

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF  
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR JUNE 8, 2026**

**Resolution No. 1/06/2026  
of June 8, 2026  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the election of the Chairperson of the General Meeting**

§ 1

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

§ 2

The resolution shall enter into force upon its adoption.

Justification of the resolution:

*The resolution is of a procedural nature.*

**Resolution No. 2/062026  
of June 8, 2026  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the adoption of the agenda of the General Meeting**

§ 1

The Extraordinary General Meeting of Medicalgorithmics S.A. 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. Ascertaining that the General Meeting has been duly convened and is capable of adopting resolutions;
4. Adoption of the agenda of the General Meeting;
5. Adoption of a resolution on the increase of the Company's share capital through the issuance of series P shares, the exclusion of the existing shareholders' pre-emptive rights, the offering of the shares by way of a private subscription to a specified entity, and the amendment of § 5 sections 1 and 2 of the Articles of Association;
6. Closing of the General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification of the resolution:

*The resolution is of a procedural nature.*

**Resolution No. 3/062026  
of June 8, 2026  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the increase of the Company's share capital through the issuance of series P shares, the exclusion of the existing  
shareholders' pre-emptive rights, the offering of the shares by way of a private subscription to a specified entity, and the  
amendment of § 5 sections 1 and 2 of the Articles of Association**

**§ 1**

The Extraordinary General Meeting of Medicalgorithmics S.A., with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 431 § 1 and § 2 point 1, Article 432 § 1 and Article 433 § 2 of the Act of 15 September 2000 – the Commercial Companies Code (the "**CCC**") and § 14 of the Company's Articles of Association, hereby resolves as follows:

**§ 2**

1. The Extraordinary General Meeting of the Company hereby increases the Company's share capital by the amount of PLN 50,062.00 (fifty thousand sixty-two zlotys), i.e. from the amount of PLN 995,276.90 (nine hundred ninety-five thousand two hundred seventy-six zlotys and 90/100) to the amount of PLN 1,045,338.90 (one million forty-five thousand three hundred thirty-eight zlotys 90/100).
2. The increase of the share capital shall be effected through the issuance of 500,620 (five hundred thousand six hundred and twenty) bearer shares of series P, being ordinary shares with a nominal value of PLN 0.10 (ten groszy) per share, i.e. with a total nominal value of PLN 50,062.00 (fifty thousand sixty-two zlotys) (the "**Series P Shares**"); the Series P Shares hereinafter jointly referred to as the "**Offered Shares**".
3. The issuance of the Offered Shares shall be carried out by way of a private subscription within the meaning of Article 431 § 2 point 1 of the CCC, conducted as a private placement, and the Management Board of the Company shall offer 500,620 Series P Shares for subscription by Biofund Capital Management LLC, with its registered office in Miami, FL, address: 3400 SW 27th Street #601, 33133-6831, Miami, FL (USA) ("**Biofund**"). The Company shall enter into an agreement for the subscription of the Offered Shares pursuant to Article 431 § 2 point 1 of the CCC within the framework of the private subscription no later than on August 31, 2026.
4. The issue price of the Series P Shares shall amount to PLN 33.00 (thirty-three zlotys) per each Series P Share, and accordingly the total issue price shall amount to PLN 16,520,460.00 (sixteen million five hundred twenty thousand four hundred and sixty zlotys).
5. The Extraordinary General Meeting of the Company hereby authorizes the Management Board of the Company to undertake all actions related to the increase of the share capital and the issuance of the Offered Shares, in particular to determine the rules for conducting the private subscription of the Offered Shares within the meaning of Article 431 § 2 point 1 of the CCC, to offer the Offered Shares and to enter into subscription agreements for the Offered Shares.
6. The Offered Shares shall participate in the dividend on the following terms:
  - (a) if the Offered Shares are credited to the securities account no later than on the dividend record date specified in the resolution of the general meeting on the distribution of profit, they shall participate in the dividend starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which the shares were credited to the securities account;
  - (b) if the Offered Shares are credited to the securities account after the dividend record date specified in the resolution of the general meeting on the distribution of profit, they shall participate in the dividend starting from the profit for the financial year in which the shares were credited to the securities account, i.e. from 1 January of that financial year.
7. The Management Board of the Company shall offer Biofund the subscription of 500,620 Series P Shares in exchange for a cash

contribution in the amount of PLN 16,520,460.00 (sixteen million five hundred twenty thousand four hundred and sixty zlotys).

