

MERGER PLAN

27 JULY 2016

MEDIONA SP. Z O.O.

AND

MAGELLAN S.A.

ALLEN & OVERY

Allen & Overy, A. Pędzich spółka komandytowa

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1. DEFINITIONS USED IN THE MERGER PLAN

Acquiring Company means Magellan Spółka Akcyjna with its seat in Łódź, at Al. Marszałka Józefa Piłsudskiego 76 lok. 4, 90-330, Łódź, Poland, entered in the register of entrepreneurs of the National Court Register kept by the District Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register, under KRS number 263422;

CCC means the Commercial Companies Code dated 15 September 2000(consolidated text J. L. 2013,item. 1030);

Companies means both merging companies and a **Company** means either of them;

Exchange Ratio means the exchange ratio of shares in the Target Company for the Merger Issue Shares;

Management Boards means the Management Boards of both Companies and the **Management Board** means any of them;

Merger means the merger of the Companies pursuant to the Merger Plan;

Merger Date means the day when the Merger is entered in the National Court Register by the registry court relevant for the registered seat of the Acquiring Company;

Merger Issue Shares means 121,571,640 series F shares of a nominal value of PLN 0.30 each, to be issued by the Acquiring Company in connection with the Merger;

Merger Plan means this document;

Sole Shareholder means Banca Farmafactoring S. p. A. with its registered office in Milan, which is the sole shareholder of the Target Company;

Target Company means Mediona spółka z ograniczoną odpowiedzialnością with its seat in Warsaw, at Pl. Marszałka Józefa Piłsudskiego 1, 00-078 Warsaw, Poland, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS number 580754.

2. TYPE, NAME AND REGISTERED SEAT OF EACH COMPANY PARTICIPATING IN THE MERGER

Mediona spółka z ograniczoną odpowiedzialnością with its seat in Warsaw, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register, under KRS number 580754, with a share capital of PLN 4,563,500.00 as the Target Company

and

Magellan spółka akcyjna with its seat in Łódź, entered in the register of entrepreneurs of the National Court Register kept by the District Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register, under KRS number 263422, with a fully paid up share capital of PLN 2,016,011.10, as the Acquiring Company.

3. METHOD OF THE MERGER AND ITS LEGAL BASIS

3.1 Legal basis and the manner of the Merger

The Merger will take place under Art. 492 § 1 point 1 of the CCC, by transferring all of the Target Company's assets to the Acquiring Company, with a simultaneous increase in the Acquiring Company's share capital by issuing the Merger Issue Shares, which the Acquiring Company will allocate to the Sole Shareholder.

As a result of the Merger, the Sole Shareholder will become the Acquiring Company's shareholder, and the Target Company will be deleted from the register of entrepreneurs without liquidation proceedings, pursuant to Art. 493 of the CCC.

Following the Merger, the business name of the Acquiring Company will not be amended.

3.2 Merger resolutions

In accordance with Art. 506 § 1 of the CCC, the Merger shall be effected by merger resolutions of the Extraordinary General Meeting of the Acquiring Company and the Extraordinary Meeting of Shareholders of the Target Company, granting consent to the Merger Plan as well as to the proposed amendments to the Acquiring Company's Statute in connection with the Merger.

The draft resolution of the Extraordinary General Meeting of the Acquiring Company is attached as Appendix 1 to the Merger Plan.

The draft resolution of the Extraordinary Meeting of Shareholders of the Target Company is attached as Appendix 2 to the Merger Plan.

3.3 Increasing the share capital of the Acquiring Company

As a consequence of the Merger, the Acquiring Company's share capital will be increased from PLN 2,016,011.10 to PLN 38,487,503.10, ie. by PLN 36,471,492.00, by issuing the Merger Issue Shares, which shall be allotted to the Sole Shareholder in accordance with the principles of share allocation referred to in clause 5 of the Merger Plan. The difference between the net value of the Target Company's assets and the value of the share capital increase in the Acquiring Company will be allocated to share premium.

3.4 General succession

Under Art. 494 § 1 of the CCC, on the Merger Date the Acquiring Company will accede to all of the Target Company's rights and obligations. The Target Company holds 6,652,566 shares in the Acquiring Company. As a result of the Merger these 6,652,566 shares will become treasury shares held by the Acquiring Company.

