

Report no 13/2017

Information on the planned merger of the Issuer with another entity

Legal basis: Art. 56 (1) (2) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Official Journal of 2016, item 1639).

Pursuant to § 38 (1) (6 and 7) 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

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., hereinabove referred to as: the Regulation), the Management Board of EMC Instytut Medyczny S.A. announces that on May 24, 2017 a resolution was adopted on the merger of the Issuer (the Acquiring Company) and Centrum Medyczne „Medyk” Sp. z o.o. as well as „Q-MED” Sp. z o.o. (the Companies being Acquired). The Issuer currently holds 100% shares in the Companies being Acquired.

The merger aims to streamline operations of EMC Instytut Medyczny S.A. Capital Group, to reduce the companies' operating costs and to simplify their ownership structure.

Pursuant to art. 492 § 1(1) in relation to art. 515 § 1 of the Code of Commercial Companies, the Companies shall merge through transfer of all assets and liabilities of Centrum Medyczne „Medyk” Sp. z o.o. as well as „Q-MED” Sp. z o.o. (the Companies being Acquired) to the Issuer (the Acquiring Company) without increasing the share capital of EMC Instytut Medyczny SA or share exchange.

Following the merger, Centrum Medyczne „Medyk” Sp. z o.o. as well as „Q-MED” Sp. z o.o. (the Companies being Acquired) shall be wound-up without going into liquidation, while all assets and liabilities of the Companies being Acquired shall be assumed by the Issuer (the Acquiring Company) by way of universal succession. The Issuer (the Acquiring Company) shall assume all the rights and duties of the Companies being Acquired .

EMC Instytut Medyczny Spółka Akcyjna 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. EMC Instytut Medyczny S.A. is a public company within the meaning of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 20116, item 13639).

EMC Instytut Medyczny S.A. is Poland's largest owner of hospitals and outpatient clinics on the market of private medical care. EMC Instytut Medyczny S.A. Capital Group currently consists of 10 hospitals and 26 specialist and primary care outpatient clinics. The Issuer's core medical activities include providing specialized inpatient health care, inpatient care in general hospitals as well as outpatient counselling as part of specialist and primary healthcare.

Centrum Medyczne „Medyk” Spółka z. o.o with its registered office in Wrocław (54-239), 28 Wejherowska St. premise 4, 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.] 0000230973, with the share capital of PLN 650.000 (PLN six hundred and fifty thousand), which is divided into 1,300 (one thousand three hundred) shares with a nominal value of PLN 500.00 (PLN five hundred) each. 100% of shares in Centrum Medyczne „Medyk” Sp. z o. o. are held by the Issuer (the Acquiring Company).

The core medical activity of Centrum Medyczne „Medyk” Sp. z o.o. is providing primary and specialist healthcare services.

„Q-MED” Sp. z o.o. with its registered office in Oleśnica (56-400), 2A Daszyńskiego 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.] 0000038722 with the share capital of PLN 1,005,0009 (PLN one million five thousand) which is divided into 10,050 (ten thousand fifty) shares with a nominal value of PLN 100,00 each. 100% of shares in „Q-MED” Sp. z o. o. are held by the Issuer (the Acquiring Company).

The core medical activity of „Q-MED” Sp. z o.o. is providing primary and specialist healthcare services.

In accordance with § 19 (2) of the Regulation, the Issuer has submitted the draft merger plan, drawn up in accordance with Art. 499 § 1 of the Code of Commercial Companies 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 Medyczne „Medyk” sp. z o.o. on the merger of Participating Companies,
- 3) A draft resolution of the General Meeting of „Q-MED.” sp. z o.o. on the merger of Participating Companies,
- 4) A document setting forth the value of the assets and liabilities of Centrum Medyczne „Medyk” sp. z o.o. as at 30.04.2017
- 5) A document setting forth the value of the assets and liabilities of „Q-MED” sp. z o.o as at 30.04.2017,
- 6) A Statement containing information about the book value of the Acquiring Company as at 30.04.2017
- 7) A Statement containing information about the book value of Centrum Medyczne „Medyk” sp. z o.o. as at 30.04.2017
- 8) A Statement containing information about the book value of „Q-MED” sp. z o.o. as at 30.04.2017

Whereas the Acquiring Company is the sole shareholder of the Companies 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 art. 516§ 6 and in connection with art. 516 § 5 of the CCC, the Management Boards of the Merging Companies shall not submit a written report as referred to in art. 501 of the CCC. Pursuant to art. 516, § 6 in connection with art. 516 § 5 of the CCC, the Merger Plan shall not be subject to verification by an expert, and therefore no relevant expert opinion has been drawn up.

Enclosure

- EMC IM SA – Q-MED – CM MEDYK Plan of Marger