### § 3

1. Having reviewed the written opinion of the Management Board of the Company justifying the reasons for depriving the existing shareholders of the Company of the pre-emptive right to the Offered Shares, as well as the proposed principles for determining the issue price of the Offered Shares, and acting in the best interest of the Company, the Extraordinary General Meeting of the Company hereby deprives the existing shareholders of the Company of their pre-emptive right to the Offered Shares.
2. The opinion of the Management Board of the Company referred to in paragraph 1 above, justifying the complete exclusion of the pre-emptive rights of the existing shareholders with respect to the Offered Shares, constitutes an appendix to this resolution.

### § 4

1. The Offered Shares shall be subject to an application for admission to and introduction into trading on the regulated market operated by the Warsaw Stock Exchange S.A., without the preparation and publication of an issue prospectus, pursuant to Article 1(5)(a) of Regulation (EU) 2017/1129. The Management Board of the Company is hereby obligated and authorized to undertake all actions necessary in connection with the admission to and introduction of the Shares into trading on the regulated market operated by the Warsaw Stock Exchange S.A., in accordance with this resolution.
2. The Offered Shares shall be dematerialized within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments. The Management Board of the Company is hereby authorized to enter into an agreement with the National Depository for Securities S.A. (Krajowy Depozyt Papierów Wartościowych S.A.) regarding the registration of the Offered Shares in the securities depository, as well as to undertake all other actions necessary in connection with their dematerialization.
3. The provisions of this § 4 shall apply for as long as any shares of the Company are admitted to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

### § 5

In connection with the increase of the share capital referred to in § 2 of this resolution, the Extraordinary General Meeting of the Company resolves to amend § 5 sections 1 and 2 of the Articles of Association, which shall henceforth read as follows:

- "1. The share capital of the Company amounts to PLN 1,045,338.90 (one million forty-five thousand three hundred thirty-eight zlotys 90/100).*
- 2. The share capital of the Company is divided into 10,453,389 (ten million four hundred fifty-three thousand three hundred eighty-nine) ordinary shares with a nominal value of PLN 0.10 (ten groszy) each, including:*
  - a) 1,747,200 (one million seven hundred forty-seven thousand two hundred) bearer shares of series A,*
  - b) 508,200 (five hundred eight thousand two hundred) bearer shares of series B,*
  - c) 236,926 (two hundred thirty-six thousand nine hundred twenty-six) bearer shares of series C,*
  - d) 929,600 (nine hundred twenty-nine thousand six hundred) bearer shares of series D,*
  - e) 33,600 (thirty-three thousand six hundred) bearer shares of series E,*
  - f) 151,000 (one hundred fifty-one thousand) bearer shares of series F,*
  - g) 721,303 (seven hundred twenty-one thousand three hundred three) bearer shares of series G,*
  - h) 648,556 (six hundred forty-eight thousand five hundred fifty-six) bearer shares of series H,*
  - i) 995,276 (nine hundred ninety-five thousand two hundred seventy-six) bearer shares of series I,*
  - j) 1,194,331 (one million one hundred ninety-four thousand three hundred thirty-one) registered shares of series J,*
  - k) 1,433,197 (one million four hundred thirty-three thousand one hundred ninety-seven) registered shares of series K,*
  - l) 1,353,580 (one million three hundred fifty-three thousand five hundred eighty) registered shares of series L,*
  - m) 500,620 (five hundred thousand six hundred and twenty) bearer shares of series P."*

§ 6

This resolution shall enter into force upon its adoption, however, the legal effect consisting in an increase of the share capital shall take effect upon the entry of the amendment to the Company's Articles of Association in the register of entrepreneurs by the registration court.

Justification of the resolution:

The draft resolution concerns the adoption by the General Meeting of a decision on the increase of the Company's share capital through the issuance of new shares. The purpose of the increase of the Company's share capital is to obtain financing from the Investor and to strengthen the Company's capital structure. The issuance of the Series P Shares has been designed as an issuance of shares subscribed for in exchange for cash contributions addressed to a specific addressee, which justifies the complete exclusion of the existing shareholders' pre-emptive rights.

The Management Board of the Company indicates that conducting the issuance by way of a private subscription with the exclusion of pre-emptive rights enables the Company to obtain capital quickly and with certainty on market terms, while at the same time limiting the risks associated with a potential failure of the issuance or the necessity to conduct a multi-stage offering process. In the opinion of the Management Board, under the current market conditions, such a solution best serves the interests of the Company and all of its shareholders.

At the same time, the Company indicates that the planned subscription for the Series P Shares remains connected with the Company's existing financial liabilities towards the Investor. Any settlements of cash payments between the Company and the Investor by way of set-off of the Company's receivables against the Investor's receivables related to the payment for shares shall be carried out at the implementation stage of the resolution within the scope of the Management Board's competencies. Should the Management Board decide to apply such a settlement mechanism, it shall take place after the General Meeting adopts the proposed resolution and after all requirements arising from the applicable provisions of law have been fulfilled, in particular those resulting from the Act on Public Offering with respect to the accuracy and reliability of such transaction.

In the opinion of the Management Board of the Company, the adopted solution enables an improvement of the Company's financial liquidity, a reduction of risks related to servicing indebtedness, and a strengthening of the Company's ability to further finance its operating and development activities.

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Appendix No. 1 to Resolution No. 3/06/2026 of the General Meeting – Opinion of the Management Board of the Company justifying the exclusion of the pre-emptive rights of the existing shareholders in respect of all the Offered Shares.

Warsaw, April 27, 2026

**Opinion of the Management Board  
of Medicalgorithmics S.A. with its registered office in Warsaw  
justifying the complete exclusion of shareholders' pre-emptive rights  
to newly issued Series P shares**

This opinion (the "Opinion") has been adopted by the Management Board of Medicalgorithmics Spółka Akcyjna, with its registered office in Warsaw, address: Aleje Jerozolimskie 81, Tax ID: 5213361457, REGON: 140186973, entered into the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register under KRS number 0000372848 (the "Company"), pursuant to Article 433 § 2 of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text: Journal of Laws of 2024, item 18; the "CCC"), in connection with the planned adoption by the Extraordinary General Meeting of the Company of a resolution on the increase of the Company's share capital through the issuance of Series P shares, the exclusion of the existing shareholders' pre-emptive rights, the offering of shares by way of a private subscription

to a specified entity, and the amendment of the Company's Articles of Association.

The increase of the Company's share capital from PLN 995,276.90 (nine hundred ninety-five thousand two hundred seventy-six zlotys and 90/100) to PLN 1,045,338.90 (one million forty-five thousand three hundred thirty-eight zlotys 90/100, i.e. by PLN 50,062.00 (fifty thousand sixty-two zlotys) (the **"Share Capital Increase"**), shall be effected through the issuance of 500,620 (five hundred thousand six hundred and twenty) bearer shares of the Company of series P, being ordinary shares with a nominal value of PLN 0.10 per share, an issue price of PLN 33.00 (thirty-three zlotys) per share, and a total issue price of PLN 16,520,460.00 (sixteen million five hundred twenty thousand four hundred and sixty zlotys) (the **"Series P Shares"**; the Series P Shares hereinafter jointly referred to as the **"Investor Shares"**). The issuance of the new shares shall be carried out by way of a private subscription within the meaning of Article 431 § 2 point 1 of the CCC, conducted through a private placement.

The Management Board of the Company shall offer the Investor Shares to the Company's shareholder, Biofund Capital Management LLC, with its registered office in Miami, FL, address: 3400 SW 27th Street #601, 33133-6831, Miami, FL (USA) (the **"Investor"**; **"BioFund"**), which shall subscribe for 100% of the Series P Shares. The issue price in the amount of PLN 16,520,460.00 (sixteen million five hundred twenty thousand four hundred and sixty zlotys) shall be paid in the form of a cash contribution in the amount of PLN 16,520,460.00 (sixteen million five hundred twenty thousand four hundred and sixty zlotys) (the **"Cash Contribution"**).

The Investor's shares acquired as part of the issue will constitute 4.79% of the Company's share capital after the issue and will entitle to 4.79% of the total number of votes at the General Meeting of the Company, whereby the indicated share refers only to the Investor's Shares acquired as part of the issue of Series P Shares and does not include shares held by BioFund prior to the issue.

The issuance of the Series P Shares constitutes an element of the process of recapitalizing the Company and optimizing its financing structure, in particular in the context of the Company's existing financial indebtedness towards the Investor, who is to subscribe for the Series P Shares. The Management Board indicates that an alternative method of obtaining the funds necessary to repay the Company's indebtedness would involve either an issuance of shares with preservation of the pre-emptive rights or obtaining debt financing from third parties. In the opinion of the Management Board, such alternatives would entail a significant risk of failure of the issuance, prolongation of the financing process, and potentially less favorable economic terms for the Company, especially with respect to the cost of capital and balance-sheet stability.

The issuance of the Series P Shares is intended to strengthen the Company's capital structure and contribute to a lasting reduction of liquidity risks. The planned conversion of the loan granted to the Company by the Investor into the Company's shares constitutes one of the possible mechanisms for achieving this objective, allowing for the simultaneous recapitalization of the Company and reduction of its financial liabilities.

