

**Resolution no. 1/08/2020
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 August 31, 2020**

on electing the Chairperson of the Ordinary General Meeting

1. The Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A. hereby appoints _____ as the Chairperson of the Meeting.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 2/08/2020
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 August 31, 2020**

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 shareholders present at the Ordinary General Meeting, resolves that the Chairperson of the General Meeting shall perform the duties of the Scrutiny Committee.
3. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 3/08/2020
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 August 31, 2020**

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. Approval of the Agenda,
 6. Considering and adopting the resolution on the approval of the Company's Financial Statement, Consolidated Financial Statement, and the Management Board Report on the performance of EMC Instytut Medyczny S.A. as well as the Management Board Report on the performance of the Group EMC Instytut Medyczny in the financial year 2019,
 7. Adopting the resolution on the coverage of losses for the financial year 2019,
 8. Considering and adopting the resolution on the approval of the Supervisory Board Report on its activity in the financial year 2019,
 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 2019,
 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 2019,
 11. Considering and adopting a resolution on the Remuneration Policy,
 12. Adopting a resolution on waiving the pre-emptive rights of the existing shareholders for Series K shares,
 13. Adopting a resolution on increasing the share capital of the Company through the issue of Series K ordinary bearer shares and on amending the Articles of Association,
 14. Adopting a resolution on the approval of the uniform text of the Articles of Association,
 15. Closing the Ordinary General Meeting.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 4/08/2020
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 August 31, 2020**

***on approving the Company's financial statement
for the fiscal year 2019***

1. Pursuant to Art. 393 (1) and 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 the fiscal year 2019, which includes:

- a. balance sheet as at 31.12.2019, with total assets and liabilities amounting to PLN 259 887 thousand

- b. profit and loss account for the period 01.01.2019 to 31.12.2019 with a net loss amounting to PLN 13,152 thousand
 - c. additional information and clarifications.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 5/08/2020
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 August 31, 2020**

***on approving the Company's consolidated financial statement
for the fiscal year 2019***

1. Pursuant to Art. 393 and 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 31.12.2019, with total assets and liabilities amounting to PLN 259, 887 thousand
 - b. profit and loss account for the period 01.01.2019 to 31.12.2019 with a net loss amounting to PLN 13,152 thousand
 - c. additional information and clarifications.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 6/08/2020
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 August 31, 2020**

***on approving the Management Board Report
on the performance of EMC Instytut Medyczny S.A. in the fiscal year 2019***

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 the fiscal year 2019.

2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 7/08/2020
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 August 31, 2020**

on covering the losses incurred in fiscal year 2019

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 1613,152 thousand forward against future profits.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 8/08/2020
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 August 31, 2020**

***on approving the Supervisory Board report on its performance
in the fiscal year 2019***

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 2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 9/08/2020
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 August 31, 2020**

***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 01.01.2019 to 28.02.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 28.02.2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 10/08/2020
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 August 31, 2020**

***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 01.01.2019 to 31.07.2018***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 31.07.2018.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

Resolution no. 11/08/2020

**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 August 31, 2020**

***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 01.01.2018 to 14.08.2018***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2018 to 14.08.2018.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 12/08/2020
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 August 31, 2020**

***on granting discharge to Karol Piasecki from liability in relation to the exercise of his duties as
the President of the Management Board
in the period 14.06.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 Karol Piasecki – the President of the Management Board from liability in relation to the exercise of his duties in the period 14.06.2019 to 31.12.2019
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 13/08/2020
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 August 31, 2020**

on granting discharge to Dariusz Chowaniec from liability in relation to the exercise of his duties as the Vice-President of the Management Board in the period 04.09.2019 to 31.12.2019

1. Acting pursuant to Art. 393 in connection with 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 Chowaniec – the Vice-President of the Management Board from liability in relation to the exercise of his duties in the period 04.09.2019 to 31.12.2019
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 14/08/2020
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 August 31, 2020**

on granting discharge to Marcin Fakadej from liability in relation to the exercise of his duties as the Vice-President of the Management Board in the period 04.09.2019 to 31.12.2019

1. Acting pursuant to Art. 393 in connection with 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 Marcin Fakadej – the Vice-President of the Management Board from liability in relation to the exercise of his duties in the period 04.09.2019 to 31.12.2019
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 15/08/2020
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 August 31, 2020**

on granting discharge to Václav Jirků from liability in relation to the exercise of his duties as the President of the Supervisory Board in the period 01.01.2019 to 31.12.2019

1. Acting pursuant to Art. 393 in connection with 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 Václav Jirků – the President of the

Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2019 to 31.12.2019

2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 16/08/2020
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 August 31, 2020**

***on granting discharge to Mateusz Słabosz from liability in relation to the exercise of his duties
as the member of the Supervisory Board
in the period 01.01.2019 to 06.03.2019***

1. Acting pursuant to Art. 393 in connection with 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 – the member of the Supervisory Board from liability in relation to the exercise of his duties in the period 01.01.2019 to 06.03.2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 17/08/2020
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 August 31, 2020**

