

**Attachment no 1 to the Resolution no 2/12/2019 of the Management Board of EMC Instytut Medyczny S.A of December 16,2019 on convening the Extraordinary General Meeting of EMC Instytut Medyczny S.A**

**Convening Notice for the Extraordinary General Meeting of EMC Instytut Medyczny S.A to be held on December16, 2019**

Pursuant to Art. 399 (1) and Art. 402 (1) of the Code of Commercial Companies, the Management Board of EMC Instytut Medyczny S.A. with its registered office in Wrocław ('the Company') hereby convenes the Extraordinary General Meeting of the Company that shall be held on December16, 2019 at 10.00 at the head office of the Management Board of EMC Instytut Medyczny S.A. at 1 Aleja Śląska St., Wrocław.

The agenda:

1. Opening the Extraordinary General Meeting.
2. Electing the Chairperson of the Extraordinary General Meeting.
3. Determining whether the Extraordinary General Meeting has been duly convened and is able to adopt binding resolutions.
4. Electing the Ballot Counting Committee.
5. Adopting the agenda.
6. Adopting a resolution on the merger between EMC Instytut Medyczny S.A. and Penta Hospitals Poland sp. z o.o., on increasing the share capital of EMC Instytut Medyczny S.A. and on amending the Articles of Association of EMC Instytut Medyczny S.A.
7. Closing the Extraordinary General Meeting.

**The proposed changes to the content of the Articles of Association of EMC Instytut Medyczny S.A.**

The Management Board introduces the proposed changes to the content of the Articles of Association of EMC Instytut Medyczny S.A. in connection with the merger between EMC Instytut Medyczny S.A. and Penta Hospitals Poland sp. z o.o., (draft resolutions on merger between EMC Instytut Medyczny S.A. and Penta Hospitals Poland sp. z o.o., increasing the share capital of EMC Instytut Medyczny S.A. and amending the Articles of Association of EMC Instytut Medyczny S.A.):

**1 § 5 The first sentence, of the Articles of Association of EMC Instytut Medyczny S.A. which reads:**

The share capital of the Company is 53,141,384.00 (PLN fifty three million one hundred and forty one thousand three hundred and eighty four) and is divided into:

- a) 1,500,038 (million five hundred thousand thirty-eight) Series A preferred registered shares numbered from 0000001 to 1500038 with the nominal value of PLN 4.00 (four) per share.
- b) 2,500,062 (two million five hundred thousand and sixty-two) Series B ordinary bearer shares numbered from 0000001 to 2500062 with the nominal value of PLN 4.00 (four) per share.
- c) 1,500,000 (one million five hundred thousand) Series C ordinary bearer shares numbered from 0000001 to 1500000 with the nominal value of PLN 4.00 (four) per share.
- d) 400,000 (four hundred thousand) Series D ordinary bearer shares numbered from 0000001 to no more than 0400000 with the nominal value of PLN 4.00 (four) per share.
- e) 737,512 (seven hundred thirty-seven thousand five hundred twelve) Series E ordinary bearer shares numbered from 0000001 to 0737512 with the nominal value of PLN 4.00 (four) per share.
- f) 500,000 (five hundred thousand) Series F ordinary bearer shares numbered from 0000001 to 0500000 with the nominal value of PLN 4.00 (four) per share.

**Attachment no 1 to the Resolution no 2/12/2019 of the Management Board of EMC Instytut Medyczny S.A of December 16,2019 on convening the Extraordinary General Meeting of EMC Instytut Medyczny S.A**

- g) 1,189,602 (one million one hundred eighty nine thousand six hundred and two) of Series G ordinary bearer shares numbered from 0000001 to 1189602 with the nominal value of PLN 4.00 (four) per share.
- h) 3,692,310 (three million six hundred ninety-two thousand three hundred and ten) Series H ordinary bearer shares numbered from 0000001 to 3692310 with the nominal value of PLN 4.00 (four) per share.
- i) 1,265,822.00 (one million two hundred and sixty-five thousand eight hundred and twenty-two) Series I ordinary bearer shares numbered from 0000001 to 1265822 with the nominal value of PLN 4.00 (four) per share.

Series A and B shares have been fully covered before the registration of the Company. Series C, D, E, F, G, H and I shares have been taken up for cash contributions, which were made prior to the registration of the increase of the initial capital of the Company by way of issue of Series C, D, E, F, G H and I shares respectively.'

