

**Resolutions for EGM of EMC IM SA 07-07-2017**

**Resolution no 28/2017**

**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 July 3, 2017**

**on the merger of EMC Instytut Medyczny S.A. as the Acquiring Company and Centrum Medyczne „Medyk” sp. z o.o. and „Q-MED” 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 Centrum Medyczne „Medyk” sp. z o.o. and „Q-MED” sp. z o.o. as the Companies being Acquired. The merger shall be effected through transfer of all assets and liabilities of the Companies being Acquired to the Acquiring Company.
2. 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 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 Centrum Medyczne „Medyk” sp. z o.o. and „Q-MED” sp. z o.o. as the Companies being Acquired, which was signed on May 24, 2017 and published in Monitor Sądowy i Gospodarczy [*Court and Economic Monitor*] No. 104/2017 (5241), item 20830 of May 31, 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.

Voting in the group of shareholders representing the bearer shares. the Number of shares from which valid votes were cast: 7,957,234, which represents 59.89% of the share capital. Altogether, 7957,234 votes were cast including: 7,957,234 votes in favour, with no votes 'against' and no abstention. The resolution was adopted by this group of shareholders.

Voting in the group of shareholders representing privileged registered shares. Number of shares from which valid votes were cast: 1,500,038, which represents 11.29% of the share capital. Altogether, 3,000,076 votes were cast including 3,000,076 votes in favour, with no votes 'against' and no abstention. The resolution was adopted by this group of shareholders.

Following the adoption of the Resolution by the two separate groups of Shareholders, the resolution has been passed by the General Shareholders' Meeting pursuant to Art. 506 § 3 of the Code of Commercial Companies.