***on granting discharge to Agáta Mešťellérova from liability in relation to the exercise of her
duties as the member of the Supervisory Board
in the period 06.03.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 Agáta Mešťellérova – the member of the Supervisory Board from liability in relation to the exercise of her duties in the period 06.03.2019 to 31.12.2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 18/08/2020
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 August 31, 2020**

***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 01.01.2019 to 12.03.2019 and
12.06.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 12.03.2019 and 12.06.2019 to 31.12.2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 19/08/2020
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 August 31, 2020**

***on granting discharge to Martin Hrežo
– a Member of the Supervisory Board delegated to serve as the Management Board member
from liability in relation to the exercise of his duties
in the period 12.03.2019 to.12.06.2019***

1. Acting pursuant to Art. 393 in connection with 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 delegated to serve as the President of the Management Board from liability in relation to the exercise of his duties in the period 12.03.2019 to.12.06.2019.
2. The resolution takes effect upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 20/08/2020
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 August 31, 2020**

***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 01.01.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 31.12.2019
2. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 21/08/2020
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 August 31, 2020**

***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 01.01.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 31.12.2019 as a Member of the Supervisory Board.
2. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 22/08/2020
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 August 31, 2020**

***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 01.01.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 31.12.2019.
2. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 23/08/2020
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 August 31, 2020**

***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 01.01.2019 to 31.12.2019***

1. Acting pursuant to Art. 393 in connection with 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 01.01.2019 to 31.12.2019.
2. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 24/08/2020
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 August 31, 2020**

on the Remuneration Policy

1. Acting pursuant to Art. 90d (1) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, the Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A., hereby approves of the Remuneration Policy for the Management Board as well as the Supervisory Board of Instytut Medyczny S.A, which constitutes an attachment hereto.
2. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

**Resolution no. 25/08/2020
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 August 31, 2020**

***on waiving the pre-emptive right of the current shareholders of the Company
to series K shares***

The Ordinary General Meeting of the Company under the business name of EMC Instytut Medyczny S.A with its registered office in Wrocław , in connection with planned issue of series K shares, resolves as follows:

1. Pursuant to Art. 433 §2 of the Code of Commercial Companies, having become acquainted with the opinion of the Company's Management Board justifying the reasons for waiving the pre-emptive right of the current shareholders of the Company to K series shares and the proposed issue price, acting in the best interest of the Company, the General Meeting deprives all existing shareholders of the Company of the pre-emptive right to K series shares.
2. The Ordinary General Meeting adopts the Opinion of the Management Board as the justification for waiving the pre-emptive right for series K shares; the said opinion constitutes an Attachment no 1 hereto.
3. The resolution becomes effective upon its adoption.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

ATTACHMENT No 1

**THE OPINION OF THE MANAGEMENT BOARD
of the Company under the name EMC Instytut Medyczny S.A.
with its registered office in Wrocław**

on the waiving of pre-emptive rights of existing shareholders in connection with the issue of series K shares and the proposed issue price of K series shares

The Management Board of EMC Instytut Medyczny Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "Company"), acting pursuant to art. 433 § 2 of the Code of Commercial Companies, submits its opinion on the waiving of pre-emptive rights to K series shares and the proposed issue price of K series shares:

The planned issue of series K shares is to enable the Company efficiently and least costly to raise capital in order to reduce the company's financing costs and diversify its financing sources. Depriving existing shareholders of the pre-emptive right and issuing shares by private subscription, which involves directing the offer to an individually designated addressee, is the fastest and most economical method for conducting the share capital increase procedure. The issue of shares in a private subscription, which will allow efficient acquisition of funds to achieve the objectives of the issue, with the lowest possible costs of handling this process remains in the best interest of the Company and shareholders.

Acquiring funds from the issue of shares will allow the Company to obtain additional capital, which will have a positive impact on the Company's liquidity. Recapitalization of the Company by increasing its share capital will enable it to obtain the necessary financial resources necessary to reduce the Company's debt, which in turn will reduce the costs of financing its operations.

Furthermore, the efficient implementation of the share capital increase procedure, waiving the pre-emptive right of existing shareholders, will contribute to strengthening the Company's position towards entities conducting competitive activity, at the same time enabling the increase of the Company's credibility and contributing to the increase of its development dynamics. In this state of affairs, the Management Board of the Company considers the waiving of the pre-emptive right of shareholders in connection with the issue of series K shares as fully justified and in the best Company's interest.

The proposed issue price of K series shares set at 4.00 per share is consistent with the value of shares adopted for the purposes of determining the share exchange ratio of the Company's in connection with the merger of the Company with Penta Hospitals Poland sp.z o.o. As the calculation of the share exchange ratio as part of the merger was prepared on the basis of an independent valuation of the Company, the Company's assets evaluation in order to calculate the share exchange ratio was subject to a certified auditor's opinion, considering the short period of time since the merger, the Management Board has recognised the issue price of series K shares at PLN 4.00 per share as justified.

