

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF  
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR JUNE 17, 2025**

**Resolution No. 1/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the election of the Chairperson of the General Meeting**

§ 1

The Ordinary 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 for the resolution:

*The resolution is of a procedural nature.*

**Resolution No. 2/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the adoption of the agenda of the General Meeting**

§ 1

The Ordinary 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. Consideration of the financial statements of Medicalgorithmics S.A. for 2024, the consolidated financial statements of the Medicalgorithmics Capital Group for 2024, the Management Board's report on the activities of Medicalgorithmics S.A. and the activities of the Medicalgorithmics Capital Group in 2024 and the Management Board's recommendation on the coverage of loss for 2024;
6. Consideration of the report of the Supervisory Board of Medicalgorithmics S.A. for 2024 together with the report on the results of the assessment of the financial statements of Medicalgorithmics S.A. for 2024, the consolidated financial statements of the Medicalgorithmics Capital Group for 2024 and the Management Board's report on the activities of Medicalgorithmics S.A. and the activities of the Medicalgorithmics Capital Group in 2024, as well as consideration of the resolution of the Supervisory Board of Medicalgorithmics S.A. on the opinion on the Management Board's recommendation regarding the coverage of loss for 2024;
7. Adoption of a resolution on approval of the financial statements of Medicalgorithmics S.A. for the year 2024;
8. Adoption of a resolution on approval of the consolidated financial statements of the Medicalgorithmics Group for 2024;

9. Adoption of a resolution on approval of the Management Board's report on the activities of Medicalgorithmics S.A. and of the Medicalgorithmics Group's activities in 2024;
10. Adoption of a resolution on the coverage of loss for 2024;
11. Adoption of resolutions on granting discharge to individual members of the Management Board of Medicalgorithmics S.A. for 2024;
12. Adoption of resolutions on granting discharge to individual members of the Supervisory Board of Medicalgorithmics S.A. for 2024;
13. Adoption of a resolution on determining the number of members of the Supervisory Board for the next term;
14. Adoption of resolutions on the appointment of members of the Supervisory Board for the next term;
15. Discussion on the report of the Supervisory Board of Medicalgorithmics S.A. on the remuneration of the members of the Management Board and Supervisory Board for 2024;
16. Adoption of a resolution on the amendment of the Incentive Program introduced in the Company and adoption of the consolidated text of the Incentive Program;
17. Closing of the General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*The resolution is of a procedural nature.*

**Resolution No. 3/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on approval of the financial statements of Medicalgorithmics S.A. for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves under Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 14(1) of the Articles of Association of Medicalgorithmics S.A. to approve the financial statements of Medicalgorithmics S.A. for 2024, prepared under International Financial Reporting Standards, consisting of:

- 1) the statement of financial position as of December 31, 2024, showing a total of PLN 99 369 thousand (ninety-nine million three hundred sixty-nine thousand zlotys) on the assets and liabilities side;
- 2) the statement of comprehensive income for the financial year from January 1, 2024, to December 31, 2024, showing a net loss of PLN 13 842 thousand (thirteen million eight hundred and forty-two thousand zlotys);
- 3) the statement of changes in equity from January 1, 2024, to December 31, 2024, showing equity as of December 31, 2024, in the amount of PLN 80 922 thousand (eighty million nine hundred and twenty-two thousand zlotys);
- 4) the statement of cash flows for the financial year from January 1, 2024, to December 31, 2024, showing a cash balance as of December 31, 2024, of PLN 4 785 thousand (four million seven hundred eighty-five thousand zlotys);
- 5) explanatory notes to the financial statements.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 1 of the Commercial Companies Code.

**Resolution No. 4/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on approval of the consolidated financial statements of the Medicalgorithmics Capital Group for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves according to Article 395 § 5 of the Commercial Companies Code, to approve the consolidated financial statements of the Medicalgorithmics Capital Group for 2024, prepared under International Financial Reporting Standards, consisting of:

- 1) the consolidated statement of financial position as of December 31, 2024, showing total assets and liabilities of PLN 105 814 thousand (one hundred and five million eight hundred and fourteen thousand zlotys);
- 2) the consolidated statement of comprehensive income for the financial year from January 1, 2024, to December 31, 2024, showing a net loss of PLN 16 079 thousand (sixteen million seventy-nine thousand zlotys), including a net loss attributable to shareholders of Medicalgorithmics S.A. of PLN 16 081 thousand (sixteen million eighty-one thousand zlotys);
- 3) the consolidated statement of changes in equity from January 1, 2024, to December 31, 2024, showing as of December 31, 2024, equity attributable to shareholders of Medicalgorithmics S.A. of PLN 77 174 thousand (seventy-seven million one hundred and seventy-four thousand zlotys);
- 4) the consolidated statement of cash flows for the financial year from January 1, 2024, to December 31, 2024, showing a cash balance as of December 31, 2024, in the amount of PLN 5 504 thousand (five million five hundred and four thousand zlotys);
- 5) explanatory notes to the consolidated financial statements.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution is based on Article 395 § 5 of the Commercial Companies Code.

**Resolution No. 5/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on approval of the Management Board's report on the activities of Medicalgorithmics S.A. and  
on the activities of the Medicalgorithmics Capital Group in 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves according to Article 395 § 2(1) and 395 § 5 of the Commercial Companies Code and § 14(1) of the Articles of Association of Medicalgorithmics S.A. to approve the Management Board's report on the activities of Medicalgorithmics S.A. and the activities of the Medicalgorithmics Capital Group in 2024.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 1 of the Commercial Companies Code.*

**Resolution No. 6/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the coverage of loss for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. according to Article 395 § 2(2) of the Commercial Companies Code and § 14(6) of the Articles of Association of Medicalgorithmics S.A., having considered the Management Board's motion on the coverage of loss for 2024, resolves that net loss of PLN 13 842 thousand (thirteen million eight hundred and forty-two thousand zlotys) for 2024 will be covered by profits from future years.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 2 of the Commercial Companies Code. The decision to cover the loss for 2024 takes into account the recommendations of the Management Board and the Supervisory Board.*

**Resolution No. 7/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Maciej Gamrot  
for fulfillment of his duties as a Member of the Management Board for Finance for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant to Mr. Maciej Gamrot, who was acting

as a Member of the Management Board for Finance from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 8/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Jarosław Jerzakowski  
for the fulfillment of his duties as a Member of the Management Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant to Mr. Jarosław Jerzakowski, who was acting as a Member of the Management Board from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 9/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Przemysław Tadla  
on the performance of duties as a Member of the Management Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant to Mr. Przemysław Tadla, who was acting as a Member of the Management Board from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 10/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Andrzej Gładysz  
for fulfillment of his duties as a Member of the Supervisory Board and Chairman of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Andrzej Gładysz, acting as a Member of the Supervisory Board from January 1, 2024 to June 12, 2024, and acting as Chairman of the Supervisory Board from January 1, 2024 to June 12, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 11/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Michał Wnorowski  
for fulfillment of his duties as a Member of the Supervisory Board and Vice Chairman of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Michał Wnorowski, acting as a Member of the Supervisory Board from January 1, 2024 to December 31, 2024, and acting as Vice Chairman of the Supervisory Board from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 12/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Ms. Anna Sobocka  
for fulfillment of her duties as a Member of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Ms. Anna Sobocka, acting as a Member of the Supervisory Board from January 1, 2024 to June 12, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 13/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Sławomir Kościak  
for fulfillment of his duties as a Member of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Sławomir Kościak, acting as a Member of the Supervisory Board from January 1, 2024 to June 12, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 14/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting a discharge to Mr. Paweł Lewicki  
for fulfillment of his duties as a Member of the Supervisory Board for 2024**

**§ 1**

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Paweł Lewicki, acting as a Member of the Supervisory Board from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

**§ 2**

The resolution shall enter into force upon its adoption.

*Justification for the resolution:*

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 15/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on granting discharge to Mr. Krzysztof Siemionow  
for fulfillment of his duties as a Member of the Supervisory Board for 2024**

**§ 1**

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Krzysztof Siemionow, acting as a Member of the Supervisory Board from January 1, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

**§ 2**

The resolution shall enter into force upon its adoption.

