

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**DRAFT RESOLUTIONS FOR
ORDINARY GENERAL MEETING OF EMC INSTYTUT MEDYCZNY S.A.
CONVENED FOR APRIL 24, 2019**

**Resolution no. 1 /2019
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 24, 2019**

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. 2 /2019
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 24, 2019**

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. 3 /2019
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 24, 2019**

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,

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

- 3) Determining whether the Annual General Meeting has been duly convened and is able to adopt binding resolutions,
- 4) Electing the Scrutiny Commission,
- 5) Approval of the Agenda,
- 6) Considering and adopting the resolution on the approval of the Company's Financial Statement, Consolidated Financial Statements of the Group EMC Instytut Medyczny S.A, 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 the financial year 2018,
- 7) Adopting the resolution on the coverage of losses for the financial year 2018,
- 8) Considering and adopting the resolution on the approval of the Supervisory Board Report on its activity in the financial year 2018,
- 9) Adopting resolutions concerning the granting of discharge to the members of the Management Board of the Company from liability in relation to the exercise of their duties in the financial year 2018,)
- 10) Adopting resolutions concerning the granting of discharge to the members of the Supervisory Board of the Company from liability in relation to the exercise of their duties in the financial year 2018,
- 11) Adopting a resolution on determining the number of members of the Supervisory Board of the Company for a new term,
- 12) Electing the members of the Supervisory Board of the Company for a new term,
- 13) Closing the Annual General Meeting.

2. The resolution becomes effective upon its adoption.

**Resolution no. 4/2019
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 24, 2019**

***on approving the Company's financial statement
for fiscal year 2018***

1. Pursuant to Art. 393 (1) 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 2018, which includes:

- a. balance sheet as at 31.12.2018, with total assets and liabilities amounting to PLN 214,045 thousand
- b. profit and loss account for the period 01.01.2018 to 31.12.2018 with a net loss amounting to PLN 16,303 thousand
- c. additional information and clarifications.

3. The resolution becomes effective upon its adoption.

**Resolution no. 5/2019
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 24, 2019**

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

***on approving the Company's consolidated financial statement
for fiscal year 2018.***

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 31.12.2018, with total assets and liabilities amounting to PLN 289,083 thousand
 - b. profit and loss account for the period 01.01.2018 to 31.12.2018 with a net loss amounting to PLN 16,693 thousand
 - c. additional information and clarifications.
2. The resolution becomes effective upon its adoption.

**Resolution no. 6/2019
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 24, 2019**

***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 and Group's EMC Instytut Medyczny S.A. performance in fiscal year 2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 7/2019
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 24, 2019**

on covering the losses incurred in fiscal year 2018

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 2018 in the amount of PLN 16,303 thousand forward against future profits.
2. The resolution becomes effective upon its adoption.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 8/2019
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 24, 2019**

***on approving the Supervisory Board report on its performance
in fiscal year 2018***

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 2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 9/2019
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 24, 2019**

***on granting discharge to Rafał Szmuc -the President of the Management Board
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Rafał Szmuc — the President of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 10/2019
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 24, 2019**

***on granting discharge to Tomasz Suchowierski– a member of the Management Board –
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 30.04.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Tomasz Suchowierski – a Member of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 30.04.2018.
2. The resolution becomes effective upon its adoption.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 11/2019
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 24, 2019**

***on granting discharge to Maciej Piorunek from liability in relation to the exercise of his duties
as a Member of the Management Board
in the period 01.10.2018 to 31.12.2018***

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 Maciej Piorunek – a Member of the Management Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 12/2019
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 24, 2019**

***on granting discharge to Tomasz Terlecki from liability in relation to the exercise of his duties
as a Member of the Management Board
in the period 20.09.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Tomasz Terlecki – a Member of the Management Board from liability in relation to the exercise of his duties in the period 20.09.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 13/2019
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 24, 2019**

***on granting discharge to Vaclav Jirku from liability in relation to the exercise of his duties as
the President of the Supervisory Board
in the period 01.01.2018 to 31.12.2018.***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Vaclav Jirku from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 14/2019
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 24, 2019**

***on granting discharge to Mateusz Słabosz from liability in relation to the exercise of his duties
as a Member of the Supervisory Board
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Mateusz Słabosz from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption.

**Resolution no. 15/2019
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 24, 2019**

***on granting discharge to Attila Vegh from liability in relation to the exercise of his duties
as a Member of the Supervisory Board
in the period 01.01.2018 to 25.06.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Attila Vegh from liability in relation to the exercise of his duties in the period 01.01.2018 to 25.06.2018 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption.

**Resolution no. 16/2019
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 24, 2019**

***on granting discharge to Dariusz Hołubowicz – a Member of the Supervisory Board
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Dariusz Hołubowicz - a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 17/2019
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 24, 2019**

***on granting discharge to Jędrzej Socha from liability in relation to the exercise of his duties
as a Member of the Supervisory Board
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Jędrzej Socha from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption.

**Resolution no. 18/2019
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 24, 2019**

***on granting discharge to Michał Hulbój– a Member of the Supervisory Board
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Michał Hulbój – a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 19/2019
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 24, 2019**

***on granting discharge to Martin Hrežo– a Member of the Supervisory Board
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to Martin Hrežo – a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 20/2019
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 24, 2019**

***on granting discharge to David Soukup– a Member of the Supervisory Board
from liability in relation to the exercise of his duties
in the period 01.01.2018 to 31.12.2018***

1. Acting pursuant to Art. 395 §2 (3) of the Code of Commercial Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby grants discharge to David Soukup – a Member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2018 to 31.12.2018.
2. The resolution becomes effective upon its adoption.

**Resolution no. 21/2019
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 24, 2019**

***on determining the number of members of the Supervisory Board of the Company
for a new term***

1. Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. hereby resolves that the Supervisory Board of the Company will be composed of 7 members for a 5-year term of office.
2. The resolution becomes effective upon its adoption.

**Resolution no. 22/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

**Resolution no. 23/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

**Resolution no. 24/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

**Resolution no. 25/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

**Resolution no. 26/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

An Amendment No.2 to Resolution 3/04/2019 of the Management Board of the Company under the business name EMC Instytut Medyczny S.A. on the convening of the Ordinary General Meeting of EMC Instytut Medyczny S.A. of 24 April 2019

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

**Resolution no. 27/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.

**Resolution no. 28/2019
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 24, 2019**

***on electing a member of the Supervisory Board of the Company
for a new term***

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies in connection with § 10 (1) of the Statutes of the Company, the Ordinary General Meeting of the company under the name of EMC Instytut Medyczny S.A. appoints as a member of the Supervisory Board.