMC.

### **2.3.**

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.

### **3. Legal basis for the merger**

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 NZOZ Zawidawie, granting their consent to the merger.

### **4. The rights conferred by the Acquiring Company upon shareholders or persons having special rights in the Company being Acquired [Article 499 § 1 (5) of the CCC]**

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 defined in Article 499 § 1 (5) of the CCC.

### **5. Special benefits granted to the members of the Merging Companies' authorities or other persons participating in the merger [Article 499 § 1(6)]**

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.

### **6. Other provisions**

#### **6.1.**

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 Company being Acquired, shall entitle their holders to participate in profits of the Acquiring Company.

#### **6.2.**

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.

#### **6.3.**

The following documents have been 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.

This Merger Plan was agreed upon 20.10.2017 in Wrocław and duly signed by the representatives of the Merging Companies:

On behalf of EMC Instytut Medyczny S.A

On behalf of NZOZ „Zawidawie” sp. z o.o.

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**Resolution no \_\_/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 \_\_\_\_\_ 2017**

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

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 Shareholders of EMC Instytut Medyczny S.A 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" sp. z o.o. 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 Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. as the Company being Acquired, which was signed by the Management Boards of the Merging Companies on \_\_\_\_\_ and was published in Monitor Sądowy i Gospodarczy [*Court and Economic Monitor*] No. \_\_\_\_\_, item \_\_\_\_\_ of \_\_\_\_\_, 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.

The Resolution was adopted in an open ballot with :

\_\_\_\_\_ votes 'for'

\_\_\_\_\_ votes 'against'.

**Resolution no \_\_/2017**  
**of the Extraordinary General Meeting of the Company**  
**under the business name of Centrum Medyczne „Medyk” sp. z o.o.**  
**with its registered office in Wrocław**  
**of \_\_\_\_\_ 2017**

**on the merger of Niepubliczny Zakład Opieki Zdrowotnej “Zawidawie” sp. z o.o. as the Company being Acquired and EMC Instytut Medyczny S.A. as the Acquiring Company**

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 Shareholders of Niepubliczny Zakład Opieki Zdrowotnej “Zawidawie” sp. z o.o. hereby resolves the following:

**§ 1**

1. The Extraordinary General Meeting of Shareholders of the Company agrees on the merger between Niepubliczny Zakład Opieki Zdrowotnej “Zawidawie” sp. z o.o. as the Company being Acquired and EMC Instytut Medyczny S.A. as the Acquiring Company. 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 the Company grants its consent to the Merger between EMC Instytut Medyczny S.A. as the Acquiring Company and Niepubliczny Zakład Opieki Zdrowotnej “Zawidawie” sp. z o.o. as the Company being Acquired, which was signed by the Management Boards of the Merging Companies on \_\_\_\_\_ and published in Monitor Sądowy i Gospodarczy [*Court and Economic Monitor*] No. \_\_\_\_\_, item \_\_\_\_\_ of \_\_\_\_\_, 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.

The Resolution was adopted in an open ballot with :

\_\_\_\_\_ votes ‘for’  
\_\_\_\_\_ votes ‘against’.

**A DOCUMENT SETTING FORTH THE VALUE OF THE ASSETS AND LIABILITIES  
OF NIEPUBLICZNY ZAKŁAD OPIEKI ZDROWOTNEJ "ZAWIDAWIE" SP. Z O.O.  
AS OF SEPTEMBER 30, 2017**

Pursuant to the provisions of Article 499 § 2 (3) the Code of Commercial Companies, this document setting forth the value of the assets and liabilities of the Company being Acquired has been attached to the Merger Plan.

The value of assets in Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. as the Company being Acquired as of September 30, 2017, i.e. the day in a month that preceded the application for a merger, has been determined on the basis of the valuation of the company as at 30.09.2017, prepared by the Management Board of Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o.

The valuation was carried out using the accounting method as of 30.09.2017.

The value of the assets of the Company being Acquired, as determined, totals PLN 3,264,948.47 (PLN three million two hundred sixty-four thousand nine hundred forty-eight 47/100).