Given the above, the Management Board recommends voting in favour of adopting the increase in the Company's share capital, waiving the pre-emptive right of existing shareholders entirely, in accordance with the draft resolution in this regard.

**Resolution no. 26/08/2020
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 August 31, 2020**

**on increasing the Company's share capital
by issuing ordinary registered series K shares, and amending the Articles of Association**

The General Meeting of the Company under the name EMC Instytut Medyczny S.A. with its registered office in Wrocław, resolves as follows:

§1

- 1) Acting pursuant to art. 431 §1 and §2 (1) of the Commercial Companies Code, the Company's share capital is increased from PLN 88,754,584.00 (PLN eighty eight million seven hundred fifty four thousand five hundred eighty four) to the amount of PLN **165,786,584.00** (PLN one hundred sixty five million seven hundred eighty six thousand five hundred eighty), i.e. by the amount of PLN 77,032,000.00 (PLN seventy seven million and thirty- two thousand).
- 2) The share capital increase referred to in section 1 will be carried out through the issue of 19,258,000 (PLN nineteen million two hundred fifty-eight thousand) ordinary series K registered shares, with a nominal value of PLN 4.00 (PLN four) each.
- 3) Series K shares will be offered through private subscription within the meaning of art. 431 § 2 (1) of the Commercial Companies Code, as part of the offer addressed to an individually specified shareholder, i.e. Care Up B.V.
- 4) The issue price of one K series share is set at PLN 4.00 (PLN four).
- 5) Series K shares will be covered by cash contributions made before the registration of the share capital increase, in an amount equal to the issue price.
- 6) Series K shares will participate in the dividend starting from the profit payments that will be allocated for the financial year 2020, i.e. from January 1, 2020.
- 7) The share subscription agreement of series K shares should be concluded within one month from the date of adopting this resolution.

§ 2

The General Meeting, in connection with the issue of series K shares, authorizes and obliges the Company's Management Board to perform all actions necessary for the proper implementation of the provisions of this Resolution, and in particular to:

- 1) submit offer to the entity indicated in §1 (3) of this Resolution, as part of a private subscription, as well as to perform all other activities related to the private subscription;
- 2) conclude an agreement for subscription of series K shares.

§3

In connection with the increase in share capital § 5 of the Articles of Association has been amended and shall read as follows:

The share capital of the Company is PLN 165,786,584.00 (PLN one hundred sixty five million seven hundred eighty six thousand five hundred 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 (PLN 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 (PLN 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 (PLN 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 (PLN 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 (PLN 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 (PLN 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 (PLN 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 (PLN four) per share.
- i) 1,265,822. (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 (PLN four) per share.
- j) 8,903,300 (eight million nine hundred and three thousand three hundred) ordinary registered series J shares numbered from 0000001 to 8903300, with a nominal value of PLN 4.00 (PLN four) per share.
- k) 19,258,000 (nineteen million two hundred fifty-eight thousand) ordinary registered series K shares numbered from 00000001 to 19258000, with a nominal value of PLN 4.00 (PLN 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, and K shares respectively. Series J shares are merger issue shares taken up in exchange for shares in Penta Hospitals Poland Sp. z o.o. (the acquired company). ‘

§4

The resolution becomes effective upon its adoption; however, the amendment to the Articles of Association enters into force upon registration of the share capital increase by the Registry Court.

Justification: The reason for passing the resolution on increasing the Company's share capital by issuing ordinary series K registered shares through private subscription addressed to an individually specified shareholder, i.e. Care Up B.V. is to enable the Company to efficiently and least costly raise capital in order to reduce the Company's financing costs and diversify sources of financing

The open voting in groups was attended by shareholders holding a total of _____ shares, which represents _____% of the entire share capital of the company.

- *In the group of preference shares (series A shares), a total of _____ valid votes were cast. _____ votes were cast in favour of adopting the resolution, i.e. ___% of the votes cast, with no votes against and no abstentions.*
- *In the group of non-preference shares (series B-J shares), a total of _____ valid votes were cast. _____ votes were cast in favour of adopting the resolution, i.e. ___% of the votes cast, with no votes against and no abstentions.*

**Resolution no. 27/08/2020
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 August 31, 2020**

on approving the uniform text of the Articles of Association

§1

The General Meeting of the Company under the name EMC Instytut Medyczny S.A. with its registered office in Wrocław, resolves to approve of the uniform text of the Articles of Association of the Company including the amendments introduced pursuant to the Resolution no 26/08/2020, which is an attachment hereto.

§2

The resolution becomes effective upon its adoption; however, the amendment to the Articles of Association enters into force upon registration of the share capital increase by the Registry Court.

Shareholders, who participated in open ballot, jointly hold _____ shares, which constitutes _____ % of the share capital of the Company. Altogether, _____ valid votes were cast. The Resolution was passed with _____ votes 'for' i.e. _____ % of the votes cast with no votes 'against' and no abstention.