**Is to be read as follows:**

The share capital of the Company is 88,754,584.00 (PLN eighty eight million seven hundred and fifty four thousand five hundred and eighty four) and is divided into:

- a) 1,500,038 (million five hundred thousand thirty-eight) Series A preferred registered shares numbered from 0000001 to 1500038 with the nominal value of PLN 4.00 (four) per share.
- b) 2,500,062 (two million five hundred thousand and sixty-two) Series B ordinary bearer shares numbered from 0000001 to 2500062 with the nominal value of PLN 4.00 (four) per share.
- c) 1,500,000 (one million five hundred thousand) Series C ordinary bearer shares numbered from 0000001 to 1500000 with the nominal value of PLN 4.00 (four) per share.
- d) 400,000 (four hundred thousand) Series D ordinary bearer shares numbered from 0000001 to no more than 0400000 with the nominal value of PLN 4.00 (four ) per share.
- e) 737,512 (seven hundred thirty-seven thousand five hundred twelve) Series E ordinary bearer shares numbered from 0000001 to 0737512 with the nominal value of PLN 4.00 (four) per share.
- f) 500,000 (five hundred thousand) Series F ordinary bearer shares numbered from 0000001 to 0500000 with the nominal value of PLN 4.00 (four) per share.
- g) 1,189,602 (one million one hundred eighty nine thousand six hundred and two) of Series G ordinary bearer shares numbered from 0000001 to 1189602 with the nominal value of PLN 4.00 (four) per share.
- h) 3,692,310 (three million six hundred ninety-two thousand three hundred and ten) Series H ordinary bearer shares numbered from 0000001 to 3692310 with the nominal value of PLN 4.00 (four) per share.
- i) 1,265,822.00 (one million two hundred and sixty-five thousand eight hundred and twenty-two ) Series I ordinary bearer shares numbered from 0000001 to 1265822 with the nominal value of PLN 4.00 (four) per share.
- j) 8,903,300 (eight million nine hundred and three thousand three hundred) ordinary registered series J shares from number 0000001 to number 8903300, with a nominal value of PLN 4.00 (four) per share.

Series A and B shares have been fully covered before the registration of the Company. Series C, D, E, F, G, H and I shares have been taken up for cash contributions, which were made prior to the registration of the increase of the initial capital of the Company by way of issue of Series C, D, E, F, G H ,I shares respectively.'

## **Attachment no 1 to the Resolution no 2/12/2019 of the Management Board of EMC Instytut Medyczny S.A of December 16,2019 on convening the Extraordinary General Meeting of EMC Instytut Medyczny S.A**

Furthermore, the Management Board of the Company informs that:

1. Shareholders or a shareholder whose shareholding amounts to at least 1/20 of the share capital shall have the right to demand that certain matters be included in the agenda of the forthcoming General Meeting. Such a demand should be submitted in writing to the Management Board not later than 21 days before the date of the meeting (that is until November 25,2019).The demand may also be e-mailed to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).
2. The amendments to the agenda which have been introduced at the request of shareholders shall be announced by the Management Board on the Company's website ([www.emc-sa.pl](http://www.emc-sa.pl)) immediately, however not later than eighteen days before the date of the General Meeting, that is until November 28,2019.
3. The shareholder or shareholders whose shareholding amounts to at least 1/20 of the share capital shall have the right to submit to the Company draft resolutions concerning matters on the agenda of the General Meeting or matters that are to be introduced into the agenda, in writing or by e-mail to the following e-mail: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).
4. Each of shareholders may submit draft resolutions concerning the issues included into agenda during the General Meeting.
5. Shareholders shall participate in the General Meeting and exercise their voting rights in person or by proxy.

The power of attorney authorizing to attend the General Meeting of a public company and exercise voting rights may be granted in writing or in an electronic form. Granting a proxy in an electronic form does not require a secure electronic signature verified by a valid qualified certificate.

The shareholder shall notify about the granting of a voting proxy by electronic means by forwarding a proof of proxy to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).Proxy voting is performed using the form which will be available on the Company's website ([www.emc-sa.pl](http://www.emc-sa.pl)).

Only persons who are shareholders of the Company at the end of the record date of the General Meeting shall have the right to attend the General Meeting. The record date of the rights of Shareholders is November 30, 2019 (sixteen days prior to the General Meeting).

