

**DRAFT RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING
OF
MEDICALGORITHMICS S.A., REGISTERED OFFICE IN WARSAW,
CONVENED ON 26 OCTOBER 2021**

**Resolution 1/10/2021
26 October 2021
Extraordinary General Meeting
of
Medicalgorithmics S.A.
Election of General Meeting Chairperson**

Article 1

The General Meeting of Medicalgorithmics S.A. hereby elects Mr/Ms _____ as the Chairperson of the General Meeting.

Article 2

This resolution becomes effective momentarily once adopted.

**Resolution 2/10/2021
26 October 2021
Extraordinary General Meeting
of
Medicalgorithmics S.A.
Adoption of General Meeting agenda**

Article 1

The Extraordinary General Meeting of Medicalgorithmics S.A. hereby adopts the following agenda of this session:

1. Opening of the General Meeting;
2. Election of the General Meeting Chairperson;
3. Acknowledgement of proper summons to the General Meeting and its capacity to adopt resolutions;
4. Adoption of the General Meeting agenda;
5. Determination of the number of members in the Supervisory Board;
6. Changes in the composition of the Supervisory Board;
7. Determination of remuneration for members of the Supervisory Board;
8. Adoption of a resolution concerning: (i) increase of the Company's share capital through issue of new ordinary bearer shares, series H, and waiver of the current shareholders' subscription rights to all such new series H shares; (ii) dematerialisation as well as application for admission and introduction of the new series H shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and (iii) changes of the Articles of Association;
9. Adoption of a resolution concerning introduction of an Incentive Scheme, a conditional increase of the Company's share capital and issue of subscription warrants with full waiver of the shareholders' subscription right to the subscription warrants and shares to be issued as part of the conditional capital, as well as changes of the Articles of Association, dematerialisation and application for admission and introduction of those shares to trading on the regulated market of the Warsaw Stock Exchange;
10. Closing of the General Meeting.

Article 2

This resolution becomes effective momentarily once adopted.

**Resolution 3/10/2021
Extraordinary General Meeting
of
MEDICALGORITHMICS S.A.
26 October 2021
Determination of the number of members in the Supervisory Board;**

Article 1

Pursuant to Article 385 § 1 of the Commercial Companies Code and in connection with § 17.3 of the Company's Articles of Association, the General Meeting hereby decides that the Supervisory Board will have [●] members.

Article 2

This resolution becomes effective momentarily once adopted.

**Resolution 4/10/2021
Extraordinary General Meeting
of
MEDICALGORITHMICS S.A.
26 October 2021
Appointment of Member(s) of the Supervisory Board**

Article 1

Pursuant to Article 385 § 1 of the Commercial Companies Code, in connection with § 17.3 of the Company's Articles of Association, the General Meeting hereby appoints [●] as a member of the Supervisory Board.

Article 2

This resolution becomes effective momentarily once adopted.

**Resolution 5/10/2021
Extraordinary General Meeting
of
MEDICALGORITHMICS S.A.
26 October 2021
Determination of remuneration for members of the Supervisory Board**

Article 1

The Extraordinary General Meeting of Medicalgorithmics S.A. ("Company"), acting based on Article 392 § 1 of the Commercial Companies Code and § 14.8 of the Company's Articles of Association, hereby decides the remuneration for members of the Supervisory Board as follows:

- a) The Chairperson of the Supervisory Board: PLN [●] ([●] zlotys) gross per month;
- b) The Deputy Chairperson of the Supervisory Board: PLN [●] ([●] zlotys) gross per month;
- c) A member of the Supervisory Board: PLN 4,000.00 (four thousand zlotys) gross per month;

Article 2

The members of the Supervisory Board who also sit in the Audit Committee are entitled to additional remuneration as follows:

- 1) PLN [●] ([●] zlotys) gross per month for the Chairperson of the Committee;
- 2) PLN 1,700.00 (one thousand seven hundred zlotys) gross per month for a member of the Committee.

Article 3

The members of the Supervisory Board who also sit in the Nomination and Remuneration Committee are entitled to additional remuneration as follows:

- 1) PLN [●] ([●] zlotys) gross per month for the Chairperson of the Committee;
- 2) PLN 1,700.00 (one thousand seven hundred zlotys) gross per month for a Member of the Committee.

Article 4

The above remuneration principles become effective on the first day of the new term of the Supervisory Board, which is 26 June 2021.