**Niepubliczny Zakład Opieki Zdrowotnej „Zawidawie” sp. z o.o.**

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## BALANCE SHEET

LIABILITIES		30.09.2017
I.A.	Equity (fund)	128 405 666,28
I.A.I.	initial capital (fund)	53 141 387,00
I.A.II.	called-up capital (negative value)	0,00
I.A.III.	own shares (negative value)	0,00
I.A.IV.	supplementary capital (fund)	92 925 381,02
I.A.V.	reserve	0,00
I.A.VI.	capital generated by the issue of shares	0,00
I.A.VII.	previous years' profit (loss)	-13 017 178,85
I.A.VIII.	net profit (loss)	-4 653 922,89
I.A.IX.	net profit write-offs in the fiscal year ( negative value)	0,00
I.B.	liabilities and reserves for liabilities	101 996 599,81
I.B.I.	reserves for liabilities	2 789 672,16
I.B.I.1.	reserve due to deferred income tax	1 399 800,00
I.B.I.2.	reserve due to retirement benefits and similar benefits	1 389 872,16
I.B.I.2.a.	long-term	415 759,49
I.B.I.2.b.	short-term	974 112,67
I.B.I.3.	other reserves	0,00
I.B.I.3.a.	long-term	0,00
I.B.I.3.b.	short-term	0,00
I.B.II.	long-term liabilities	58 920 988,32
I.B.II.1.	due to related parties	40 827 209,54
I.B.II.2.	due to other entities	18 093 778,78
I.B.II.2.a.	profits and losses	15 736 920,25
I.B.II.2.b.	due to issuance of debt securities	0,00
I.B.II.2.c.	other financial liabilities	957 054,19
I.B.II.2.d.	other	1 399 804,34
I.B.II.III.	short-term liabilities	40 191 171,47
I.B.II.III.1.	due to related parties	15 017 895,06
I.B.II.III.1.a.	due to deliveries and services, maturing:	8 924,50
I.B.II.III.1.a.1.	up to 12 months	8 924,50
I.B.II.III.1.a.2.	above 12 months	0,00
I.B.II.III.1.b.	other	15 008 970,56
I.B.II.III.2.	due to other entities	25 173 276,41
I.B.II.III.2.a.	profits and losses	11 908 894,92
I.B.II.III.2.b.	due to issuance of debt securities	0,00
I.B.II.III.2.c.	other financial liabilities	1 380 557,60
I.B.II.III.2.d.	due to deliveries and services, maturing:	7 144 753,93
I.B.II.III.2.d.1.	up to 12 months	7 144 753,93
I.B.II.III.2.d.2.	above 12 months	0,00
I.B.II.III.2.e.	received advances for deliveries	0,00
I.B.II.III.2.f.	bill-of-exchange liabilities	0,00
I.B.II.III.2.g.	due to taxes, customs, social and health securities or otherwise	2 669 425,22
I.B.II.III.2.h.	due to payroll	2 066 195,40
I.B.II.III.2.i.	other	3 448,34
I.B.II.III.3.	special funds	0,00
I.B.IV.	accruals	94 767,86
I.B.IV.1.	Negative goodwill	0,00
I.B.IV.2.	Other accruals	94 767,86
I.B.IV.2.a.	long-term	59 130,63
I.B.IV.2.b.	short-term	35 637,23
	Total liabilities	230 402 266,09