4. THE EXCHANGE RATIO

4.1 The Exchange Ratio

It was established that the Exchange Ratio is:

1,332 Merger Issue Shares for 1 share in the Target Company

This means that for one Target Company's share, the Sole Shareholder will receive 1,332 Merger Issue Shares.

This means that for 91,720 of the Target Company's shares, the Sole Shareholder will receive in total 121,571,640 Merger Issue Shares.

5. PRINCIPLES FOR ALLOCATING THE SHARES IN THE ACQUIRING COMPANY

5.1 General principles

On the Merger Date, the Sole Shareholder will become the shareholder of the Acquiring Company without subscribing or paying for the Merger Issue Shares.

The Merger Issue Shares will be allocated to the Sole Shareholder in accordance with the Exchange Ratio. The number of the Merger Issue Shares to be allocated to the Sole Shareholder will be the product of the number of the Target Company's shares held by the Sole Shareholder on the Merger Date and the Exchange Ratio, if necessary rounded (if not an integer) down to the nearest integer.

All of the Merger Issue Shares will be in the form of documents (share certificates) and will not be dematerialised.

Pursuant to Art. 514 of the CCC, no Merger Issue Shares will be allotted to the Acquiring Company in exchange for 67,471 shares which are treasury shares held by the Acquiring Company as at the date of the Merger Plan.

5.2 Additional Payments

There will be no additional payments.

6. VALUATION METHODS USED TO ESTABLISH THE EXCHANGE RATIO

The Exchange Ratio was established based on the book value of the Target Company and the book value of Acquiring Company.

The declaration containing information on the Target Company's condition as at 30 June 2016, which is attached as Appendix 4 does not reflect the share capital increase of the Target Company, which was entered into the register of entrepreneurs of the National Court Register on 21 July 2016. When establishing the Exchange Ratio the increased value of the Target Company's share capital was taken into account.

7. DATE FROM WHICH THE ACQUIRING COMPANY'S SHARES ALLOTTED TO THE SOLE SHAREHOLDER OF THE TARGET COMPANY WILL PARTICIPATE IN THE ACQUIRING COMPANY'S PROFITS

The Merger Issue Shares will entitle their holders to participate in the Acquiring Company's profit from the Merger Date.

8. RIGHTS ASSIGNED BY THE ACQUIRING COMPANY TO THE SHAREHOLDER AND OTHER PERSONS WITH SPECIAL RIGHTS IN THE TARGET COMPANY

In connection with the Merger, no shareholder of the Target Company nor any other person will be awarded any special rights by the Acquiring Company.

9. PARTICULAR BENEFITS FOR THE MEMBERS OF THE GOVERNING BODIES OF THE COMPANIES AND OTHER PERSONS PARTICIPATING IN THE MERGER

In connection with the Merger, the members of corporate authorities of the Companies will not be awarded any special benefits by the Acquiring Company.

10. AMENDMENTS TO THE STATUTE OF THE ACQUIRING COMPANY

The share capital of the Acquiring Company will be increased in connection with issuing the Merger Issue Shares, therefore it is necessary to introduce certain amendments to the Acquiring Company's Statute. The proposed wording of these amendments is attached as Appendix 1 to the Merger Plan.

11. LIST OF APPENDICES TO THE MERGER PLAN

The Merger Plan is accompanied by the following documents required in accordance with Art. 499 § 2 of the CCC:

- (a) draft resolution of the Extraordinary General Meeting of the Acquiring Company on the Merger, including the proposed wording of the amendments to the Acquiring Company's Statute as well as its proposed uniform text (**Appendix 1**);
- (b) draft resolution of the Extraordinary Meeting of Shareholders of the Target Company on the Merger (**Appendix 2**);
- (c) determination of the net asset value of the Target Company as at 30 June 2016 (**Appendix 3**);
- (d) declaration containing information on the Target Company's condition as shown in the accounts drawn up for the Merger as at 30 June 2016 (**Appendix 4**);
- (e) declaration containing information on the Acquiring Company's condition as shown in the accounts drawn up for the Merger as at 30 June 2016 (**Appendix 5**).

SIGNATORIES

The Target Company's Management Board:

MEDIONA SP. Z O.O.

By: _____

By: _____

Name:

Name:

By: _____

Name:

The Acquiring Company's Management Board:

MAGELLAN S.A.

By: _____

By: _____

Name:

Name:

By: _____

By: _____

Name:

Name:

