

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
MEDICALGORITHMICS S.A. WITH REGISTERED OFFICE IN WARSAW
CONVENED ON DECEMBER 19, 2023**

**Resolution No. 1/12/2023
of December 19, 2023
Extraordinary General Meeting
Medicalgorithmics S.A.
regarding the election of the Chairperson of the General Meeting**

§ 1

The Extraordinary General Meeting of the Company hereby elects Mr./Ms. _____ as the Chairperson of the General Meeting.

§ 2

The resolution comes into force upon its adoption.

The justification for the draft resolution:

The draft resolution concerns matter of order - election of the Chairperson of the Extraordinary General Meeting. The election of the Chairperson of the General Meeting takes place from among those entitled to participate in the General Meeting. Adoption of a resolution on this subject is an essential element of a properly conducted General Meeting.

**Resolution No. 2/12/2023
of December 19, 2023
Extraordinary General Meeting
Medicalgorithmics S.A.
regarding the adoption of the agenda of the General Meeting**

§ 1

The Extraordinary General Meeting of the Company hereby adopts the following agenda of the General Meeting:

1. Opening of the General Meeting;
2. Election of the Chairperson of the General Meeting;
3. Confirmation that the General Meeting has been duly convened and is capable of adopting resolutions;
4. Adoption of the agenda of the General Meeting;
5. Determining the number of members of the Company's Supervisory Board;
6. Adopting a resolution on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Medicalgorithmics S.A.;
7. Adopting a resolution on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants with the full exclusion of shareholders' pre-emptive rights in relation to subscription warrants and shares issued as part of the conditional capital, as well as amending the Articles of Association, dematerialization and applying for admission and introduction shares issued as part of conditional capital for trading on the regulated market operated by the Warsaw Stock Exchange;
8. Closing of the General Meeting.

§ 2

The resolution comes into force upon its adoption.

The justification for the draft resolution:

The draft resolution concerns matter of order - adoption of the agenda for the Extraordinary General Meeting. The General Meeting is held in accordance with the adopted agenda. In accordance with Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on matters not included in the agenda, unless the entire share capital is represented at the General Meeting and none of those present objects to the adoption of the resolution. The Chairperson, having ascertained that the General Meeting has been duly convened and is capable of adopting resolutions, presents the agenda to the meeting. In view of the above, the adoption of the proposed resolution is aimed at the proper conduct of the General Meeting.

**Resolution No. 3/12/2023
of December 19, 2023
Extraordinary General Meeting
Medicalgorithmics S.A.
regarding determining the number of members of the Supervisory Board**

§ 1

Based on Article. 385 § 1 of the Polish Commercial Companies Code and in connection with § 17 section 3 of the Company's Articles of Association, the Extraordinary General Meeting of the Company sets the number of members of the Supervisory Board at 6 people.

§ 2

The resolution comes into force upon its adoption.

The justification for the draft resolution:

In accordance with the provisions of § 17 section 1 of the Company's Articles of Association, the Supervisory Board consists of a minimum of 5 (five) members, but no more than 9 (nine) members appointed for a joint 3 (three) year term of office. In accordance with § 17 section 3 of the Company's Articles of Association, the number of members of the Supervisory Board within the limits indicated in section 1 is determined by the General Meeting. Due to Mr. David Cash's resignation from membership in the Company's Supervisory Board on October 10, 2023, with effect from the date of its submission, it was necessary to determine the number of members of the Supervisory Board in order to adjust it to the actual number of members of the Supervisory Board as at the date of adopting the resolution. General Meeting.

**Resolution No. 4/12/2023
of December 19, 2023
Extraordinary General Meeting
Medicalgorithmics S.A.
regarding the adoption of the Remuneration Policy
Members of the Management Board and Members of the Supervisory Board of Medicalgorithmics S.A.**

Extraordinary General Meeting of Medicalgorithmics S.A. (hereinafter referred to as the "**Company**"), acting pursuant to Art. 90d section 1 and Art. 90e section 4 of the Public Offering Act resolves as follows:

§ 1

The Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Medicalgorithmics S.A. is hereby adopted, specifying the method of remunerating Members of the Management Board and Members of the Supervisory Board, in the following wording:

**“REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD
Medicalgorithmics S.A. with its registered office in Warsaw**

The remuneration policy for members of the Management Board and Supervisory Board of Medicalgorithmics S.A. with its registered office in Warsaw was adopted by the General Meeting of the Company in accordance with the provisions of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.

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Chapter I. General Provisions

§ 1 Definitions

In the Remuneration Policy, unless the context otherwise requires, the following terms shall have the following meanings:

Policy; Remuneration Policy	this Remuneration Policy for Members of the Management Board and Supervisory Board of Medicalgorithmics S.A.;
Company	Medicalgorithmics S.A. with its registered office in Warsaw;
Capital Group; Group	Medicalgorithmics Capital Group, which includes the Company as the parent company and subsidiaries of the Company within the meaning of the Act;
Shareholders	means the shareholders of the Company;
Members of the Management Board	means all Members of the Company's Management Board;
Members of the Supervisory Board	means all Members of the Company's Supervisory Board;
Committee; Nomination and Remuneration Committee	means the Nomination and Remuneration Committee of the Company's Supervisory Board, performing consultative, advisory and supporting functions for the Company's Supervisory Board in the process of appointing and dismissing Management Board Members and determining the remuneration of Management Board Members, as well as supervising incentive programs for Management Board Members and key managerial staff;
General Meeting	General Meeting of the Company;

Fixed Remuneration	means the fixed part of the remuneration paid monthly to the Members of the Management Board;
Variable Remuneration	means the variable part of the remuneration of Management Board Members, the criteria for awarding and the amount of which are determined by the provisions of the Policy;
Management Objectives	means the objectives set by the Supervisory Board, the achievement of which determines the granting and amount of variable parts of the remuneration of Management Board Members;
KPIs	means key performance indicators – financial and non-financial, used as measures in the process of measuring the achievement of the Management Objectives, set by the Supervisory Board in order to support the achievement of the Company's current operational and strategic objectives;
Articles of Association	Articles of Association of Medicalgorithmics S.A.;
Best Practices	means the principles of corporate governance for companies listed on the WSE Main Market, adopted by a resolution of the Supervisory Board of the Warsaw Stock Exchange (Code of Best Practice for WSE Listed Companies);
Labor Code	means the Act of 26 June 1974 – the Labor Code (Journal of Laws No. 24, item 141, as amended);
Commercial Companies Code	means the Act of 15 September 2000 – the Code of Commercial Companies (Journal of Laws No. 94, item 1037, as amended);
Act on Public Offering; Law	means the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws No. 184, item 1539, as amended).

§2 General provisions

1. The Remuneration Policy and its updates are adopted by the General Meeting in order to determine the applicable principles of remunerating Members of the Company's Management Board and Supervisory Board.
2. The Company's Management Board is responsible for developing the information contained in the Remuneration Policy, implementing and updating the content of the Remuneration Policy.
3. A draft update of the Remuneration Policy was prepared by the Nomination and Remuneration Committee of the Supervisory Board and submitted to the Supervisory Board for an opinion and proposed changes, and then submitted by the Supervisory Board to the General Meeting to determine the final content of the Remuneration Policy.
4. In the process of preparing the update of the Policy, generally applicable regulations were taken into account, including the provisions of the Act and the principles of corporate governance to which the Company is subject, contained in the Best Practices, the assumptions and objectives of the business strategy, as well as the impact of the solutions adopted in the Policy on the implementation of the business strategy, long-term interests and stability of the Company, taking into account the interests of the Shareholders.

5. Compared to the previous remuneration policy, significant changes have been made to the rules for awarding Variable Remuneration, provisions concerning the program and incentive regulations have been introduced, and information on the duration, duration and terms of termination of legal relations between Management Board Members and Supervisory Board Members with the Company has been indicated in the form of Appendix 1 to the Policy. Otherwise, the Remuneration Policy does not introduce any material changes to the remuneration practice of the Company's Management Board and Supervisory Board Members in the period immediately preceding the adoption of the Remuneration Policy.

§3 Objectives of the Policy

1. The Policy is an element of the implementation of the Company's business strategy and contributes to its stability and effective implementation of long-term goals. The Company's business strategy in the coming years is based primarily on further business development and increasing its competitive advantage on the market, as well as continuous investment in technological development.
2. The implementation of the Company's business strategy is to lead to the achievement of the Company's strategic financial objectives and other strategic objectives of the Company and the Group. The implementation of the business strategy, long-term interests and stability of the Company are to be facilitated in particular by the amount, principles and structure of remuneration of Members of the Management Board and Members of the Supervisory Board and taking into account the current financial situation of the Company when awarding them, while ensuring the highest competence and experience of persons performing the functions of Members of the Management Board and Members of the Supervisory Board.
3. The objective of the Policy is also to provide appropriate incentives leading to the achievement of long-term strategic goals by focusing the activities of the members of the Company's management body on the interests and results of the Company and the Group. In connection with the above, the Policy provides for the division of the remuneration of Management Board Members into Fixed Remuneration and Variable Remuneration.

Chapter II. Principles of remunerating Management Board Members

§4 Legal basis for remunerating Management Board Members

1. The legal basis for remunerating the Members of the Company's Management Board is the legal relationship between the Company and the Member of the Management Board.
2. The Company envisages entrusting the management of the Company on the basis of three legal relationships, and it is possible to establish a legal relationship on the basis of one or more of them, i.e.:
 - 1) appointment to perform a function in the Management Board of the Company for the duration of the performance of the function of a Member of the Management Board,
 - 2) establishing an employment relationship based on an employment contract concluded for a definite or indefinite period of time,
 - 3) commissioning management services of the Company on the basis of a civil law contract (managerial contract) concluded for the duration of the performance of the function of a Member of the Management Board.
3. The Supervisory Board, through negotiations with the Management Board Member, determines the legal basis for the management relationship and the principles of fating the Management Board Member and takes appropriate actions in this respect based on the positions, conclusions, recommendations, and recommendations submitted to the Supervisory Board by the Nomination and Remuneration Committee, developed in connection with the performance of the functions and tasks of the Committee.
4. In the case of concluding an employment contract, the notice period is determined on the basis of the provisions of the Labor Code, however, it is permissible to set a longer notice period for the employment contract than those resulting from the provisions of the Labor Code (but not longer than six months).
5. The legal basis for the management of the Company by the Management Board Member and the amount of remuneration for the Management Board Members are determined by way of a resolution of the

- Supervisory Board taking into account the recommendations submitted to the Supervisory Board by the Nomination and Remuneration Committee.
6. Pursuant to the provisions of the Company's Articles of Association, Members of the Management Board are appointed by the Supervisory Board for a three-year term of office. The mandate of a Member of the Management Board expires in the event of his or her dismissal, which may take place at any time by a resolution of the Supervisory Board, as well as in other cases specified in the provisions of the Commercial Companies Code, including in the event of resignation from the function performed.
 7. Expiry of the mandate of a Member of the Management Board is the reason for termination of the employment contract with a notice period.
 8. When determining the legal basis for remunerating Management Board Members, the Company primarily takes into account the Company's interest, the current financial standing of the Company and comparative market data relating to listed companies, taking into account: the position of a candidate for a Management Board Member, objectives individually set for a Management Board Member, as well as the possibility of performing functions in the Group companies.
 9. Members of the Company's Management Board do not receive any additional remuneration for performing functions in the bodies of the Group companies, unless with the consent of the Supervisory Board, and the total remuneration in this respect will not exceed 50% of the annual Fixed Remuneration of the Member of the Management Board. The above restriction does not apply to a Member of the Company's Management Board who, prior to his appointment to the Company's Management Board, had already held a position in the Group's governing bodies.

§5 Elements of remuneration of Management Board Members

1. Regardless of the legal basis of the relationship between the Management Board Members and the Company, Management Board Members may receive cash remuneration consisting of:
 - 1) the fixed part, which is the basic remuneration, determined in accordance with the Company's rules, in the amount (gross amount) specified in the resolution of the Supervisory Board (Fixed Remuneration);
 - 2) the variable part, which constitutes an additional cash benefit or in the form of financial instruments, the payment of which depends on the Management Board Member being granted the right to the variable part of the remuneration and meeting the established criteria for its payment (Variable Remuneration).
2. The maximum total amount of Variable Remuneration paid to a Management Board Member for a given year may not exceed 75% of the annual Fixed Remuneration of a Management Board Member in the Group, taking into account the following rules:
 - 1) due to the achievement of KPIs in a given fiscal year with respect to the budget approved by the Supervisory Board, the Management Board Member shall be entitled to a maximum of 50% of the Fixed Remuneration of a Member of the Management Board in the Group, awarded and paid in the form of an annual bonus based on the achievement of Management Objectives,
 - 2) due to special individual or team achievements of Management Board Members, as defined in this section, are understood to include, in particular, cases such as:
 - a) acquisition of a significant new customer for the Company or the Group,
 - b) development of the Company's and the Group's operations - entry into a new market,
 - c) significant contribution to the improvement of the Company's or Group's financial result,
 - d) significant contribution to the achievement of the Group's development strategy objectives, including undertaking activities for Group companies that contribute to the Group's long-term operational or strategic development.
3. The ratio of the variable part of the remuneration to the fixed part is calculated by comparing the maximum sum of all components of the Variable Remuneration that may be granted for a given year and the sum of all components of the Fixed Remuneration paid in a given year from all legal relations between the Management Board Member and the Company and the Group companies.

4. Each Member of the Management Board may, in justified cases, apply to the Supervisory Board to change the legal basis of the management relationship and the principle of remunerating a Member of the Management Board, including the determination of a different value of the fixed part and the variable part of the remuneration, as well as a different scope and value of non-cash benefits.
5. The General Meeting authorizes the Supervisory Board to specify the Remuneration Policy in terms of the description of fixed and variable components of remuneration, as well as bonuses and other cash and non-cash benefits that may be granted to Members of the Management Board and in terms of indicating the criteria of financial and non-financial results regarding the granting of variable components of remuneration. On the basis of this authorization, the Supervisory Board may also decide to specify the Policy by adopting the Management Board's remuneration regulations.
6. At its own expense, the Company insures the Members of the Management Board against damages arising as a result of claims arising from the liability of members of the company's governing bodies (D&O Liability Insurance).

§6 Rules for awarding the Fixed Remuneration

1. Each Member of the Company's Management Board may receive a Fixed Remuneration paid monthly in the amount specified in a resolution of the Supervisory Board, on the date of payment of remuneration to the Company's employees.
2. Fixed Remuneration is determined taking into account the following criteria and rules:
 - 1) qualifications and experience of a Member of the Management Board,
 - 2) a function held in the Company's management body,
 - 3) the type and scope of management tasks of a given Member of the Management Board, taking into account responsibility for individual areas of the Company's operations,
 - 4) the result of an analysis of market remuneration rates for members of the management board in entities with a similar business profile and scope of activity, and
 - 5) with particular emphasis on the Company's interest and the Company's financial capabilities.
3. The amount of the Fixed Remuneration is determined by the Supervisory Board in the form of a resolution, following the issuance of a recommendation by the Nomination and Remuneration Committee.
4. The Fixed Remuneration also includes remuneration for the transfer to the Company of all proprietary copyrights to works created by a Member of the Management Board as a result of performing the duties of a Member of the Management Board and industrial property rights to inventions, utility models, industrial designs, development of a trademark or topography of an integrated circuit made as a result of performing the duties of a Member of the Management Board.

§7 Rules for awarding Variable Remuneration

1. Members of the Management Board are entitled to Variable Remuneration in the form of:
 - 1) annual bonus,
 - 2) discretionary bonus (rewards),
 - 3) remuneration in the form of financial instruments issued by the Company under the incentive scheme, if it is introduced in the Company, or the cash equivalent of these financial instruments of the Company, if the incentive scheme so provides.
2. The general principle of remunerating Management Board Members is the payment of Fixed Remuneration and Variable Remuneration in the form of an annual bonus, determined separately for each Management Board Member on the basis of the achievement of objectives set by the Supervisory Board (Management Objectives).
3. The annual bonus is paid on the condition that the Management Board Member achieves the Management Objectives and after the General Meeting approves the Company's separate financial statements and the Group's consolidated financial statements, the Management Board's report on the Company's and the Group's activities, and grants the Management Board Member a vote of approval for the performance of his

- duties as a Member of the Management Board for the previous financial year, constituting the basis for calculating the bonus.
4. Management Objectives will be determined by way of a resolution of the Supervisory Board, taking into account the following principles:
 - 1) Once a year, the Supervisory Board will set individual Management Objectives for each Member of the Management Board for a given year, taking into account the function performed and management tasks performed by a given Member of the Management Board and indicators of achievement of the Management Objectives entitling to the annual bonus,
 - 2) The Supervisory Board shall adopt a resolution to this effect within one month from the date of approval by the Supervisory Board of the consolidated annual budget of the Company (in the absence of an approved consolidated budget of the Company for a given year, the annual bonus will not be determined by the Supervisory Board),
 - 3) The Management Objectives will be set on the basis of the assumptions of the Policy and the current operational and strategic objectives of the Company in a given year, together with indicators of their implementation,
 - 4) setting the Management Objectives is the exclusive competence of the Board, taking into account the financial and non-financial criteria set by the Board, in particular the Management Objectives may be partially related to the implementation of the budget,
 - 5) determination of the fulfilment of the ratios and the achievement of the Management Objectives for a given financial year will take place after the end of the financial year, by way of approval by the Board by 31 August of the following financial year.
 5. The Supervisory Board sets the Management Objectives taking into account the following criteria:
 - 1) financial criteria – including the financial results of the Company or the Group, measured on the basis of ratios such as: revenues from the sale of services, EBITDA, net profit or others,
 - 2) non-financial criteria – including individual goals set by the Board for individual Members of the Management Board. When setting non-financial criteria, the Supervisory Board may take into account aspects such as: compliance with the Company's business strategy and the Company's or the Group's long-term assumptions, social interests, the Company's contribution to environmental protection and taking actions aimed at preventing and eliminating the negative social effects of the Company's operations.
 6. The amount of the annual bonus depends on the period of the eligible person's stay on the Company's Management Board in a given financial year.
 7. A discretionary bonus in the form of a cash award may be granted by a resolution of the Supervisory Board in particularly justified cases, including in order to achieve an individually set goal and due to the special individual or team achievements of the Management Board Members. The maximum total amount of the prize money paid to a Management Board Member for a given year may not exceed 25% of the annual Fixed Remuneration of a Management Board Member in the Group.
 8. The Company may award remuneration in the form of the Company's financial instruments by way of an implemented incentive program for Members of the Management Board and key employees of the Company. The incentive scheme may be introduced on the basis of financial instruments (shares, subscription warrants, financial instruments) entitling to receive a cash settlement or to subscribe for financial instruments in relation to financial criteria such as: revenues from the sale of services, EBITDA, net profit, price of the Company's shares and other criteria specified by the General Meeting or the Supervisory Board based on the authorization granted.
 9. The value of financial instruments and the possibility of purchasing them will always be closely related to the Company's financial standing and the fulfilment of certain bonus criteria. Detailed rules for participation and awarding remuneration in the form of financial instruments are set out in the rules of the incentive scheme adopted by the Supervisory Board on the basis of the authorization of the General Meeting adopting the incentive scheme.

10. If the General Meeting adopts an incentive scheme granting remuneration to Management Board Members in the form of financial instruments, to the extent not regulated in the incentive scheme, the rules and regulations of the incentive scheme adopted by the Supervisory Board will specify:
 - 1) periods in which the right to receive remuneration in the form of financial instruments is acquired;
 - 2) rules for the disposal of financial instruments, and
 - 3) an explanation of how the awarding of remuneration in the form of financial instruments contributes to the achievement of the objectives set out in the Policy, i.e., to the implementation of the business strategy, long-term interests, and stability of the Company.
11. In any case, the incentive programs introduced in the Company should be designed in such a way as to make the level of remuneration of the Company's Management Board Members dependent on the actual, long-term situation of the Company in terms of financial and non-financial results and long-term growth of value for Shareholders and sustainable development, as well as the stability of the Company's operations.
12. The Remuneration Policy does not provide for the possibility for the Company to demand a refund of the Variable Remuneration paid. The payment of variable remuneration components may be deferred in special cases on the basis of a resolution of the Supervisory Board.
13. When determining the variable components of the remuneration of the Management Board Members, the Supervisory Board takes into account the financial standing of the Company and the Group. The Variable Remuneration is set by the Supervisory Board in an amount and configuration that allows to meet the motivational objectives of the Management Board Members and contribute to a long-term commitment to the Company and the Group.
14. The purpose of awarding Variable Remuneration to Members of the Management Board is to contribute to the implementation of the Company's business strategy, long-term interests and stability by:
 - 1) limiting its amount to 75% of the annual Fixed Remuneration of a Member of the Management Board in the Group;
 - 2) the possibility of deferring its payment; and
 - 3) the possibility of linking the Management Objectives to the implementation of the budget by means of criteria adopted by the Supervisory Board regarding the allocation of variable remuneration components.

§8 General rules for the operation of Additional Benefits

Each Member of the Management Board may receive additional benefits, in particular in the form of:

- 1) the right to use a company car for business purposes in accordance with the rules in force in the Company,
- 2) the right to take advantage of additional non-wage benefits (benefits) launched for persons employed by the Company and cooperating with the Company on a regular basis,
- 3) the right to participate in the Company's pension schemes (PPK) on general terms.

Chapter III. Principles of remunerating Supervisory Board Members

§9 Legal basis for remunerating Supervisory Board Members

1. Members of the Supervisory Board receive remuneration on the basis of the corporate relationship resulting from their appointment by resolutions of the General Meeting of the Company for the period of their mandate. The term of office of the Supervisory Board Members is joint and lasts 3 years.
2. A resolution on appointment for a joint term of office as a Member of the Supervisory Board is adopted by the General Meeting of the Company.
3. Pursuant to the provisions of the Company's Articles of Association, the mandates of the Supervisory Board Members expire on the date of the General Meeting approving the Management Board's report on the Company's operations and the financial statements for the last full year of their term of office. The mandate of a Member of the Supervisory Board also expires in the event of his or her dismissal, which may occur at any time by a resolution of the General Meeting, as well as in other cases specified in the provisions of the Commercial Companies Code, including in the event of resignation from the function performed.

§10 Elements of remuneration of Supervisory Board Members

1. The amount of remuneration of the Supervisory Board Members is determined by the General Meeting of the Company in the form of a resolution.
2. Members of the Supervisory Board are entitled to monthly remuneration only in the form of a fixed, lump-sum gross amount. Members of the Supervisory Board are not entitled to variable remuneration, bonuses or other cash or non-cash benefits.
3. If a Member of the Supervisory Board is also a member of the Audit Committee or the Nomination and Remuneration Committee, he/she is entitled to additional remuneration depending on the function performed there, in the amount determined by the General Meeting.
4. The amount of remuneration of Supervisory Board Members is determined taking into account the purpose of guaranteeing the independence of Supervisory Board Members in the performance of their duties in the performance of their functions. In order to ensure independence, the remuneration may be reduced, and its payment suspended or cancelled, except in cases provided for by generally applicable law.
5. The monthly remuneration of the Supervisory Board Members is paid in arrears by the last day of the month for which it is due.
6. At its own expense, the Company insures Members of the Supervisory Board against damages arising as a result of claims arising from liability of members of the company's governing bodies (D&O Liability Insurance).

Chapter IV. Other provisions of the Policy

§11 Remuneration cap and additional programs

1. Members of the Management Board for managing the Company and performing functions in the management body, as well as Members of the Supervisory Board for performing functions in the supervisory body, may not receive from the Company any other monetary and non-monetary remuneration than those described above.
2. Members of the Management Board may receive remuneration from the Company or Group companies under an employment contract, service contract or other civil law contracts not related to their functions in the management body of the Company or Group companies with the consent of the Supervisory Board expressed in the form of a resolution.

§12 Taking into account the working conditions and pay of other employees

1. Due to its holding activity, focused on the management of the Group, the Company operates on the basis of expert staff. Human resources are used on the basis of employment contracts or civil law contracts. The use of various forms of cooperation with the expert staff enables flexible selection of the best staff and quick response to the constantly changing economic realities related to the availability of human resources on the market at a given time, which is particularly characteristic for the sector in which the Company operates. It also makes it possible to adjust the terms of cooperation with the expert staff to the tasks performed, in particular to closely link the amount of remuneration with the economic effects achieved by the Company or the Group.
2. The possibility of employing Management Board Members on similar terms, i.e., the possibility of appointing them not only on the basis of resolutions of the Supervisory Board, but also on the basis of employment contracts or mandate contracts concluded for longer periods, emphasizes the Company's high flexibility in the area of formal and legal approach to employment. The division of the cash remuneration of the Management Board Members into a fixed and variable part, the amount of which depends for the most part on the economic effects of the Company and the results of the entire Group, to an even greater extent than in the case of other employees (in whom the fixed part of the remuneration is dominant) encourages the Management Board Members to take well-thought-out actions resulting in the achievement of better and better economic results by the Company or the Group stability over longer periods of time.

3. Setting a fixed lump-sum remuneration for the members of the Supervisory Board guarantees the stable functioning of the Supervisory Board as a supervisory body, where its Members, not being directly dependent on the financial result, will exercise due diligence and without unnecessary risks to supervise the day-to-day operations of the Company and the activities of the Management Board and its Members.

§13 Temporary withdrawal from the application of the Remuneration Policy

1. If it is necessary to pursue the long-term interests and financial stability of the Company or to guarantee its profitability, the Company's Supervisory Board may decide in the form of a resolution to temporarily withdraw from the application of the Remuneration Policy.
2. The conditions for the waiver are the occurrence of a threat to the Company's financial stability and the inability to guarantee its profitability, resulting from the failure to meet the budget assumptions in a significant part.
3. In the resolution on withdrawal, the Supervisory Board specifies, in particular: the period for which the withdrawal was applied, the elements of the Remuneration Policy from which the withdrawal was applied and the grounds justifying the need to apply the withdrawal.
4. Withdrawal from the application of the Policy may not be enacted once for a period longer than three financial years.

Chapter V. Avoiding conflicts of interest

§14 Avoidance of conflicts of interest

1. In order to avoid conflicts of interest related to the Remuneration Policy, the Company has a division of competences in determining the amount of remuneration provided for in Articles 378 and 392 of the Commercial Companies Code, taking into account the provisions of the Remuneration Policy.
2. If a Member of the Management Board or a Member of the Supervisory Board becomes aware of or suspects a conflict of interest in the Remuneration Policy concerning him or another Member of the Management Board or Member of the Supervisory Board, he or she is obliged to inform the Chairman of the Supervisory Board (in the case of knowledge or suspicion concerning Members of the Management Board) or the Member of the Management Board responsible for finance (in the case of knowledge or suspicion concerning Members of the Management Board Supervisory Board).
3. If it receives the information referred to in paragraph 2, the Supervisory Board instructs the Nomination and Remuneration Committee to take steps to verify the information, review the Remuneration Policy and, if necessary, update it in order to remove or prevent the occurrence of a conflict of interest.

Chapter VI. Remuneration reports

§15 Remuneration reports

1. The Supervisory Board prepares an annual remuneration report presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received by individual Members of the Management Board and the Supervisory Board or due to individual Members of the Management Board and Supervisory Board in the last financial year, in accordance with the Remuneration Policy and in accordance with the provisions of the Act on Public Offering, including all elements specified in Article 1 of the Act. 90g of the Act.
2. The information contained in the remuneration report is the responsibility of the Members of the Company's Supervisory Board.
3. The remuneration report is assessed by a statutory auditor in terms of including the information required by the Act.
4. The General Meeting adopts a resolution giving its opinion on the remuneration report. The resolution is advisory in nature.

Chapter VII. Transitional and final provisions

§16 Final provisions

1. The draft Remuneration Policy, as well as the draft amendments to the Remuneration Policy, are prepared by the Nomination and Remuneration Committee of the Supervisory Board. The draft is submitted to the Supervisory Board for its opinion and possible changes.
2. The draft Remuneration Policy, after issuing an opinion and proposing amendments, is submitted by the Supervisory Board to the General Meeting of the Company.
3. The General Meeting of the Company determines the final content of the Remuneration Policy or refers it to the Supervisory Board for further work taking into account the comments of the General Meeting of the Company.
4. The Remuneration Policy is adopted by a resolution of the Company's General Meeting.
5. The Nomination and Remuneration Committee reviews the Remuneration Policy at least once a year. If significant needs to be changed in the provisions of the Remuneration Policy are identified, the Nomination and Remuneration Committee submits its opinion to the Supervisory Board for submission to the General Meeting of the Company with a request for amendments. A request for changes may also be submitted by the Company's Management Board through the Supervisory Board, which has the right to give an opinion on the Management Board's proposal.
6. A resolution to update the Remuneration Policy or to leave the Remuneration Policy unchanged is adopted by the General Meeting of the Company not to govern more than once every 3 years.
7. The Remuneration Policy (including its updates) shall enter into force upon the adoption of a resolution by the General Meeting.
8. The Company's Remuneration Policy was adopted by a resolution of the Company's General Meeting of August 12, 2020. The policy was updated on December 19, 2023.
9. From the date of entry into force of the Remuneration Policy (including its update), the remuneration of Management Board Members and Supervisory Board Members is determined in accordance with the provisions of the Remuneration Policy.
10. Appendix no. 1 to the Remuneration Policy indicates the periods for which employment contracts, mandate contracts, contracts for specific work or other similar agreements have been concluded with Members of the Management Board and the Supervisory Board, as well as the periods and terms of termination of these agreements, and if no agreement has been concluded with a Member of the Management Board or the Supervisory Board – indication of the type and period, for which the legal relationship between the Member of the Management Board or the Supervisory Board and the Company was established, as well as the period and terms of termination of this legal relationship. Appendix no. 1 will be updated on an ongoing basis by the Management Board of the Company, this update does not require a resolution of the General Meeting.

Appendix No. 1 to the Remuneration Policy

Information on the duration, period and conditions of termination of legal relations connecting Members of the Management Board and Members of the Supervisory Board with the Company as of January 1, 2024:

The management of the Company was entrusted to Members of the Management Board on the basis of their appointment to serve on the Management Board of the Company for the duration of their term of office as a Member of the Management Board.

Moreover, Members of the Management Board are employed in the Company in positions separate from their functions in the Management Board of the Company, related to the areas managed by Members of the Management Board, on the basis of employment contracts concluded with the Company for an indefinite period with a notice

period within the limits indicated in the Remuneration Policy. The conditions for terminating employment contracts result from generally applicable legal provisions, in particular the Labor Code.

Members of the Supervisory Board are bound to the Company only by a corporate relationship resulting from their appointment by the General Meeting of the Company, under the conditions specified in §9 of the Remuneration Policy.”.

§ 2

The resolution comes into force on the day of its adoption.

The justification for the draft resolution:

In the opinion of the Company's Supervisory Board, there is a need to update the provisions of the Remuneration Policy for Members of the Management Board and Supervisory Board of Medicalgorithmics S.A. based in Warsaw, which was adopted by the General Meeting in August 2020 and has not been updated since then. In accordance with the current regulation, a resolution on updating the Remuneration Policy or leaving the Remuneration Policy unchanged is adopted by the Company's General Meeting at least once every 3 years. The changes are primarily intended to introduce clear criteria for remunerating Members of the Company's Management Board and a uniform remuneration system by introducing a fixed part of remuneration and variable remuneration in the form of bonuses depending on the achievement of individual bonus goals for individual Members of the Management Board (Management Objectives) and a motivation system for Members of the Management Board and key employees Company through the introduced bonus rules and the possibility of introducing an Incentive Program. Due to the scope of the proposed changes in relation to the scope of the Remuneration Policy in the previous wording, it is proposed to adopt a new uniform text of the Policy.

**Resolution No. 5/12/2023
of December 19, 2023
Extraordinary General Meeting
Medicalgorithmics S.A.**

regarding the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants with the full exclusion of shareholders' pre-emptive rights in relation to subscription warrants and shares issued as part of the conditional capital, as well as amending the Articles of Association, dematerialization and applying for the admission and introduction of issued shares as part of conditional capital for trading on the regulated market operated by the Warsaw Stock Exchange S.A.

Acting pursuant to Art. 430 § 1, art. 448 and art. 453 § 2 of the Commercial Companies Code and Art. 5 of the Act of July 29, 2005, on trading in financial instruments (the "Trading Act"), the Extraordinary General Meeting of the Company resolves as follows:

§ 1

1. It is decided to introduce an incentive program in the Company for the Eligible Persons in the meaning given below, which will be implemented in accordance with the provisions of this resolution (the "**Incentive Program**").
2. In order to implement the Incentive Program, the Company's share capital is conditionally increased by an amount not higher than PLN 29,858.40 (twenty-nine thousand, eight hundred and fifty-eight zlotys and forty grosz) through the issue of:
 - a) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) series M ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series M Shares**");

- b) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) ordinary bearer shares of series N with a nominal value of PLN 0.10 (ten grosz) each ("**Series N Shares**");
- c) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) series O ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series O Shares**").
3. The purpose of the conditional increase in the Company's share capital is to grant rights to acquire Series M Shares, Series N Shares and Series O Shares (hereinafter referred to jointly as the "**Shares**") to the Eligible Persons who are holders of Subscription Warrants that will be issued on the basis of this resolution.
4. The right to take up Shares may be exercised by Entitled Persons who are holders of Subscription Warrants, on the terms set out in this resolution and in the regulations of the incentive program adopted by the Supervisory Board of the Company ("**Program Regulations**").
5. The right to acquire Shares may be exercised no later than December 31, 2029.
6. The issue price of the Shares (the "**Issue Price**") is set at an amount equal to 90% (ninety percent) of the average market price over the 90-day period prior to the date of approval of the Resolution by the Extraordinary General Meeting of Shareholders at the time the shares were traded on the regulated market operated by the Warsaw Stock Exchange (whereby the average market price should be understood as the arithmetic average of the Company's share prices at the close of trading on the trading days) and reduced by the sum per share of dividends paid in the period from the date of the Extraordinary Shareholders' Meeting until the date of the acquisition of the Shares.
7. The shares will participate in the dividend on the following terms:
 - a) Shares issued or recorded for the first time on a securities account in a given financial year, no later than the dividend date determined by the General Meeting of the Company, inclusive, participate in the distribution of profit from the first day of the financial year preceding the financial year in which these Shares were issued or recorded in a securities account;
 - b) Shares issued or recorded for the first time in a securities account in a given financial year, after the dividend date set by the General Meeting of the Company, participate in the distribution of profit from the first day of the financial year in which the Shares were issued or recorded in the securities account.
8. In the interest of the Company, the pre-emptive right to Shares of the Company's shareholders is completely excluded. The written opinion of the Company's Management Board justifying the reasons for excluding the pre-emptive right to Shares of the existing shareholders and the proposed issue price of the Shares constitutes an attachment to this resolution.

§ 2

1. The shares will be subject to an application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange without preparation and publication of an issue prospectus in accordance with Art. 1 section 5(a) of Regulation 2017/1129. The Company's Management Board undertakes and authorizes it to undertake all necessary activities related to the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange in accordance with this resolution.
2. The shares will be dematerialized within the meaning of the Act on Trading. The Company's Management Board is hereby authorized to conclude an agreement with the National Depository of Securities for the registration of the Shares in the securities depository, as well as to undertake any other necessary activities related to their dematerialization.
3. The provisions of this § 2 shall apply as long as any shares of the Company are admitted to trading on the regulated market operated by the Warsaw Stock Exchange.

§ 3

1. Subject to the registration of the conditional increase in the Company's share capital referred to in § 1 of this resolution, and subject to the terms and provisions of this resolution, no more than:

- a) 99,528 (ninety-nine thousand five hundred and twenty-eight) registered series A subscription warrants („**Series A Subscription Warrants**”);
 - b) 99,528 (ninety-nine thousand five hundred and twenty-eight) registered series B subscription warrants („**Series B Subscription Warrants**”);
 - c) 99,528 (ninety-nine thousand five hundred and twenty-eight) registered series C subscription warrants („**Series C Subscription Warrants**”).
2. Series A Subscription Warrants, Series B Subscription Warrants and Series C Subscription Warrants (hereinafter collectively or any of them also as "**Subscription Warrants**") will be dematerialized. The Company's Management Board is permitted and authorizes to conclude an agreement with the issue sponsor indicated by the Company's Management Board, provided that it is indicated in connection with the dematerialization of the Subscription Warrants.
 3. Subscription Warrants are issued free of charge.
 4. Subscription Warrants are non-transferable (except for sale to the Company) but are subject to inheritance.
 5. The right to acquire Subscription Warrants (hereinafter also referred to as the "**Entitlement**") will be vested in the following persons (also referred to as the "**Entitled Persons**"): (i) Members of the Company's Management Board; and (ii) key personnel of the Company designated by the Company's Management Board and approved by the Company's Supervisory Board. The Company's key personnel should be understood as both employees and associates of the Company and its subsidiaries who are employed under an employment contract or provide services under any contract, and who, in the opinion of the Management Board, participate in making important decisions or their activities contribute to the development Companies. The number of Eligible Persons will not exceed 149 (one hundred and forty-nine) people. The rights will be granted in three separate stages (series) in the middle of the financial years: 2025 - 2027. The rights will entitle to acquire the Company's Shares after a vesting period of two years (the "**Entitlement Acquisition Period**") in accordance with the principles arising from this resolution and the Program Regulations and provided that a given Entitled Person remains in a legal or organizational relationship with the Company or its subsidiary continuously throughout the Entitlement Acquisition Period from the moment the Subscription Warrants are granted to him or her (the "**Loyalty Condition**").
 6. The Company's Supervisory Board will approve the number of Subscription Warrants to be taken up by a given Entitled Person, and Members of the Company's Management Board may take up no more than 50% (fifty percent) of all Subscription Warrants of each series. The number of Subscription Warrants to be taken up by one Entitled Person may not exceed 20% (twenty percent) of each series. A given Entitled Person will be able to take up Subscription Warrants, as well as exercise the rights attached to the Subscription Warrants by taking up Shares, only if the Loyalty Condition is met, i.e. provided that a given Entitled Person will remain in a legal or organizational relationship with the Company or its subsidiary without interruption. for the entire Entitlement Acquisition Period from the moment of granting the Subscription Warrants, no shorter than: (i) July 1, 2027, in relation to Series A Subscription Warrants, (ii) July 1, 2028, in relation to Series B Subscription Warrants, (iii) on July 1, 2029, in relation to Series C Subscription Warrants. The basis for the participation of each Entitled Person in the Incentive Program will be the appropriate participation agreement in this program concluded with the Company ("**Participation Agreement**"); Participation Agreements with Eligible Members of the Management Board are concluded by the Supervisory Board on behalf of the Company.
 7. The Loyalty Condition is also deemed to have been met in relation to an Entitled Person who, despite not remaining in a legal or organizational relationship with the Company or its subsidiary, continuously throughout the Entitlement Acquisition Period from the moment the Subscription Warrants were granted, meets at least one of the following conditions:
 - a) remained in such a relationship for a period of not less than 3 (three) months before the closing of a transaction meeting the definition of Change of Control referred to in section 22 below, unless the termination of the legal or organizational relationship with the Company or its subsidiary took place for reasons beyond the control of the Entitled Person;

- b) as well as in cases of: (i) termination of the legal or organizational relationship with the Company or its subsidiary for reasons not attributable to the Entitled Person, (ii) death of the Entitled Person or (iii) permanent incapacity for work of the Entitled Person - in each of the above cases, the Entitled Person or the heirs The Entitled Person acquires the right to a number of Subscription Warrants in an amount proportional to the number of months the Entitled Person has been in a legal or organizational relationship with the Company or its subsidiary in a given year.

Detailed rules for exercising the Entitlements and meeting the Loyalty Condition by the Entitled Person will be included in the Program Regulations adopted by the Company's Supervisory Board. The Program Regulations will also specify detailed conditions for taking up Shares as a result of the exercise of rights under the Subscription Warrants by the Entitled Persons and indicate cases of expiry of the entitlements. The Regulations may provide in particular that the entitlements expire in the event of dissolution or termination of the legal relationship between the Entitled Person and the Company or its subsidiary in the event of a serious breach of the fundamental obligations of the Entitled Person, gross improper performance of duties by the Entitled Person, or actions of the Entitled Person to the detriment of the Company or its subsidiary.

8. Each Series A Subscription Warrant will entitle its holder, under the conditions specified in this resolution, to acquire 1 (one) Series M Share at the Issue Price, no earlier than July 1, 2027, and no later than December 31, 2029.
9. Each Series B Subscription Warrant will entitle its holder, under the conditions specified in this resolution, to acquire 1 (one) Series N Share at the Issue Price, no earlier than July 1, 2028, and no later than December 31, 2029.
10. Each Series C Subscription Warrant will entitle its holder, under the conditions specified in this resolution, to acquire 1 (one) Series O Share at the Issue Price, no earlier than July 1, 2029, and no later than December 31, 2029.
11. The Company's Supervisory Board is hereby authorized to offer Subscription Warrants to Eligible Persons who are Members of the Company's Management Board, and the Company's Management Board, with the prior consent of the Supervisory Board, is hereby authorized to offer Subscription Warrants to other Eligible Persons under the conditions specified in this resolution and in the Program Regulations (including the dematerialization process of Subscription Warrants).
12. Taking into account the remaining provisions of this resolution, the rights arising from the Subscription Warrants may be taken up and exercised by the Entitled Persons on the terms and subject to the fulfillment of the conditions specified in: (i) this resolution (including in particular paragraphs 13-15 below, in relation to Subscription Warrants of a given series), and (ii) the Program Regulations.
13. The Series A Subscription Warrants may be taken up by Eligible Persons under the following conditions:
 - (i) in relation to 49,764 (forty-nine thousand seven hundred and sixty-four) Series A Subscription Warrants (50% of Series A) achieving the return on the Company's shares in 2024 by 10 (ten) percentage points higher than the percentage change in the level of the sWIG80 Total Return index in 2024 ("**Market Condition A**");
 - (ii) in relation to 49,764 (forty-nine thousand seven hundred and sixty-four) Series A Subscription Warrants (50% of Series A) achievement by the Company's Capital Group of Net Sales Revenues at a level not lower than PLN 45,000,000.00 (forty-five million zlotys) for the financial year ended December 31, 2024 ("**Financial Condition A**").
14. The Series B Subscription Warrants may be taken up by Eligible Persons under the following conditions:
 - (i) in relation to 49,764 (forty-nine thousand seven hundred and sixty-four) Series B Subscription Warrants (50% of Series B) achieving the return on the Company's shares in 2025 by 10 (ten) percentage points higher than the percentage change in the level of the sWIG80 Total Return index in 2025 ("**Market Condition B**");
 - (ii) in relation to 49,764 (forty-nine thousand seven hundred and sixty-four) Series B Subscription Warrants (50% of Series B) achieving by the Company's Capital Group the value of Net Sales Revenues at a level

not lower than PLN 55,000,000.00 (fifty-five million zlotys) for fiscal year ended December 31, 2025. (**Financial Condition B**).

15. The Series C Subscription Warrants may be taken up by Eligible Persons under the following conditions:
 - (i) in relation to 49,764 (forty-nine thousand seven hundred and sixty-four) Series C Subscription Warrants (50% of Series C) achieving the return on the Company's shares in 2026 by 10 (ten) percentage points higher than the percentage change in the level of the sWIG80 Total Return index in 2026 (**Market Condition C**);
 - (ii) in relation to 49,764 (forty-nine thousand, seven hundred and sixty-four) Series C Subscription Warrants (50% of Series C) achievement by the Company's Capital Group of Net Sales Revenues at a level not lower than PLN 70,000,000.00 (seventy million zlotys) for the year financial year ended on December 31, 2026 (**Financial Condition C**).
16. The Net Sales Revenues referred to above mean the sales revenues of the Company's Capital Group from the provision of medical services, subscription revenues, revenues from data processing services, other IT services, including integration, licensing of rights to use software and revenues from the sale of medical devices, and other revenues obtained together with the above-mentioned revenues or revenues obtained from contractors from which the above-mentioned revenues come, disclosed in the consolidated financial statements of the Company's Capital Group for a given financial year, audited by a certified auditor and approved by the General Meeting of the Company.
17. The return on the Company's shares and the sWIG80 Total Return, referred to above, mean the quotient of the average price of the Company's shares (price at the closing of the session) in the quotations on the regulated market operated by the WSE in a given period, increased by the value of payments paid by the Company dividends per one share of the Company or, respectively, the arithmetic average value of sWIG80 Total Return in the same period, and a similar indicator (i.e. the average price of the Company's shares (price at the closing of the session) in quotations on the regulated market operated by the WSE plus the value of payments paid by the Company dividends per one share of the Company or, respectively, the arithmetic average values of sWIG80 Total Return in the same period) in the previous year.
18. In the event of achieving each of the objectives described in Financial Conditions A, B and C, referred to above in section 13(ii), 14(ii) and 15(ii) at least in 85% (eighty-five percent), the Subscription Warrants in these tranches will be allocated. The number of allocated Subscription Warrants in a given tranche will be reduced by applying a linear reduction, assuming that when the goal is achieved, 85% (eighty-five percent) will be allocated 0 Subscription Warrants, and if 100% (one hundred percent) or more will be allocated the full pool of Warrants Subscriptions.
19. Each of the purposes referred to above in section 13(i), 13(ii), 14(i), 14(ii), 15(i) and 15(ii), are settled cumulatively with the same condition for the preceding years. If a given goal is achieved above the set value of the goal in a given year, the surplus of the goal achievement is counted towards the shortcomings in the achievement of this goal in previous years, if such deficiencies occurred, and the surplus from the achievement of the goal in previous years is counted against the shortfalls in one of the next years. As a result of such settlement, differences in the achievement of a given goal in a given year will be settled jointly with the previous years in a given category and will also result in the right to acquire Subscription Warrants of the previous series, by taking into account the surplus of the goal achievement in the settlements regarding the acquisition of Subscription Warrants of the previous series and the surplus from the years previous years will result in the right to acquire warrants from subsequent years.
20. The Company's Supervisory Board is hereby authorized to:
 - (i) establishing detailed rules relating to the issue and exercise of Subscription Warrants,
 - (ii) adopting the Regulations of the Incentive Program, specifying detailed principles, conditions, procedures and deadlines for the implementation of the Program in the scope not regulated in this resolution, including (if the Council deems it appropriate) templates of relevant documents related thereto,

- (iii) specifying the number of Subscription Warrants to which individual Entitled Persons will be entitled and the conditions of allocation and procedure for acquiring and exercising the rights from the Subscription Warrants, including the time intervals in which the Entitled Persons will be able to exercise the rights from the Subscription Warrants related to the process of dematerialization of the Subscription Warrants and Shares,
 - (iv) determining the content of the Participation Agreement,
 - (v) determining the grounds for the expiry of rights under the Subscription Warrants.
21. In the interest of the Company, the right to collect Subscription Warrants of the existing shareholders of the Company is fully excluded. The written opinion of the Company's Management Board justifying the reasons for excluding the pre-emptive right is attached to this Resolution.
22. The „**Change of Control Day**” is defined as the day when one of the shareholders or a group of shareholders acting in concert exceeds 50 % (fifty percent) of the total number of issued shares of the Company or the day when the General Meeting of Shareholders of the Company adopts a resolution to withdraw the shares from trading on the market. regulated (“**Delisting Resolution**”).
23. If a Change of Control occurs:
- a) On the Change of Control Date, the Entitled Persons receive the right to acquire all Subscription Warrants not previously acquired, regardless of the achievement of the objectives referred to in section above. 13(i), 13(ii), 14(i), 14(ii), 15(i) and 15(ii),
 - b) On the Change of Control Date, the Entitled Persons receive the right to exercise all Subscription Warrants granted to them,
 - c) Entitled persons who ceased to have a legal or organizational relationship with the Company or its subsidiary for reasons beyond the control of the Entitled Persons within a period of up to three months before the Change of Control Date, in accordance with the provisions of section 7 point a) above, have the right to acquire all previously unsubscribed Subscription Warrants, regardless of the achievement of the goals, and are entitled to exercise all Subscription Warrants granted to them as if this circumstance had not occurred.

§ 4

In connection with the provisions of § 1 of this resolution, the Company's Statute is amended in such a way that after § 5 of the Company's Statute, a new § 5a is added with the following wording:

"§ 5a

1. The conditional share capital of the Company amounts to PLN 29,858.40 (twenty-nine thousand eight hundred fifty-eight zlotys and forty groszy) and is divided into:
 - a) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) series M ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series M Shares**");
 - b) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) ordinary bearer shares of series N with a nominal value of PLN 0.10 (ten grosz) each ("**Series N Shares**");
 - c) not more than 99,528 (ninety-nine thousand five hundred and twenty-eight) series O ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series O Shares**");
2. The purpose of the conditional increase in share capital is:
 - a) granting the right to take up Series M Shares to holders of Series A Subscription Warrants issued by the Company pursuant to resolution No. 5/12/2023 of December 19, 2023 of the Extraordinary General Meeting of the Company,
 - b) granting the right to acquire Series N Shares to holders of Series B Subscription Warrants issued by the Company pursuant to resolution No. 5/12/2023 of December 19, 2023 of the Extraordinary General Meeting of the Company,

- c) granting the right to acquire Series O Shares to holders of Series C Subscription Warrants issued by the Company pursuant to resolution No. 5/12/2023 of December 19, 2023 Extraordinary General Meeting of the Company.
3. The right to acquire Series M Shares, Series N Shares and Series O Shares may be exercised until December 31, 2029.”.

§ 5

The resolution comes into force on the day of its adoption.

**To point 7 of the agenda:
Opinion of the Management Board
Medicalgorithmics Spółka Akcyjna
based in Warsaw
of November 22, 2023**

regarding: justification for depriving shareholders of the entire pre-emptive right in relation to subscription warrants and shares issued as part of conditional capital

Based on Article. 433 § 2 of the Act of September 15, 2000, Commercial Companies Code ("KSH") The Management Board of Medicalgorithmics Spółka Akcyjna with its registered office in Warsaw ("Company") adopted this opinion on November 22, 2023 in connection with the planned resolution on the matter by the Extraordinary General Meeting introduction of an Incentive Program in the company, a conditional increase in the Company's share capital and the issue of subscription warrants with the full exclusion of shareholders' pre-emptive rights in relation to subscription warrants and shares issued as part of the conditional capital, as well as amendments to the Articles of Association, dematerialization and applying for the admission and introduction of shares issued under conditional capital for trading on the regulated market operated by the Warsaw Stock Exchange („Resolution”).

1. Deprivation of existing shareholders of pre-emptive rights in relation to subscription warrants

Issuance of subscription warrants entitling to take up Series M, N and O Shares is addressed to the Management Board Members, key employees and collaborators of the Company who are most important for the Company's development as part of the planned incentive program (the „Incentive Program”).

The Company's intention is to create incentives encouraging members of key staff to make effective efforts aimed at further development of the Company, realizing the interests of shareholders by increasing the value of the Company and increasing the value of the net assets of the Company and its subsidiaries. As a consequence of the above, depriving the existing shareholders of the entire pre-emptive right with respect to subscription warrants is consistent with the Company's interest and serves to achieve the Company's strategic goals.

2. Method of determining the issue price of Series M, N and O Shares

The issue price of the Shares is set at an amount equal to 90% (ninety percent) of the average market price over the 90-day period prior to the date of approval of the Resolution by the Extraordinary General Meeting of Shareholders at the time the shares were traded on the regulated market operated by the Warsaw Stock Exchange (whereby the average market price should be understood as the arithmetic average of the Company's share prices at the close of trading on the trading days) and reduced by the sum per share of dividends paid in the period from the date of the Extraordinary Shareholders' Meeting until the date of the acquisition of the Shares.

The justification for the draft resolution:

The purpose of introducing the Incentive Program and the conditional increase in the Company's share capital through the issuance of Series M, N and O Shares is to introduce incentive mechanisms for the Company's Management Board Members and key personnel, which will help bind these individuals to the Company and contribute to its development and the achievement of better financial results and a significant increase in its value. In the opinion of the Company's Management Board, the presented shape of the Incentive Program coincides with the interests of shareholders and the Company, and at the same time will significantly increase the competitiveness of the Group as an employer.

The Incentive Program, once approved by the Company's General Meeting of Shareholders, will be implemented by granting to the Company's Management Board Members and key personnel of the Company designated by the Company's Management Board and approved by the Company's Supervisory Board (Eligible Persons) entitlements, under the terms and conditions set forth in the above resolution and in the Regulations of the Program, to subscribe for the Company's Shares as a result of exercising rights from the Subscription Warrants to be issued by the Company under the above resolution as part of the conditional increase of the Company's share capital with exclusion of pre-emptive rights of the Company's existing shareholders. The Incentive Program will be implemented in stages in the fiscal years 2025 - 2027. Entitlements will be granted to Eligible Persons in 3 (three) separate stages (series), in the middle of the fiscal years 2025, 2026 and 2027. The vesting period under the Incentive Program (the so-called "vesting period") will be 2 (two) years and will depend on the Eligible Person's continued employment (fulfillment of the Loyalty Condition described in the draft resolution and the Program Regulations to be adopted by the Company's Supervisory Board under the authorization granted by the General Meeting).

Incentive mechanisms in the form of the Incentive Program presented above and the key assumptions of the Incentive Program were submitted to the Company's Management Board by the Company's shareholder - BioFund Capital Management LLC, which owns 49.99% of the Company's shares, and then submitted to the Company's Nomination and Remuneration Committee and Supervisory Board for work. The Company's Nomination and Remuneration Committee, within the framework of the Committee's tasks and powers set forth in the Regulations of the Nomination and Remuneration Committee of Medicalgorithmics S.A. adopted by Resolution No. 25 of the Supervisory Board of Medicalgorithmics S.A. of July 22, 2019, evaluated the draft Incentive Program for the members of the Management Board and key management personnel, in terms of convergence of the interests of managers with those of shareholders, and after a positive recommendation, it was submitted to the Company's Supervisory Board. The Supervisory Board gave a positive opinion on the draft Incentive Program in the above form.