

Attachment no 1 to the Resolution no 3/08/2020 of the Management Board of EMC Instytut Medyczny S.A of August 10,2020 on amending the agenda of the Ordinary General Meeting of EMC Instytut Medyczny S.A convened for August 31,2020

**AMENDMENT TO THE CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF EMC Instytut Medyczny SA to be held on August 31, 2020 at 10:00 along with the present agenda**

Pursuant to Art. 401§ 4 of the Code of Commercial Companies (the CCC), in connection with a request by a shareholder of the Company to put certain matters on the agenda of the Ordinary General Meeting of the Company convened on August 31, 2020 at 10:00 in the Management Board office of EMC Instytut Medyczny S.A., at al. Śląska 1 in Wrocław, the Management Board of EMC Instytut Medyczny S.A. hereby announces the following amended agenda. The remaining contents of the convening notice remain unchanged.

The Agenda:

- 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 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 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) Adopting resolutions on reshuffles in the Supervisory Board of the Company,
- 16) Closing the Ordinary General Meeting.

**Draft amendments to the Articles of Association of EMC Instytut Medyczny S.A.**

The Management Board introduces the proposed amendments to the contents of the Articles of Association of EMC Instytut Medyczny S.A. provided for in item 13 on the agenda:

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

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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 and I shares respectively.'

**Is to be 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.

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- 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).

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 August 10,2020). 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 August 13, 2020.
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)).

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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 August 15, 2020. (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;
- 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 Ordinary General Meeting of Shareholders and August 15, 2020. apply for a certificate issued to their name confirming the right to participate in the Ordinary 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 Ordinary General Meeting of Shareholders.

The Company shall draw up the list of shareholders entitled to participate in the Ordinary 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 Ordinary General Meeting of Shareholders shall be made available at the registered office of the Company three working days (i.e. from August 28, 2020 to August 31, 2020) before the date of the Ordinary 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,

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- to exercise the voting right by correspondence or by means of electronic communication.

The complete contents 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.

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**STATEMENT UNDER ART. 14 of GDPR**

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

*Data Protection Inspector: Bartłomiej Błażewicz bartlomiej.blazewicz@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.*