The Company indicates that on 20 January 2026, the Management Board received from the Investor an offer to amend the terms of the loan agreement dated 29 November 2024, as amended by the annex dated 15 April 2025 (the **"Loan Agreement"**). In the course of discussions regarding the possible recapitalization of the Company, the Investor declared that if the General Meeting of the Company adopts a resolution on the Share Capital Increase in the interest of the Company, it allows for the possibility of settling the existing indebtedness through its conversion into shares. In order to ensure flexibility for the Company as to the method of settling such indebtedness in the event of the Share Capital Increase, the Company and the Investor entered into Annex No. 2 to the Loan Agreement on April 27, 2026, providing for the possibility of contractual set-off of the Company's receivable arising from payments due for the Investor Shares against the Investor's receivable against the Company under the Loan Agreement (the **"Conversion"**), as one of the mechanisms for implementing the issuance of the Series P Shares.

In the opinion of the Management Board, the issuance of the Series P Shares constitutes an element of the recapitalization process and the raising of financing on market terms. In particular, in the scenario where the cash contribution is settled by way of set-off of mutual receivables, such issuance may contribute to reducing financing costs and strengthening the Company's balance-sheet situation through the reduction of financial liabilities. Any such effects would be secondary to the primary objective of the Share Capital Increase, which is to strengthen the Company's equity capital and improve the proportion between equity financing and debt financing, thereby stabilizing the Company's capital structure.

In the opinion of the Management Board, the complete exclusion of the existing shareholders' pre-emptive rights to the Series P Shares lies in the best interest of the Company, as it enables the efficient execution of the issuance, improves the Company's balance-sheet structure and stabilizes its financial position, which supports the long-term protection of the interests of all shareholders. Apart from the reduction of the percentage share of existing shareholders in the Company's share capital, the exclusion of the pre-emptive rights

will not adversely affect their rights. The Management Board emphasizes that the stabilization of the Company's financial situation and the reduction of risks related to servicing indebtedness translate into the protection of the value of investments of all shareholders, including minority shareholders, in the medium- and long-term perspective.

In light of the above, it should be concluded that directing the issuance of the Investor Shares exclusively to a designated addressee inherently justifies the complete exclusion of the existing shareholders' pre-emptive rights. This is a necessary element to ensure that all Investor Shares may be subscribed for by the Investor, thereby providing the Company with increased financial stability (repayment of the majority of indebtedness and strengthening of the balance-sheet position) and undoubtedly serving the long-term interests of the shareholders. At the same time, the Management Board declares that in all actions related to the Share Capital Increase and the issuance of the Investor Shares it shall be guided by the best interest of the Company, and the entire process shall be carried out on market terms.

In connection with the planned settlement of payments for the Series P Shares by way of set-off of the Company's receivables arising therefrom against the Investor's receivables towards the Company under the Loan Agreement, the Management Board of the Company shall fulfill all obligations provided for in the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, including the preparation of the report required by law and ensuring its review by a statutory auditor, prior to entering into the agreement for subscription of the Series P Shares and making the settlements related to their coverage.

In view of the foregoing, in the opinion of the Management Board, the purpose and nature of the Company's Share Capital Increase justify the complete exclusion of the shareholders' pre-emptive rights with respect to the Investor Shares.

The proposed issue price of the Series P Shares was determined based on negotiations conducted with the Investor and taking into account an independent analysis of the financial terms of the conversion of the loan granted to the Company by BioFund Capital Management LLC into the Company's shares, prepared at the Company's request by TPA sp. z o.o. sp. k. ("**Baker Tilly TPA**") dated 2 March 2026 (the "**Opinion**").

According to the contents of the Opinion, the work performed included an analysis of historical trading prices of the Company's shares over the last 12 months. The analysis demonstrated that the planned Conversion price (PLN 33.0) exceeds the average share price of the Company over the last 12 months (PLN 31.3) while remaining close to the 3-month and 6-month statistics, amounting respectively to PLN 33.5 and PLN 35.0.

Taking into account the circumstances indicated in the Opinion, the results of the analyses conducted by Baker Tilly TPA, as well as the reservations and limitations presented therein, Baker Tilly TPA concluded that the financial terms of the Conversion, understood as the planned Conversion price of PLN 33.0 per share, correspond to market conditions. In the event of raising funds from the issuance of shares to other entities on market terms for the purpose of repaying liabilities arising from loans subject to potential conversion, the Company could expect to achieve similar parameters with respect to the issue price.

In view of the above, the Management Board of the Company issues a positive opinion on the draft resolution regarding the increase of the Company's share capital through the issuance of the Series P Shares by way of a private subscription with the exclusion of the existing shareholders' pre-emptive rights, as well as on the amendment of the Company's Articles of Association, and recommends that the shareholders vote in favor of adopting the above-mentioned resolution.

**MANAGEMENT BOARD OF THE COMPANY:**

Michał Zapora – Member of the Management Board

Krzysztof Siemionow – President of the Management Board