Article 5

- a) The remuneration referred to in § 1 - § 3 due for the month in which the appointment or dismissal/resignation of a member of the Supervisory Board or the relevant Committee takes place will be calculated proportionally to the number of days such person has been a member of the Supervisory Board or the relevant Committee in such month.
- b) The remuneration referred to in § 1 - § 3 will be paid in arrears by the 10th day of each month for the previous calendar month.
- c) The Company also pays for any documented costs as may be incurred in connection with performance by a member of the Supervisory Board of his/her functions, including in the case of a member of the relevant Committee, and in particular: costs of travel from (to) the place of residence to (from) the place where the Supervisory Board or the relevant Committee meets, as well as costs of accommodation in the event the Supervisory Board or the relevant Committee meets outside the place of residence of a member of the Supervisory Board.

Article 6

This resolution becomes effective on the day when adopted.

Justification to the Resolution

Having regard to Article 392.1 of the Commercial Companies Code, which expressly provides for that the remuneration must be determined in the Articles of Association or through a resolution of the General Meeting, since the Articles of Association of the Company do not provide for such remuneration principles, a resolution of the General Meeting is required in order to amend the remuneration principles applicable to members of the Supervisory Board. This Extraordinary General Meeting is the first general meeting convened after the Annual General Meeting of 15 June 2021 and, hence, the Management Board has included this issue in the agenda for this shareholders' meeting.

The remuneration for the members of the Supervisory Board were defined in Resolution 4/10/2017 of the Extraordinary General Meeting adopted on 6 October 2017. According to that resolution, the members of the Supervisory Board were entitled to a fixed remuneration of PLN 4,000 gross per month, with the Chairperson receiving PLN 6,000 gross. Members of the Audit Committee received an allowance of PLN 1,700 gross per month.

The change of such remuneration principles applicable to the members of the Supervisory Board results from the current organisational needs of the Supervisory Board. Attention should be paid to the greater workload of the Chairman and Vice-Chairman of the Supervisory Board and Chairmen of Supervisory Board Committees in the current situation of the Company.

Moreover, the members of the Nomination and Remuneration Committee so far did not receive any remuneration for their work in the Committee, only a fixed monthly remuneration for performing their functions in the Supervisory Board.

The Management Board of the Company, taking into account the lack of uniform rules for remunerating Members of the Committees and the additional workload of their Chairmen and the Chairperson and Vice-Chairperson of the Supervisory Board, included points regarding the amount of remuneration on the agenda of the general meeting.

It should be emphasized that rule 6.4 of the Best Practice for WSE Listed Companies 2021 stipulates that the remuneration of members of the Supervisory Board Committees should take into account additional workload related to work in these Committees.

Now, in view of the current situation of the Company as well as the intense workload of the Supervisory Board and Committees related to the recent changes in the Company, the Management Board recommends that the above remuneration-related changes take effect as of the first day of the new term of the Supervisory Board, which is 27 June 2021.

Resolution 6/10/2021
26 October 2021
Extraordinary General Meeting
of
Medicalgorithmics S.A., registered office in Warsaw
on

- (i) increase of the Company's share capital through issue of new ordinary bearer shares, series H, and waiver of the current shareholders' subscription rights to all such new series H shares;**
(ii) dematerialisation as well as application for admission and introduction of the new series H shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and
(iii) changes of the Articles of Association;

Acting based on Articles 430, 431 § 2.1, 431 § 7 in connection with Article 310 § 2-4, 432 and 433 § 2 of the Commercial Companies Code of 15 September 2000 ("Code"), as well as Article 5 of the Financial Instruments Trading Act of 29 July 2005 ("Trading Act") and § 14 of the Company's Articles of Association, the Extraordinary General Meeting of the Company hereby adopts the following:

Article 1

1. The Company's share capital is hereby increased by not less than PLN 0.10 (zero zlotys and 10/100) and not more than PLN 86,556.50 (eighty six thousand five hundred and fifty six zlotys and 50/100) through issue of new ordinary bearer shares, series H, in the quantity of not less than 1 (one) and not more than 865,565 (eight hundred and sixty five thousand five hundred and sixty five) shares, nominal value PLN 0.10 (zero zlotys and 10/100) each ("**Series H Shares**").
2. The issue of the Series H Shares will be effected by private placement, as referred to in Article 431.2.1 of the Code, and will be addressed only to selected investors ("**Private Placement**") who will be designated by the Management Board of the Company (however subject to Article 3.3 below) as satisfying the following conditions ("**Eligible Investor Prerequisites**") set forth in this resolution ("**Eligible Investors**");

- a) they are recommended by the Management Board (subject to Article 3.3 below) to be invited to participate in the book-building process for the Series H Shares ("**Book-building Process**") from among persons who:
 - (i) are qualified investors as referred to in Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC ("**Regulation 2017/1129**"); or
 - (ii) are investors who, in line with the terms and conditions of this resolution, take up the Series H Shares for a total value (calculated based on the issue price as at the date of its fixing) of at least EUR 100,000.00 (one hundred thousand euros) per investor;
 - b) are recommended by the Management Board (subject to Article 3.3 below) to be invited to participate in the Book-building Process Shares from among persons other than those mentioned in (a) above, however less than 150 of them.
3. The Eligible Investors need to submit declarations of interest in acquisition of the Series H Shares at a price which cannot be lower than the minimum price referred to in Article 3.1 below.
 4. The final value of the increase of the Company's share capital according to the limits set forth in this resolution (pursuant to Article 310 § 2 in connection with Article 431 § 7 of the Code) will be determined following the Private Placement as a result of allotment of the Series H Shares, duly subscribed and paid for, in a notarial deed of the Management Board declaring the actual amount of the share capital taken up, which will be executed prior to notifying the increased share capital to the Enterprise Register of the National Court Register.

Article 2

Pursuant to Article 433 § 2 of the Code, the shareholders' subscription rights to the Series H Shares are hereby waived in the best interest of the Company. A written opinion of the Management Board explaining reasons for such waiver of the current shareholders' subscription rights to the Series H Shares and specifying the method for calculating their issue price is enclosed to this resolution as an exhibit.

Article 3

1. The Extraordinary General Meeting hereby authorises the Management Board to fix the issue price of the Series H Shares according to the terms and conditions of this resolution, taking into account the outcome of the Book-building Process as well as assuming that the proceeds from the issue of the Series H Shares will be maximised (however, such fixed issue price must not be lower than PLN 18 per share), and the approval of the issue price must be given by the Supervisory Board.
2. The Extraordinary General Meeting hereby authorises the Management Board to take any and all actions in connection with the increase of the share capital referred to in this resolution, including as may be necessary to offer the Series H Shares through the Private Placement, as referred to in Article 431 §2.1 of the Code, and to determine the detailed terms of subscribing for the Series H Shares, including to do the following:
 - a) set the final dates for submission of Series H Shares subscription offers and for execution by the Company of related subscription agreements, however the agreements must be concluded by the Company no later than within 6 (six) months of the date of this resolution; and
 - b) determine (however subject to section 3 below) the number of the Series H Shares (if any) to be offered to the Book-building Process Participants after closing of the Book-building Process, however:
 - (i) the Terms of Subscription must provide in particular that the Eligible Investors, who at the same time are shareholders of the Company as at date of confirming the attendance in this Extraordinary General Meeting (the "**ROFR Date**") and who hold shares entitling them to exercise at least 0.5% (half of one percent) of the total number of votes available in the Company ("**Eligible Investors with ROFR**") will enjoy ROFR (Right of First Refusal) entitling them to subscribe for such number of the Series H Shares which will be calculated by multiplying: (a) the ratio of the number of the Company's shares held by a given Eligible Investor with ROFR (as at the ROFR Date), as indicated in a document confirming his/her shareholding in the Company, to the number of all existing shares of the Company as at the ROFR Date, and (b) the final number of the Series H Shares to be offered, as determined

by the Management Board, however if such final number of the Series H Shares so determined which are attributable to a given Eligible Investor with ROFR is not a whole number, then it will be rounded down to the nearest whole number ("**Series H Shares ROFR**");

(ii) in order for a given Eligible Investor to exercise the Series H Shares ROFR, the Eligible Investor must satisfy the following additional conditions (the "**Eligible Investor with ROFR Prerequisites**") in a manner which the Management Board will deem appropriate (however subject to section 3 below):

(aa) following a prior invitation from the Management Board (to be issued subject to section 3 below), (1) a document will be submitted during the Book-building Process confirming that such investor is a shareholder of the Company on the ROFR Date, and (2) in the Book-building Process such investor will submit a declaration of interest in acquisition of the Series H Shares for a price not lower than the issue price (as finally fixed by the Management Board); and

(bb) after the Management Board decides (however subject to section 3 below) to offer the Series H Shares to that investor, the investor will conclude with the Company a subscription agreement for such offered Series H Shares at the issue price so fixed by the Management Board;

3. The above clauses do not restrict the Management Board in offering any remaining Series H Shares, as may be outstanding once the Series H Shares ROFR is exercised, to selected Eligible Investors at a price not lower than the price offered to the Eligible Investors with ROFR, however always in compliance with legal regulations.

4. Such determination whether a given Eligible Investor satisfies the Eligible Investor Prerequisites and the Eligible Investor with ROFR Prerequisites as well as such decision whether to invite such investor to participate in the Book-building Process and offering the Series H Shares to such investor will be at the sole discretion of the Management Board, however it will apply due diligence to ensure that the Series H Shares will be offered only to those Eligible Investors who satisfy the above conditions, if settlement of the Series H Shares subscriptions by such Eligible Investor can be technically finalised by the final date set forth by the Management Board.

Article 4

The Series H Shares can be paid for with cash contributions only and exclusively.

Article 5

1. The Series H Shares and (insofar as any registration prerequisites are satisfied) the related allotment certificates will be applied for in order to admit and introduce them to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), without drafting or publication of an issue prospectus according to Article 1.5.(a) of Regulation 2017/1129. The Management Board is hereby obligated and authorised to take any and all actions as may be necessary in connection with the admission and the introduction of the Series H Shares to trading on the regulated market of the Warsaw Stock Exchange in accordance with this resolution.
2. The Series H Shares and the related allotment certificates will be dematerialised, as referred to in the Trading Act. The Management Board is hereby authorised to conclude with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) an agreement to register the Series H Shares and (insofar as any registration prerequisites are satisfied) the related allotment certificates as well as to perform any other actions as may be necessary towards their dematerialisation.

Article 6

The Management Board is hereby authorised to decide to refrain from implementing this resolution, suspend its implementation, cancel the Private Placement (as referred to in Article 431 §2.1 of the Code) or suspend it at any time.

Article 7

The Series H Shares will participate in dividends subject to the following principles:

- a. The Series H Shares participate in dividends starting from 1 January 2021.

Article 8

In connection with this resolution, Article 5 sections 1 and 2 of the Company's Articles of Association are hereby changed and now read as follows:

"1. The share capital of the Company is not less than PLN 432,783.00 (four hundred and thirty two thousand seven hundred and eighty two zlotys and 90/100) and not more than PLN 519,339.40 (five hundred and nineteen thousand three hundred and thirty nine zlotys and 40/100).

2. The share capital consists of not less than 4,327,830 (four million three hundred and twenty seven thousand eight hundred and thirty) and not more than 5,193,394 (five million one hundred and ninety three thousand three hundred and ninety four) ordinary shares, nominal value of 0.10 (zero zlotys and 10/100) each, including:

- a) 1,747,200 (one million seven hundred and forty seven thousand two hundred) series A shares;
- b) 508,200 (five hundred and eight thousand two hundred) series B shares;
- c) 236,926 (two hundred and thirty six thousand nine hundred and twenty six) series C shares;
- d) 929,600 (nine hundred and twenty nine thousand six hundred) series D shares;
- e) 33,600 (thirty three thousand six hundred) series E shares;
- f) 151,000 (one hundred and fifty one thousand) series F shares;
- g) 721,303 (seven hundred and twenty one thousand three hundred and three) series G shares;
- h) not less than 1 (one) and not more than 865,565 (eight hundred and sixty five thousand five hundred and sixty five) series H shares".

Article 9

The Supervisory Board of the Company is hereby authorised to set out the uniform text of the Company's Articles of Association taking account for the content of the declaration of the Management Board that states the share capital subscribed for in the Company.

Article 10

This resolution becomes effective momentarily once adopted.

Justification to the Resolution:

The objective behind the increase of the share capital through the issue of the Series H Shares is to generate additional finance for the Company and further implementation of its development strategy as well as to secure the liquidity of the Group. The Management Board has taken multi-targeted actions that should result in new funds being obtained. One of the activities is to convene the Extraordinary General Meeting where the Management Board will present draft resolutions to increase the share capital of the Company through the issue of up to 20% new shares on the Warsaw Stock Exchange.

A parallel review of strategic options that are available to the Company will be continued. Any new funds expected by the Company will be used towards, firstly, intensification of its sales activity, including sales force hiring on the US market. The additional funds and the parallel review of operating expenditures incurred by the Issuer's subsidiaries are the best way, in the opinion of the Management Board, to protect the goodwill of the Company and to monetise the ongoing business model transformation.

The Management Board's intent has been to, depending on the outcome of the book-building process and subject to any right of first refusal in effect, to attract an investor or investors who would be interested in providing long-term support to the Company towards achievement of the objectives described above.

**Opinion of Management Board
of
Medicalgorithmics Spółka Akcyjna
registered office in Warsaw
24 September 2021**

Rasons for waiving shareholders' subscription rights in relation to the expected increase of the share capital through issue of series H shares as well as fixing of their issue price

Pursuant to Article 433 § 2 of the Commercial Companies Code of 15 September 2000 ("Code"), the Management Board of Medicalgorithmics Spółka Akcyjna, registered office in Warsaw ("Company"), accepted this opinion on 24 September 2021 in connection with the expected adoption of the following resolution by the Extraordinary General Meeting:

- (i) increase of the Company's share capital through issue of new ordinary bearer shares, series H, and waiver of the current shareholders' subscription rights to all such new series H shares;
- (ii) dematerialisation as well as application for admission and introduction of the new series H shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and (iii) changes of the Articles of Association ("Resolution").