Furthermore, the Management Board informs that the following persons are entitled to participate with voting rights in the General Meeting:

- Beneficiaries of rights attached to registered shares and interim certificates, as well as the pledgees or usufructuaries who have been granted the right of vote, are entitled to participate in the General Meeting, provided they have been entered into the register of shares on the day of registration of the participation in the General Meeting;
- Shareholders authorized for bearer shares in the form of documents provided that share certificates are deposited with the company not later than on the day of registration of the participation in the General Meeting and are not collected until the Meeting's end. Instead of shares, a certificate issued as a proof of submitting the shares obtained from a bank, a notary public or a brokerage house may be submitted. Such certificates shall specify the numbers of shares certificates and contain a statement that the shares will not be released before the end of the day of registration of the participation in the General Meeting;

**Attachment no 1 to the Resolution no 2/12/2019 of the Management Board of EMC Instytut Medyczny S.A of December 16,2019 on convening the Extraordinary General Meeting of EMC Instytut Medyczny S.A**

- Shareholders who are the owners of the bearer shares listed on the Warsaw Stock Exchange, provided that they are shareholders on the day of registration of the participation in the General Meeting pursuant to the list drawn up by Krajowy Depozyt Papierów Wartościowych S.A. [*the National Depository for Securities*];
- Authorized agents or statutory agents of the shareholders mentioned hereinabove.

Persons referred to hereinabove are required to confirm their right to represent a Shareholder at the General Meeting in particular by submitting a copy of the National Court Register of the Shareholder, a power of attorney (granted in writing or by electronic means).

The company recommends that shareholders, within the period between the date of the notice of the Extraordinary General Meeting of Shareholders and November 30, 2019 apply for a certificate issued to their name confirming the right to participate in the Extraordinary General Meeting of Shareholders to the entity keeping the securities account where the shares of the Company are deposited.

It is recommended that the shareholders collect the abovementioned certificates confirming their right to participate and take those to the Extraordinary General Meeting of Shareholders.

The Company shall draw up the list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders on the basis of the list submitted to it by the National Depository for Securities (NDS), and drawn up based on the certificates issued to the names of shareholders by entities keeping the securities accounts confirming the right to participate in the General Meeting. The list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders shall be made available at the registered office of the Company three working days (i.e. from November 11, 2019 to November 16, 2019) before the date of the Extraordinary General Meeting of Shareholders. A shareholder may request that the list of shareholders be sent, free of charge, in an electronic form, to the address provided by the shareholder by sending such a request to: [biuro@emc-sa.pl](mailto:biuro@emc-sa.pl).

The Management Board needs to clarify that it is not possible:

- to participate in the General Meeting of Shareholders by means of electronic communication,
- to speak at the General Meeting of Shareholders by means of electronic communication,
- to exercise the voting right by correspondence or by means of electronic communication.

A complete content of the documentation which shall be presented to the General Meeting and draft resolutions as well as the remarks of the Management Board and the Supervisory Board of the Company concerning the issues included into the agenda of the General Meeting or issues which are to be included into the agenda prior to the date of the General Meeting will be available at the Company's website - [www.emc-sa.pl](http://www.emc-sa.pl).

The documentation shall be also available at the Management Board office in Wrocław at al. Śląska 1.

**Attachment no 1 to the Resolution no 2/12/2019 of the Management Board of EMC Instytut Medyczny S.A of December 16,2019 on convening the Extraordinary General Meeting of EMC Instytut Medyczny S.A**

**STATEMENT UNDER ART. 14 GDPR**

*The administrator of personal data is the company EMC Instytut Medyczny SA*

*Data Protection Inspector: Dariusz Janiak [dariusz.janiak@emc-sa.pl](mailto:dariusz.janiak@emc-sa.pl)*

*The data will be processed to support the General Meeting, in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).*

*Data processing is necessary in order to implement the legal obligations incumbent on the data administrator, resulting from the provisions of the Code of Commercial Companies (Article 6 (1) (c) of the Regulation on the protection of personal data).*

*Providing data is a statutory requirement.*

*The data will be stored for the period required by the provisions of the Code of Commercial Companies.*

*Each person has the right to request access to their personal data, rectification, deletion or limitation of processing, the right to object to the processing, as well as the right to transfer data and the right to lodge a complaint against data processing to the President of the Office for Personal Data Protection.*