ASSETS		30.09.2017
I.A.	Fixed assets	209 967 298,05
I.A.I.	Intangible assets	2 794 282,76
I.A.I.1.	Costs of completed R&D works	0,00
I.A.I.2.	Goodwill	1 661 175,58
I.A.I.3.	Other intangible assets	1 117 679,17
I.A.I.4.	Advances on intangible assets	5 428,01
I.A.II.	Fixed assets	78 683 040,14
I.A.II.1.	non-current assets	75 248 895,75
I.A.II.1.a.	and (including perpetual usufruct of land)	2 203 277,62
I.A.II.1.b.	buildings, flats, and civil engineering structures	66 107 422,81
I.A.II.1.c.	plant and machinery	2 219 088,72
I.A.II.1.d.	means of transportation	103 131,66
I.A.II.1.e.	other fixed assets	4 610 974,74
I.A.II.2.	Fixed assets under construction	3 265 960,39
I.A.II.3.	Advances on fixed assets under construction	173 184,00
I.A.III.	long-term receivables	0,00
I.A.III.1.	from related entities	0,00
I.A.III.2.	from other entities	0,00
I.A.IV.	long-term investments	127 707 651,15
I.A.IV.1.	real estate	0,00
I.A.IV.2.	Intangible assets	0,00
I.A.IV.3.	long-term financial assets	127 707 651,15
I.A.IV.3.a.	related entities	127 707 651,15
I.A.IV.3.a.1.	shares or stocks	96 165 432,60
I.A.IV.3.a.2.	other securities	0,00
I.A.IV.3.a.3.	gains granted	31 542 218,55
I.A.IV.3.a.4.	other long-term financial assets	0,00
I.A.IV.3.b.	other entities	0,00
I.A.IV.3.b.1.	shares or stocks	0,00
I.A.IV.3.b.2.	other securities	0,00
I.A.IV.3.b.3.	gains granted	0,00
I.A.IV.3.b.4.	other long-term financial assets	0,00
I.A.IV.4.	Advances on financial property	0,00
I.A.V.	long-term prepayments	792 324,00
I.A.V.1.	deferred income tax assets	792 324,00
I.A.V.2.	other prepayments	0,00
I.B.	Current assets	20 434 968,04
I.B.I.	stocks	874 012,59
I.B.I.1.	materials	874 012,59
I.B.I.2.	Semi-finished products and work in progress	0,00
I.B.I.3.	finished products	0,00
I.B.I.4.	goods	0,00
I.B.I.5.	Advances for deliveries	0,00
I.B.II.	Short-term receivables	12 965 970,80
I.B.II.1.	Receivables from related parties	2 356 196,25
I.B.II.1.a.	due to deliveries and services, maturing:	2 356 196,25
I.B.II.1.a.1.	up to 12 months	2 356 196,25
I.B.II.1.a.2.	above 12 months	0,00
I.B.II.1.b.	other	0,00
I.B.II.2.	Receivables from other entities	10 609 774,55
I.B.II.2.a.	due to deliveries and services, maturing:	8 911 548,25
I.B.II.2.a.1.	up to 12 months	8 911 548,25
I.B.II.2.a.2.	above 12 months	0,00
I.B.II.2.b.	due to tax, subsidies, customs, social and health securities and other benefits	106 848,50
I.B.II.2.c.	other	1 591 377,80
I.B.II.2.d.	claimed at court	0,00
I.B.III.	Short-term investments	6 151 191,83
I.B.III.1.	Short-term financial assets	6 151 191,83
I.B.III.1.a.	in related parties	5 097 278,33
I.B.III.1.a.1.	shares or contribution	0,00
I.B.III.1.a.2.	other securities	0,00
I.B.III.1.a.3.	gains granted	5 097 278,33
I.B.III.1.a.4.	other short-term financial assets	0,00
I.B.III.1.b.	from other parties	0,00
I.B.III.1.b.1.	shares or contribution	0,00
I.B.III.1.b.2.	other securities	0,00
I.B.III.1.b.3.	gains granted	0,00
I.B.III.1.b.4.	other short-term financial assets	0,00
I.B.III.1.c.	Cash and other pecuniary assets	1 053 913,50
I.B.III.1.c.1.	Cash in hand and at bank	1 053 913,50
I.B.III.1.c.2.	other cash	0,00
I.B.III.1.c.3.	other pecuniary assets	0,00
I.B.III.2.	Other short-term investments	0,00
I.B.IV.	Short-term prepayments	443 792,82
	Total assets	230 402 266,09



**EMC IM SA**

<b>THE PROFIT AND LOSS ACCOUNT (COMPARATIVE BASIS)</b>		<b>30.09.2017</b>
A.	Net revenues from sales and equivalent, including:	71 405 848,59
A.I.	Net revenues from sales of products	71 275 713,44
A.II.	Change in finished goods (increase – positive value, decrease – negative value)	0,00
A.III.	Own work capitalised	0,00
A.IV.	Net revenues from sales of goods and materials	130 135,15
B.	Operating expenses	77 133 178,53
B.I.	Amortisation and depreciation	4 348 719,35
B.II.	Consumption of materials and energy	8 778 605,50
B.III.	Outsourcing	30 271 620,68
B.IV.	Taxes and charges	396 451,51
B.V.	Payroll	27 460 483,05
B.VI.	Social insurance and other benefits	4 725 503,53
B.VII.	Other costs by type	1 045 071,35
B.VIII.	Value of sold goods and materials	106 723,56
C.	Profit (loss) on sales (A–B)	-5 727 329,94
D.	The other operating revenues	3 633 907,70
D.I.	Profit on selling non-financial fixed assets	1 890,25
D.II.	Subsidies	7 490,88
D.III.	Other operating revenues	3 624 526,57
E.	The other operating expenses	182 723,87
E.I.	Loss on selling non-financial fixed assets	0,00
E.II.	Revaluation of non-financial fixed assets	0,00
E.III.	Other operating costs	182 723,87
F.	Profit (loss) on operating activities (C+D–E)	-2 276 146,11
G.	Financial revenues	2 631 102,33
G.I.	Dividends and shares	1 351 861,82
G.I.1.	From related entities	1 351 861,82
G.II.	Interests	1 273 013,40
G.II.1.	From related entities	1 264 919,32
G.III.	Profit on selling financial assets	0,00
G.IV.	Revaluation of non-financial fixed assets	0,00
G.V.	Others	6 227,11
H.	Financial expenses	4 800 136,11
H.I.	Interests	2 917 122,75
H.I.1.	For related entities	1 930 915,53
H.II.	Loss on selling financial assets, including:	0,00
H.III.	Revaluation of non-financial fixed assets	843 358,68
H.IV.	Others	1 039 654,68
I.	Profit (loss) on business activities (F+G–H)	-4 445 179,89
J.	Result of extraordinary events (J.I.–J.II.)	0,00
J.I.	Extraordinary profits	0,00
J.II.	Extraordinary losses	0,00
K.	Gross profit (loss) (I±J)	-4 445 179,89
L.	Income tax	208 743,00
L.I.	Income tax according to tax return	86 181,00
L.II.	Deferred income tax	122 562,00
M.	The other statutory reductions in profit (increases in loss)	0,00
N.	Net profit (loss) (K-L)	-4 653 922,89