*Justification for the resolution:*

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 16/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw**



**on granting discharge to Mr. Przemysław Schmidt  
for fulfillment of his duties as a Member of the Supervisory Board and Chairman of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Przemysław Schmidt, acting as a Member of the Supervisory Board from June 12, 2024 to December 31, 2024, and acting as Chairman of the Supervisory Board from June 12, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 17/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on discharge to Ms. Marzena Piszczek  
for fulfillment of her duties as a Member of the Supervisory Board for 2024**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, according to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Ms. Marzena Piszczek, acting as a Member of the Supervisory Board from June 12, 2024 to December 31, 2024, acknowledgment of the fulfillment of duties during the aforementioned period.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*A resolution is a typical resolution adopted by the Ordinary General Meeting. The need to adopt a resolution arises from Article 395 § 2 item 3 of the Commercial Companies Code.*

**Resolution No. 18/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on determining the number of members of the Supervisory Board for the next term of office**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A, pursuant to Article 385 § 1 of the Commercial Companies Code and § 17(3) in connection with § 17(1) of the Company's Articles of Association, sets the number of members of the Company's Supervisory Board for the new term at \_\_\_\_ (\_\_\_\_\_) persons.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*The resolution is adopted by the Ordinary General Meeting according to Article 385 § 1 of the Commercial Companies Code and under the provisions of § 17 (3) of the Company's Articles of Association. The need for the resolution is related to the expiration of the term of office of the Company's Supervisory Board. According to § 17 clause 1 and clause 4 sentence 2 of the Company's Articles of Association, the Supervisory Board is appointed for a joint term of 3 (three) years; the terms of office of the members of the Supervisory Board expire upon the holding of the General Meeting approving the Management Board's report on the Company's activities and the financial statements for the last full year of their office. In connection with the appointment of members of the Supervisory Board for the next term, it is necessary to determine the number of members of the Supervisory Board for the new term. In turn, under § 17(3) of the Company's Articles of Association, the number of members of the Supervisory Board within the limits indicated in § 17(1) is determined by the General Meeting.*

**Resolution No. \_\_/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
appointment of members of the Supervisory Board for the next term of office**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A., according to Article 385 § 1 of the Commercial Companies Code and § 17(2) of the Articles of Association of Medicalgorithmics S.A., appoints Ms./Mr. \_\_\_\_\_ to the Supervisory Board of Medicalgorithmics S.A. for a new term of 3 (three) years to act as Member (Chairperson) of the Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*The resolution is adopted by the Ordinary General Meeting according to Article 385 § 1 and § 17 (2) of Medicalgorithmics S.A.'s Articles of Association. The need for the resolution is related to the expiration of the term of office of the Company's Supervisory Board, pursuant to Article 386 § 2 in connection with Article 369 § 1, § 3, and § 4 of the Commercial Companies Code and in connection with § 17 clause 4 sentence 2 of the Articles of Association of Medicalgorithmics S.A. according to § 17 clause 1 and § 17 clause 4 sentence 2 of the Company's Articles of Association, the Supervisory Board is appointed for a joint term of 3 (three) years; the terms of office of the members of the Supervisory Board shall expire upon the holding of the General Meeting approving the Management Board's report on the Company's activities and the financial statements for the last full year of their office. Because of the expiration of the 3 (three) year term of office of the Supervisory Board and the expiration of the mandates of the members of the Supervisory Board as of the date of the General Meeting approving the Management Board's report on the Company's activities and the financial statements for the last full year of their tenure, i.e. 2024, it is necessary for the General Meeting to appoint the members of the Supervisory Board, the Chairman and possibly the Vice Chairman of the Supervisory Board for another 3 (three) year term.*

**Resolution No. \_\_/06/2025  
of June 17, 2025  
of the Ordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the amendments of the Incentive Program introduced in the Company  
and adoption of the consolidated text of the Incentive Program**

The Ordinary General Meeting of Medicalgorithmics S.A., in connection with the adoption on December 19, 2023 of Resolution No. 5/12/2023 of the Extraordinary General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw, on the introduction of the Company's Incentive Program, conditional increase of the Company's share capital and issuance of subscription warrants with complete exclusion of shareholders' pre-emptive rights with respect to subscription warrants and shares issued within the framework of conditional capital, as well as amendment of the Articles of Association, dematerialization and application for admission and introduction of shares issued within the framework of conditional capital to trading on a regulated market operated by the Warsaw Stock Exchange S.A. (the **"Incentive Program Resolution"**), as amended by Resolution No. 19/06/2024 of 12 June 2024 of the Ordinary General Meeting of Medicalgorithmics S.A., with its registered office in Warsaw, on amendments to the Incentive Program introduced in the Company (**"Incentive Program"**), resolves as follows:

§ 1

The General Meeting of Shareholders of the Company hereby resolves to adopt an amendment to the Incentive Program introduced in the Company by amending paragraph 7(a) in § 3 of the Incentive Program adopted in the Company and giving it the following new wording:

- „7. The Loyalty Condition is also deemed to have been met concerning 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) ceased to have such a relationship with the Company or its subsidiary within a period of up to 3 (three) months prior to the closing of a transaction meeting the definition of Change of Control referred to in paragraph 22 below, provided that the termination of the legal or organizational relationship with the Company or its subsidiary was for reasons not attributable to the Eligible Person;"

§ 2

In connection with the provisions of § 1 of this resolution, the consolidated text of the Incentive Program, taking into account the amendments to the Incentive Program introduced by Resolution No. 19/06/2024 of 12 June 2024 of the Ordinary General Meeting and the amendments introduced in § 1 of this resolution, is adopted 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 under the provisions of this resolution (the **"Incentive Program"**).
2. 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 based on 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 before 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 under 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 under 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**") under 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, with Series A Subscription Warrants, (ii) July 1, 2028, with Series B Subscription Warrants, (iii) on July 1, 2029, with 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. Participation Agreements will be concluded with Eligible Persons entered on the list of Eligible Persons to participate in the Incentive Program (the '**Eligible List**') drawn up separately for each stage (series). Persons included in the Eligible List may be assigned to participate in a given stage of the Program or in a given stage and subsequent stage(s).
  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) ceased to have such a relationship with the Company or its subsidiary within a period of up to 3 (three) months prior to the closing of a transaction meeting the definition of Change of Control referred to in paragraph 22 below, provided that the termination of the legal or organizational relationship with the Company or its subsidiary was for reasons not attributable to the Eligible 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 several 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, concerning 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 Board 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 Day, 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 Day, 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.
24. A given Eligible Person who is a participant in the Incentive Program will be able to acquire Warrants if the participant satisfies the following conditions in combination: (i) the Loyalty Condition and (ii) provided that the conditions set out in paragraphs 13 to 15 above are met in the form of: Market Condition for a particular tranche or Financial Condition for a particular tranche, as separately defined in respect of the Subscription Warrants of a particular series, and (iii) subject to the fulfilment of the Individual Objectives, if such objectives have been defined for a particular participant in the Program by either the Management Board (in respect of key personnel of the Company) or the Supervisory Board (in respect of members of the Management Board of the Company), respectively (the '**Individual Objectives**').
25. Each Individual Objective, if defined, shall be settled for a given stage (series) cumulatively with the same objective for the preceding years in the manner described in detail in the Incentive Program Regulations.
26. If not all of the Warrants for a particular stage (series) are allocated in the number of Allowances granted for a particular stage due to the failure to achieve the targets provided for the relevant tranche, such unallocated Warrants from the relevant tranche shall be transferred to a reserve pool ('**Reserve Pool I**'). Warrants from the Reserve Pool I shall be offered by the Company for subscription in subsequent stages to participants in the Program who have not achieved the targets envisaged for the relevant tranche in previous stages.
27. To the reserve pool ('**Reserve Pool II**') shall go: (a) Warrants in a number equal to the number of unallocated Entitlements in the relevant stage (series) given leaving the pool of Entitlements (and the corresponding pool of Warrants) for employees as well as associates of the Company and its subsidiaries who will meet the criteria of key personnel of the Company and for future Members of the Management Board of the Company and (b) Warrants in the number of Warrants offered to a participant of the Program and not taken up by the participant. Warrants from the Reserve Pool II may be granted by the Company in subsequent stages (or, as the case may be, in the last stage of the Program until the pool is exhausted) to the persons referred to in the preceding sentence after they have been included in the List of Eligible Persons and Participation Agreements have been concluded with them."

§ 3

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*This resolution is intended to avoid potential doubts of interpretation that may arise from the interpretation of the amended provision of the Incentive Program adopted in the Company. Furthermore, following the proposal of the Company's Management Board, it was resolved to adopt the consolidated text of the Incentive Program in connection with the amendments introduced by the General Meeting's Resolution No. 19/06/2024 of 12 June 2024.*

*The Nomination and Remuneration Committee of the Company, within the framework of the tasks and powers of the Committee defined by 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 22 July 2019, evaluated the draft resolution on the amendment of the Incentive Program for the Members of the Management Board and key managers, from the point of view of convergence of the interests of the*



*managers with the interests of the shareholders and, after a positive recommendation, it was presented to the Supervisory Board of the Company. The Supervisory Board gave a positive opinion on the draft resolution in the above form.*