

**Draft resolutions for the Ordinary General Meeting of EMC Instytut Medyczny S.A. convened for  
April 10, 2017.**

The Management Board of EMC Instytut Medyczny S. A. announces the draft resolutions for the Ordinary General Meeting of EMC Instytut Medyczny S.A. convened for April 10, 2017.

**Resolution no. 5 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

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

1. The Ordinary 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. 6 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on electing the Scrutiny Committee***

1. The Ordinary General Meeting hereby resolves that the secret ballot, when choosing scrutiny committee, be waived.
2. The Ordinary 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. 7 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on approving the agenda***

1. The Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby decides to accept the following agenda as determined and announced by the Management Board of the Company pursuant to the applicable law:
  1. Opening the Annual General Meeting.
  2. Electing the Chairperson of the Annual General Meeting.
  3. Determining whether the Annual General Meeting has been duly convened and is able to adopt binding resolutions.
  4. Electing the Scrutiny Commission.
  5. Approving the agenda.
  6. Considering and adopting the resolutions on the approval of the Company's financial statement, consolidated financial statement and the Management Board report on the

operations of EMC Instytut Medyczny S.A as well as the Management Board report on the operations of the Group EMC Instytut Medyczny for fiscal year 2016.

7. Adopting the resolution on the coverage of loss for fiscal year 2016.
  8. Considering and adopting the resolution on the approving the Supervisory Board report on its activity in fiscal year 2016.
  9. Adopting resolutions on granting discharge to the members of the Management Board of the Company from liability in relation to the exercise of their duties in fiscal year 2016.
  10. Adopting resolutions on granting discharge to the members of the Supervisory Board of the Company from liability in relation to the exercise of their duties in fiscal year 2016.
  11. Closing the Annual General Meeting.
2. The resolution becomes effective upon its adoption.

**Resolution no. 8 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017  
on approving the Company's financial statement  
for fiscal year 2016**

1. Pursuant to Art. 393 in connection with Art. 395 § 2 (1) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby, approves the Company's financial statements for fiscal year 2016, which includes:

- a. balance sheet as at 31.12.2016, with total assets and liabilities amounting to PLN 232,866,374.55.
  - b. profit and loss account for the period 01.01.2016 to 31.12.2016 with a net loss amounting to PLN 13,017,178.85.
  - c. additional information and clarifications.
2. The resolution becomes effective upon its adoption.

**Resolution no. 9 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on approving the Company's consolidated financial statement  
for fiscal year 2016.***

1. Pursuant to Art. 393 in connection with Art. 395 § 2 (1) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby approves the consolidated financial statements of the Capital Group EMC Instytut Medyczny S.A, which includes:

- a. balance sheet as at 31.12.2015, with total assets and liabilities amounting to PLN 288,188.
  - b. profit and loss account for the period 01.01.2016 to 31.12.2016 with a net loss amounting to PLN 11,193.
  - c. additional information and clarifications.
2. The resolution becomes effective upon its adoption.

**Resolution no. 10 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on approving the Management Board report on  
EMC Instytut Medyczny performance  
in fiscal year 2016***

1. Pursuant to Art. 393 in connection with Art. 395 § 2 (1) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby approves the Management Board report on the Company's performance in fiscal year 2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 11 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on covering the losses incurred in fiscal year 2015***

1. Pursuant to Art. 395 §2 (2) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A. hereby resolves to carry the losses incurred by the Company in fiscal year 2016 in the amount of PLN 13,017,178.85 forward against future profits.
2. The resolution becomes effective upon its adoption.

**Resolution no. 12 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on approving the Supervisory Board report on its performance***

1. The Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby approves the Supervisory Board report on its performance in fiscal year 2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 13 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mrs Agnieszka Szpara- the President of the Management Board  
from liability in relation to the exercise of her duties  
in the period 01.01.2016 to 30.04.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mrs Agnieszka Szpara — the President of the Management Board from liability in relation to the exercise of her duties in the period 01.01.2016 to 30.04.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 14 /2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Tomasz Suchowierski– a member of the Management Board  
from liability in relation to the exercise of his duties  
in the period 01.01.2016 to 31.12.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Tomasz Suchowierski – a Member of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 15/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Ireneusz Pikulicki – a Member of the Management Board from  
liability in relation to the exercise of his duties  
in the period 01.01.2016 to 01.10.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Ireneusz Pikulicki – a Member of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2016 to 01.10.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 16/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mrs. Bożena Gołębiowska from liability in relation to the exercise of  
her duties as a Member of the Management Board  
in the period 01.01.2016 to 02.05.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mrs. Bożena Gołębiowska – a Member of the Management Board from liability in relation to the exercise of her duties in the period 01.01.2016 to 02.05.2016.

2. The resolution becomes effective upon its adoption.

**Resolution no. 17/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Maciej Piorunek from liability in relation to the exercise of his duties as a Member of the Management Board in the period 01.10.2016 to 31.12.2016***

3. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Maciej Piorunek– a Member of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016.
4. The resolution becomes effective upon its adoption.

**Resolution no. 18/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Vaclav Jirku from liability in relation to the exercise of his duties as the President of the Supervisory Board in the period 01.01.2016 to 31.12.2016.***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Vaclav Jirku from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no. 19/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr Jędrzejowi Litwiniukowi from liability in relation to the exercise of his duties as a Member of the Supervisory Board in the period 01.01.2016 to 31.12.2016.***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Waldemar Krzysztof Kmiecik from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption.

**Resolution no.20/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Mateusz Słabosz  
– a Member of the Supervisory Board  
from liability in relation to the exercise of his duties  
in the period 01.01.2016 to 31.12.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Mateusz Słabosz– a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no.21/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Grzegorz Stępiński  
– a Member of the Supervisory Board  
from liability in relation to the exercise of his duties  
in the period 01.01.2016 to 31.12.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Grzegorz Stępiński– a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2016 to 31.12.2016.
2. The resolution becomes effective upon its adoption.

**Resolution no.22/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Waldemar Krzysztof Kmieciak  
from liability in relation to the exercise of his duties  
as a Member of the Supervisory Board  
in the period 01.01.2016 to 02.02.2016***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Jędrzej Litwiniuk from liability in relation to the exercise of his duties in the period 01.01.2016 to 02.02.2016 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption

**Resolution no.23/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mrs. Lenca Siklienková  
– a Member of the Supervisory Board  
from liability in relation to the exercise of her duties  
in the period 10.03.2016 to 20.12.2016***

3. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mrs. Lenca Siklienková– a Member of the Supervisory Board from liability in relation to the exercise of her duties in the period 10.03.2016 to 20.12.2016.
4. The resolution becomes effective upon its adoption.

**Resolution no.24/2017  
of the Ordinary General Meeting of the Company  
under the business name of EMC Instytut Medyczny Spółka Akcyjna  
with its registered office in Wrocław  
of April 10, 2017**

***on granting discharge to Mr. Attila Vegh  
from liability in relation to the exercise of his duties  
as a Member of the Supervisory Board  
in the period 20.12.2016 to 31.12.2016***

3. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mr. Attila Vegh from liability in relation to the exercise of his duties in the period 20.12.2016 to 31.12.2016 as a Member of the Supervisory Board.
4. The resolution becomes effective upon its adoption