1. Waiver of current shareholders' subscription rights to Series H Shares

The objective behind the increase of the share capital through the issue of the Series H Shares is to generate additional finance for the Company and further implementation of its development strategy as well as to secure the liquidity of the Group. In Interim Report 35 (24 September 2021), the Company informed that the Management Board has taken multi-targeted actions that should result in new funds being obtained. One of the activities is to convene the Extraordinary General Meeting where the Management Board will present draft resolutions to increase the share capital of the Company through the issue of up to 20% new shares on the Warsaw Stock Exchange. The Management Board's intent has been to, depending on the outcome of the book-building process and subject to any right of first refusal in effect, to attract an investor or investors who would be interested in providing long-term support to the Company towards achievement of the objectives described above.

The Management Board is of such opinion that full waiver of the subscription rights vested in the current shareholders of the Company towards all new Series H Shares to be issued is well justified and consistent with the best interest of the Company because such issue through a private placement is a fast and effective means of raising capital for the Company.

Waiver of the subscription rights held by the current shareholders will enable expansion of the potential investor pool because the Series H Shares will be available for offering in a private placement also to new investors (other than the current shareholders), however without depriving the current shareholders of the option to join the subscription process should they declare themselves interested in the offer on the like terms and conditions as those proposed to the potential investors. The above will be possible thanks to a mechanism which the said resolution incorporates, namely vesting of the right of first refusal during subscriptions for the Series H Shares, in proportion to one's shareholding already held in the Company – it will apply to shareholders who hold at least 0.5% of the total number of votes in the Company as at the date of confirming the attendance in the Extraordinary General Meeting. The shareholders who satisfy the conditions of such capital increase resolution, if interested in participating in the increased share capital and acquiring the Series H Shares, will have the opportunity to maintain their ratio of shares and votes also after the issue becomes effective together with the formal waiver of the

subscription rights.

In view of the above, the Management Board concluded that the issue of the Series H Shares with the full waiver of the subscription rights held by the current shareholders will be in the best interest of the Company. Therefore, the Management Board recommends to proceed with the issue of the Series H Shares, including the full waiver of the subscription rights held by the current shareholders.

2. Fixing of Series H Shares issue price

The issue price of the Series H Shares is determined by the Management Board assuming the proceeds from their issue will be maximised and mainly based on the quoted price of the Company's shares on the regulated market of the Warsaw Stock Exchange, taking into account the outcome of the book-building process as well as any circumstances that affect the fixing of the Series H Shares issue price, in particular conditions on the capital market as at the time of the book-building process related to the Series H Shares, the Company's financial standing during subscriptions, any ongoing events at that time and the Company's development outlook.

In addition, the Management Board would like to inform that discussions held concerning the potential funding effort have led the major shareholders of the Company (involved since its beginnings, including Mr Marek Dziubinski, Ph.D, the co-founder) to issue declarations of intent in acquisition of a portion of the new shares, if issued, at a issue price not lower than PLN 18.00. Considering that fact, in the draft capital increase resolution, the Management Board decided to fix the price at a level not lower than PLN 18.00 per share.

Given the volatility of the capital markets and the period between the date of the resolution as adopted by the Extraordinary General Meeting and the date of fixing the price of the Series H Shares, it is well justified and in the best interest of the Company to grant the related authorisations to the Management Board of the Company.

Conclusions

With such reasons as explained above, the full waiver of the subscription rights vested in the current shareholders of the Company towards the Series H Shares is consistent with the best interest of the Company and serves achievement of its strategic objectives. Therefore, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Resolution.

**Resolution 7/10/2021
26 October 2021
Extraordinary General Meeting
of
Medicalgorithmics S.A.**

Introduction of *Incentive Scheme*, a conditional increase of the Company's share capital and issue of subscription warrants with full waiver of shareholders' subscription rights to the subscription warrants and shares to be issued as part of the conditional capital, as well as changes of the Articles of Association, dematerialisation and application for admission and introduction of those shares to trading on the regulated market of the Warsaw Stock Exchange

Acting based on Articles 430 §1, 448 and 453 §2 of the Commercial Companies Code as well as Article 5 of the Financial Instruments Trading Act of 29 July 2005 ("Trading Act"), the Extraordinary General Meeting of the Company hereby adopts the following:

Article 1

1. An incentive scheme will be implemented in the Company for the Eligible Persons (as defined below) and maintained according to the terms and conditions of this resolution ("**Incentive Scheme**").
2. For the purpose of implementing the Incentive Scheme, the share capital of the Company is hereby conditionally increased by an amount which will not exceed PLN [●] ([●]), through issue of:
 - (a) not more than [●] ([●]) ordinary bearer shares, series I, nominal value PLN 0.10 (zero zlotys and 10/100) each ("**Series I Shares**");
 - (b) not more than [●] ([●]) ordinary bearer shares, series J, nominal value PLN 0.10 (zero zlotys and 10/100) each ("**Series J Shares**");
 - (c) not more than [●] ([●]) ordinary bearer shares, series K, nominal value PLN 0.10 (zero zlotys and 10/100) each ("**Series K Shares**");
3. The objective behind the conditional increase of the share capital is to vest subscription rights to the Series I Shares, the Series J Shares and the Series K Shares (hereinafter jointly "**Shares**") in the Eligible Persons who are holders of the Subscription Warrants to be issued based on this resolution.
4. The subscription right to the Shares may be exercised by the Eligible Persons who are the holders of the Subscription Warrants pursuant to the terms and conditions specified in this resolution and in the incentive scheme rules adopted by the Supervisory Board of the Company ("**Rules**").
5. The subscription right to the Shares is exercisable by 31 December 2025.
6. The issue price of the Shares ("**Issue Price**") is fixed as PLN [●] ([●]),
7. The Shares will participate in dividends based on the following principles:
 - (a) Shares issued or recorded for the first time in a securities account in a given financial year at any time by the date of dividend (inclusive), which is set by the General Meeting of the Company, will participate in profit distributions starting on the first day of a financial year preceding such financial year in which the shares have been issued or recorded in the securities account;
 - (b) Shares issued or recorded for the first time in a securities account in a given financial year after the date of dividend, which is set by the General Meeting of the Company, will participate in profit distributions starting on the first day of the financial year in which the shares have been issued or recorded in the securities account.
8. The shareholders' subscription rights to the Shares are hereby waived in the best interest of the Company. A written opinion of the Management Board explaining reasons for such waiver of the current shareholders' subscription rights to the Shares and their proposed issue price is enclosed to this resolution as an exhibit.

Article 2

1. The Shares will be applied for in order to admit and introduce them to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), without drafting or publication of an issue prospectus according to Article 1.5.(a) of Regulation 2017/1129. The Management Board is hereby obligated and authorised to take any and all actions as may be necessary in connection with the admission and the introduction of the Shares to trading on the regulated market of the Warsaw Stock Exchange in accordance with this resolution.
2. The Shares will be dematerialised, as referred to in the Trading Act. The Management Board is hereby authorised to conclude with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) an agreement to register the Shares and to perform any other actions as may be necessary towards their dematerialisation.
3. The clauses of Article 2 apply as long as there are any shares of the Company admitted to trading on a regulated market operated by the Warsaw Stock Exchange.

Article 3

1. Subject to prior registration of the conditional increase of the share capital as referred to in Article 1 of this resolution as well as the terms and provisions of this resolution, the issue cannot include more than:
 - a) [●] ([●]) registered subscription warrants, series A ("**Series A Subscription Warrants**");
 - b) [●] ([●]) registered subscription warrants, series B ("**Series B Subscription Warrants**");
 - c) [●] ([●]) registered subscription warrants, series C ("**Series C Subscription Warrants**").
2. The Series A Subscription Warrants, Series B Subscription Warrants and the Series C Subscription Warrants (hereinafter jointly or individually "**Subscription Warrants**") will be dematerialised. The Management Board is hereby allowed and authorised to conclude an agreement with an issue sponsor, which will be designated by the Management Board, if so desired towards the dematerialisation of the Subscription Warrants.
3. The Subscription Warrants are issued free of charge.
4. The Subscription Warrants are non-not sale (only transferrable to the Company) and are inheritable.
5. The subscription right to the Subscription Warrants will be vested in the following persons ("**Eligible Persons**"): (i) members of the Management Board; and (ii) key personnel of the Company as may be designated by the Management Board and approved by the Supervisory Board of the Company. Such key personnel of the Company means both employees and collaborators of the Company and its subsidiaries who are hired based on an employment contract or provide services based on any other contract and, in the opinion of the Management Board, participate in making important decisions or perform activities that contribute to the development of the Company. The number of such Eligible Persons cannot exceed 149 (one hundred and forty nine).
6. The Supervisory Board approves the number of the Subscription Warrants allocable to a given Eligible Person, however members of the Management Board may take up no more than 50% (fifty percent) of all Subscription Warrants in each series. A given Eligible Person may take up the Subscription Warrants as well as exercise the rights attached to the Subscription Warrants by taking up the Shares, however on such condition that the Eligible Person will remain in the legal or organisational relationship with the Company (or its subsidiary) continuously for the entire period from the vesting of the Subscription Warrants to: (i) 1 July 2023 with respect to the Series A Subscription Warrants, (ii) 1 July 2024 with respect to the Series B Subscription Warrants, (iii) 1 July 2025 with respect to the Series C Subscription Warrants. The above condition will not apply whenever a given relationship with the Company ends due to permanent incapacity (as defined in the Rules) or death of the Eligible Person who has been the holder of the Subscription Warrants – in such event the rights attached to the Subscription Warrants held may be exercised by heirs of the deceased Eligible Person.
7. Each Series A Subscription Warrant entitle its holder (subject to the terms and conditions of this Resolution) to subscribe for 1 (one) Series I Share at the Issue Price, not earlier than on 1 July 2023 and not later than on 31 December 2025.
8. Each Series B Subscription Warrant entitle its holder (subject to the terms and conditions of this Resolution) to subscribe for 1 (one) Series J Share at the Issue Price, not earlier than on 1 July 2024 and not later than on 31 December 2025.
9. Each Series C Subscription Warrant entitle its holder (subject to the terms and conditions of this Resolution) to subscribe for 1 (one) Series K Share at the Issue Price, not earlier than on 1 July 2025 and not later than on 31 December 2025.
10. The Supervisory Board of the Company is hereby authorised to offer and issue the Subscription Warrants to the Eligible Persons who are members of the Management Board, and the Management Board is hereby authorised (with the prior consent of the Supervisory Board) to offer and issue the Subscription Warrants to other Eligible Persons according to the terms and conditions of this resolution and the Rules (including to ensure the dematerialisation of the Subscription Warrants).
11. Subject to the other clauses of this resolution, the Eligible Persons may exercise the rights attached to the Subscription Warrants according to the principles and upon satisfaction of certain conditions set forth in: (i)

this resolution (especially sections 11 to 13 below with respect to the the Subscription Warrants in a given series) and (ii) the Rules.

12. The Eligible Persons may exercise the rights attached to Series A Subscription Warrants on the following conditions:
 - (i) with respect to [●]% Series A Subscription Warrants held by the Eligible Person – the Company must have achieved EBITDA not lower than [●] ([●]) in the financial year ended on 31 December 2022 (or 1 July 2023 in the event of Change of Control in the Company);
 - (ii) with respect to [●]% Series A Subscription Warrants – the Company must have achieved a normalised consolidated net profit not lower than [●] ([●]) in the financial year ended on 31 December 2022 (or 1 July 2023 in the event of Change of Control in the Company);
 - (iii) with respect to [●]% Series A Subscription Warrants – the Company’s shares must have achieved a rate of return in 2022 higher by [●] ([●]) **percentage points** than the WIG index change dynamics in 2022 (or by 1 July 2023 in the event of Change of Control in the Company);
 - (iv) with respect to [●]% Series A Subscription Warrants – the Company must [...] (or 1 July 2023 in the event of Change of Control in the Company);
13. The Eligible Persons may exercise the rights attached to Series B Subscription Warrants on the following conditions:
 - (i) with respect to [●]% Series B Subscription Warrants held by the Eligible Person – the Company must have achieved EBITDA not lower than [●] ([●]) in the financial year ended on 31 December 2023 (or 1 July 2024 in the event of Change of Control in the Company);
 - (ii) with respect to [●]% Series B Subscription Warrants – the Company must have achieved a normalised consolidated net profit not lower than [●] ([●]) in the financial year ended on 31 December 2023 (or 1 July 2024 in the event of Change of Control in the Company);
 - (iii) with respect to [●]% Series B Subscription Warrants – the Company’s shares must have achieved a rate of return in 2023 higher by [●] ([●]) **percentage points** than the WIG index change dynamics in 2023 (or by 1 July 2024 in the event of Change of Control in the Company);
 - (iv) with respect to [●]% Series B Subscription Warrants – the Company must [...] (or 1 July 2024 in the event of Change of Control in the Company);
14. The Eligible Persons may exercise the rights attached to Series C Subscription Warrants on the following conditions:
 - i. with respect to [●]% Series C Subscription Warrants held by the Eligible Person – the Company must have achieved EBITDA not lower than [●] ([●]) in the financial year ended on 31 December 2024 (or 1 July 2025 in the event of Change of Control in the Company);
 - ii. (ii)with respect to [●]% Series C Subscription Warrants – the Company must have achieved a normalised consolidated net profit not lower than [●] ([●]) in the financial year ended on 31 December 2024 (or 1 July 2025 in the event of Change of Control in the Company);
 - iii. with respect to [●]% Series C Subscription Warrants – the Company’s shares must have achieved a rate of return in 2024 higher by [●] ([●]) **percentage points** than the WIG index change dynamics in 2024 (or by 1 July 2025 in the event of Change of Control in the Company);
 - iv. with respect to [●]% Series C Subscription Warrants – the Company must [...] (or 1 July 2025 in the event of Change of Control in the Company);
15. EBITDA achieved by the Company as referred to above means the consolidated operating profit plus depreciation / amortisation, calculated based on consolidated financial statements of the Company's capital group for a given financial year (audited by a chartered auditor and approved by the general meeting of the Company), however the value of the accounted for cost of the incentive scheme based on this resolution and the value of any non-cash impairment write-offs of goodwill and other intangible assets created at acquisition of a subsidiary Medi-Lynx Cardiac Monitoring, LLC will not be applied to decrease such EBITDA.

16. The normalised consolidated net profit achieved by the Company as referred to above means the consolidated profit disclosed in consolidated financial statements of the Company's capital group for a given financial year (audited by a chartered auditor and approved by the general meeting of the Company), however: value of the accounted for cost of the incentive scheme based on this resolution and the value of any non-cash impairment write-offs of goodwill and other intangible assets created at acquisition of a subsidiary Medi-Lynx Cardiac Monitoring, LLC will not be applied to decrease such normalised consolidated net profit.

17. The rate of return on the Company's shares as referred to above means the quotient of the average price of the Company's shares as quoted on the regulated market of the Warsaw Stock Exchange in a given period, plus the value of any dividends paid out by the Company per its share in the same period, and the corresponding rate (i.e. the average share price of the Company's shares as quoted on the regulated market of WSE plus any dividends paid out by the Company per its share in the same period) in a comparable period of the previous year or in the previous year.

18. The Supervisory Board of the Company is hereby authorised to establish more detailed rules relating to the issue and exercising of the Subscription Warrants, to adopt the Rules of the Incentive Scheme, to specify the number of the Subscription Warrants allocable by individual Eligible Persons as well as conditions of their allocation and the procedure for exercising rights attached to the Subscription Warrants, including time limits in which the Eligible Persons will be able to exercise the rights attached to the Subscription Warrants in connection with the dematerialisation of the Subscription Warrants and the Shares, taking into account the clauses of this resolution.

19. The current shareholders' subscription rights to the Subscription Warrants are hereby waived in the best interest of the Company. A written opinion of the Management Board explaining reasons for such waiver of the subscription rights is enclosed to this resolution as an exhibit.

20. In the event of withdrawal of the Company's shares from the organised trading prior to the end of a given financial year associated with the rate of return on the Company's shares will result in automatic forfeiture of the option to acquire the rights attached to the Subscription Warrants and exercise them, without any further compensation.

21. The Change of Control in the Company means such event when [●].

Article 4

In connection with Article 1 of this resolution, the Company's Articles of Association are hereby amended so that after Article 5 of the Articles of Association there will be a new section added called Article 5(a) as follows:

"Article 5(a)

1. The conditional share capital of the Company is PLN [●] ([●]), and it is divided into:
 - (a) not more than [●] ([●]) ordinary bearer shares, series I, nominal value PLN 0.10 (zero zlotys and 10/100) each ("Series I Shares");
 - (b) not more than [●] ([●]) ordinary bearer shares, series J, nominal value PLN 0.10 (zero zlotys and 10/100) each ("Series J Shares");
 - (c) not more than [●] ([●]) ordinary bearer shares, series K, nominal value PLN 0.10 (zero zlotys and 10/100) each ("Series K Shares");
2. The objective behind the conditional increase of the share capital is to:
 - (a) vest the right to subscribe for the Series I Shares in holders of the Series A Subscription Warrants issued by the Company based on **Resolution [●] /10/2021 of [●] October 2021** adopted by the Extraordinary General Meeting of the Company;
 - (b) vest the right to subscribe for the Series J Shares in holders of the Series B Subscription Warrants issued by the Company based on **Resolution [●] /10/2021 of [●] October 2021** adopted by the Extraordinary General Meeting of the Company;

(c) vest the right to subscribe for the Series K Shares in holders of the Series C Subscription Warrants issued by the Company based on **Resolution [●] /10/2021 of [●] October 2021** adopted by the Extraordinary General Meeting of the Company;

5. The subscription right to the Series I Shares, Series J Shares and the Series K Shares is exercisable by 31 December 2025.

Article 5

This resolution becomes effective on the day when adopted.

Justification to the Resolution

The objective behind the introduction of the incentive scheme and the conditional increase of the Company's share capital through the issue of Series I, J and K Shares is to implement incentive mechanisms addressed to members of the management board and other key personnel of the Company in order to ensure stronger bonds between them and the Company as well as to contribute to the development of the Company, achievement of better financial results and a significant increase of its goodwill.