**A STATEMENT ABOUT THE BOOK VALUE OF THE ACQUIRING COMPANY**

**AS AT 30.09.2017**

The Management Board of the Company hereby declares that:

1).This statement which contains information about the book value of the Acquiring Company, i.e. EMC Instytut Medyczny S.A. involving the balance sheet and profit and loss account has been prepared on the basis of properly maintained financial records in accordance with generally accepted accounting principles consistently applied, while maintaining the same methods and the same layout as the last annual balance sheet.

2).This statement gives a true and fair view of the condition of the Company's assets, its financial standing and its financial result.

3).Drawn up as at 30.09.2017:

a)The balance sheet presents the total amount of assets, equity and liabilities equal to PLN 230,402,266,09

b)The profit and loss account shows a net loss of PLN 4,653,922.89.

**On behalf of EMC Instytut Medyczny S.A.**

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**Enclosures**

**1.The balance sheet of EMC Instytut Medyczny S.A drawn up as at 30.09.2017**

**2.The profit and loss account as at 30.09.2017**

BALANCE SHEET

LIABILITIES		30.09.2017
II.A.	Equity (fund)	3 264 948,47
II.A.I.	Initial capital (fund)	1 372 560,00
II.A.II.	Called-up capital (negative value)	0,00
II.A.III.	Own shares (negative value)	0,00
II.A.IV.	Supplementary capital (fund)	612 769,16
II.A.V.	Reserve	0,00
II.A.VI.	Capital generated by the issue of shares	0,00
II.A.VII.	Previous years' profit (loss)	351 370,83
II.A.VIII.	Net profit (loss)	528 248,48
II.A.IX.	Net profit write-offs in the fiscal year ( negative value)	0,00
II.B.	Liabilities and reserves for liabilities	2 824 822,79
II.B.I.	Reserves for liabilities	206 014,88
II.B.I.1.	Reserve due to deferred income tax	37 905,98
II.B.I.2.	Reserve due to retirement benefits and similar benefits	168 109,18
II.B.I.2.a.	long-term	43 712,02
II.B.I.2.b.	short-term	124 397,16
II.B.I.3.	Other reserves	0,00
II.B.I.3.a.	long-term	0,00
II.B.I.3.b.	short-term	0,00
II.B.II.	long-term liabilities	245 387,98
II.B.II.1.	Due to related parties	0,00
II.B.II.2.	Due to other entities	245 387,98
II.B.II.2.a.	credits and loans	197 994,44
II.B.II.2.b.	Due to issuance of debt securities	0,00
II.B.II.2.c.	Other financial liabilities	47 393,54
II.B.II.2.d.	Other	0,00
II.B.III.	Short-term liabilities	2 104 896,33
II.B.III.1.	Due to related parties	6 044,32
II.B.III.1.a.	Due to deliveries and services, maturing:	6 044,32
II.B.III.1.a.1.	up to 12 months	6 044,32
II.B.III.1.a.2.	above 12 months	0,00
II.B.III.1.b.	Other	0,00
II.B.III.2.	Due to other entities	2 095 999,18
II.B.III.2.a.	credits and loans	768 720,46
II.B.III.2.b.	Due to issuance of debt securities	0,00
II.B.III.2.c.	Other financial liabilities	22 953,50
II.B.III.2.d.	Due to deliveries and services, maturing:	649 521,50
II.B.III.2.d.1.	up to 12 months	649 521,50
II.B.III.2.d.2.	above 12 months	0,00
II.B.III.2.e.	received advances for deliveries	0,00
II.B.III.2.f.	bill-of-exchange liabilities	0,00
II.B.III.2.g.	Due to taxes, customs, social and health securities or otherwise	333 667,48
II.B.III.2.h.	Due to payroll	319 645,94
II.B.III.2.i.	Other	1 489,90
II.B.III.3.	Special funds	2 645,40
II.B.IV.	Accruals	278 734,30
II.B.IV.1.	Negative goodwill	0,00
II.B.IV.2.	Other accruals	278 734,30
II.B.IV.2.a.	long-term	108 757,90
II.B.IV.2.b.	short-term	169 976,40
	Total liabilities	6 099 771,26
ASSETS		30.09.2017
IA.	Fixed assets	4 176 743,81
IA.I.	Intangible assets	556 504,98
IA.I.1.	Costs of completed R&D works	0,00
IA.I.2.	Goodwill	0,00
IA.I.3.	Other intangible assets	556 504,98
IA.I.4.	Advances on intangible assets	0,00
IA.II.	Tangible fixed assets	989 056,82
IA.II.1.	Fixed assets	897 056,29
IA.II.1.a.	and (including perpetual usufruct of land)	0,00
IA.II.1.b.	Buildings, flats, and civil engineering structures	145 715,82
IA.II.1.c.	Plant and machinery	181 411,48
IA.II.1.d.	Means of transportation	122 198,08
IA.II.1.e.	Other fixed assets	447 780,32
IA.II.2.	Fixed assets under construction	91 960,42
IA.II.3.	Advances on fixed assets under construction	0,00
IA.III.	Long-term receivables	0,00
IA.III.1.	From related parties	0,00
IA.III.2.	From other entities	0,00
IA.IV.	Long-term investments	2 500 000,00
IA.IV.1.	Real estate	0,00
IA.IV.2.	Intangible assets	0,00
IA.IV.3.	Long-term financial assets	2 500 000,00
IA.IV.3.a.	Related entities	2 500 000,00
IA.IV.3.a.1.	Shares or stocks	0,00
IA.IV.3.a.2.	Other securities	0,00
IA.IV.3.a.3.	Pans granted	2 500 000,00
IA.IV.3.a.4.	Other long-term financial assets	0,00
IA.IV.3.b.	Other entities	0,00
IA.IV.3.b.1.	Shares or stocks	0,00
IA.IV.3.b.2.	Other securities	0,00
IA.IV.3.b.3.	Pans granted	0,00
IA.IV.3.b.4.	Other long-term financial assets	0,00
IA.IV.4.	Advances on financial property	0,00
IA.V.	Long-term prepayments	131 183,00
IA.V.1.	Deferred income tax assets	131 183,00
IA.V.2.	Other prepayments	0,00
IB.	Current assets	1 923 027,45
IB.I.	Stocks	64 726,13
IB.I.1.	Materials	64 726,13
IB.I.2.	Semi-finished products and work in progress	0,00
IB.I.3.	Finished products	0,00
IB.I.4.	Goods	0,00
IB.I.5.	Advances for deliveries	0,00
IB.II.	Short-term receivables	1 786 493,24
IB.II.1.	Receivables from related parties	5 263,00
IB.II.1.a.	Due to deliveries and services, maturing:	5 263,00
IB.II.1.a.1.	up to 12 months	5 263,00
IB.II.1.a.2.	above 12 months	0,00
IB.II.1.b.	Other	0,00
IB.II.2.	Receivables from other entities	1 781 230,24
IB.II.2.a.	Due to deliveries and services, maturing:	1 623 062,96
IB.II.2.a.1.	up to 12 months	1 623 062,96
IB.II.2.a.2.	above 12 months	0,00
IB.II.2.b.	Due to tax, subsidies, customs, social and health securities and other benefits	30 120,29
IB.II.2.c.	Other	121 472,47
IB.II.2.d.	Claimed at court	6 574,52
IB.III.	Short-term investments	44 098,56
IB.III.1.	Short-term financial assets	44 098,56
IB.III.1.a.	From related parties	0,00
IB.III.1.a.1.	Shares or contribution	0,00
IB.III.1.a.2.	Other securities	0,00
IB.III.1.a.3.	Pans granted	0,00
IB.III.1.a.4.	Other short-term financial assets	0,00
IB.III.1.b.	From other parties	0,00
IB.III.1.b.1.	Shares or contribution	0,00
IB.III.1.b.2.	Other securities	0,00
IB.III.1.b.3.	Pans granted	0,00
IB.III.1.b.4.	Other short-term financial assets	0,00
IB.III.1.c.	Cash and other pecuniary assets	44 098,56
IB.III.1.c.1.	Cash in hand and at bank	44 098,56
IB.III.1.c.2.	Other cash	0,00
IB.III.1.c.3.	Other pecuniary assets	0,00
IB.III.2.	Other short-term investments	0,00
IB.IV.	Short-term prepayments	27 709,52
	Total assets	6 099 771,26

**NZOZ ZAWIDAWIE Sp. z o.o.**

<b>THE PROFIT AND LOSS ACCOUNT (COMPARATIVE BASIS)</b>		<b>30.09.2017</b>
A.	Net revenues from sales and equivalent, including:	11 638 443,92
A.I.	Net revenues from sales of products	11 638 443,92
A.II.	Change in finished goods (increase – positive value, decrease – negative value)	0,00
A.III.	Own work capitalised	0,00
A.IV.	Net revenues from sales of goods and materials	0,00
B.	Operating expenses	10 507 397,57
B.I.	Amortisation and depreciation	467 398,68
B.II.	Consumption of materials and energy	831 973,18
B.III.	Outsourcing	5 038 882,28
B.IV.	Taxes and charges	17 546,98
B.V.	Payroll	3 492 050,62
B.VI.	Social insurance and other benefits	510 025,78
B.VII.	Other costs by type	149 520,05
B.VIII.	Value of sold goods and materials	0,00
C.	Profit (loss) on sales (A–B)	1 131 046,35
D.	The other operating revenues	85 118,79
D.I.	Profit on selling non-financial fixed assets	0,00
D.II.	Subsidies	84 988,20
D.III.	Other operating revenues	130,59
E.	The other operating expenses	77 184,02
E.I.	Loss on selling non-financial fixed assets	0,00
E.II.	Revaluation of non-financial fixed assets	0,00
E.III.	Other operating costs	77 184,02
F.	Profit (loss) on operating activities (C+D–E)	1 138 981,12
G.	Financial revenues	76 862,90
G.I.	Dividends and shares	0,00
G.I.1.	From related entities	0,00
G.II.	Interests	76 752,12
G.II.1.	From related entities	76 752,12
G.III.	Profit on selling financial assets	0,00
G.IV.	Revaluation of non-financial fixed assets	0,00
G.V.	Others	110,78
H.	Financial expenses	69 836,54
H.I.	Interests	45 278,76
H.I.1.	For related entities	0,00
H.II.	Loss on selling financial assets, including:	0,00
H.III.	Revaluation of non-financial fixed assets	0,00
H.IV.	Others	24 557,78
I.	Profit (loss) on business activities (F+G–H)	1 146 007,48
J.	Result of extraordinary events (J.I.–J.II.)	0,00
J.I.	Extraordinary profits	0,00
J.II.	Extraordinary losses	0,00
K.	Gross profit (loss) (I±J)	1 146 007,48
L.	Income tax	217 759,00
L.I.	Income tax according to tax return	233 672,00
L.II.	Deferred income tax	-15 913,00
M.	The other statutory reductions in profit (increases in loss)	0,00
N.	Net profit (loss) (K-L)	928 248,48

**A STATEMENT ABOUT THE BOOK VALUE OF THE ACQUIREE**

**AS AT 30.09.2017**

The Management Board of the Company hereby declares that:

1).This statement which contains information about the book value of the Acquiree, i.e. Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. involving the balance sheet and profit and loss account has been prepared on the basis of properly maintained financial records in accordance with generally accepted accounting principles consistently applied, while maintaining the same methods and the same layout as the last annual balance sheet.

2).This statement gives a true and fair view of the condition of the Acquiree's, its financial standing and its financial result.

3).Drawn up as at 30.09.2017:

a)The balance sheet presents the total amount of assets, equity and liabilities equal to PLN 6,099,771.26

b)The profit and loss account shows a net loss of PLN 928,248.48

**On behalf of Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o.**

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**Enclosures**

**1.The balance sheet of Niepubliczny Zakład Opieki Zdrowotnej "Zawidawie" sp. z o.o. drawn up as at 30.09.2017**

**2.The profit and loss account as at 30.09.2017**