

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED FOR JULY 15, 2026**

**Resolution No. 1/07/2026
of July 15, 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. 2/07/2026
of July 15, 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. 3/07/2026
of July 15, 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.

Appendix No. 1 to Resolution No. 3/07/2026 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, June 10, 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 has been adopted by the Management Board of Medicalgorithmics S.A. with its registered office in Warsaw, address: Al. Jerozolimskie 81, 02-001 Warsaw, entered in the register of entrepreneurs 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 increasing the Company's share capital through the issuance of Series P shares, excluding the pre-emptive rights of the existing shareholders and offering the shares by way of private subscription to a designated entity, as well as amending the Company's Articles of Association.

This opinion constitutes an update of the opinion of the Management Board dated 27 April 2026 of Medicalgorithmics S.A. with its registered office in Warsaw, justifying the complete exclusion of the pre-emptive rights of shareholders in respect of the newly issued Series P shares (the “**Opinion**”), prepared in connection with the convening of the Extraordinary General Meeting of the Company for 8 June 2026.

The update of the Opinion results from the re-convening of the Extraordinary General Meeting in order to adopt a resolution that was not adopted at the General Meeting held on 8 June 2026 (the “**General Meeting**”), provided for in item 5 of the agenda of the General Meeting, concerning the increase of the Company’s share capital through the issuance of Series P shares, the exclusion of the pre-emptive rights of existing shareholders, offering the shares by way of private subscription to a designated entity, and the amendment of § 5 sections 1 and 2 of the Articles of Association.

The Management Board fully upholds the arguments presented in the original Opinion and confirms that the premises indicated therein remain valid.

The Management Board has re-assessed the terms of the issue in the context of current market conditions and confirms that the proposed issue price and the terms of the issue remain at market level and correspond to the Company’s current financial situation and the nature of the transaction.

In the opinion of the Management Board, the full exclusion of the pre-emptive rights of existing shareholders with respect to Series P shares is in the best interest of the Company, as it enables the efficient and effective execution of the issuance of Series P shares directed to a designated investor (the “**Investor Shares**”; the “**Investor**”), including through the conversion of receivables, which supports the long-term protection of the interests of all shareholders. Apart from reducing the percentage participation of existing shareholders in the Company’s share capital, the exclusion of the pre-emptive rights will not negatively affect their rights. The Management Board emphasizes that stabilizing the Company’s financial situation and reducing risks related to debt servicing translates into the protection of the value of investments of all shareholders, including minority shareholders, in the medium and long term.

In view of the above, it should be concluded that directing the issuance of the Investor Shares exclusively to a designated addressee justifies the complete exclusion of the pre-emptive rights of current shareholders. This is a necessary element to ensure that all Investor Shares can be subscribed for by the Investor, which will provide the Company with increased financial stability (repayment of the majority of its debt and strengthening of its balance sheet) and undeniably promotes the long-term interests of shareholders. The process of the share issue and the increase of the share capital will be carried out on market terms, taking into account the interests of the Company and all its shareholders. In the opinion of the Management Board, the exclusion of the pre-emptive rights remains a proportionate measure in relation to the intended objective of the issue, namely improving the Company’s financial situation and reducing risks associated with its indebtedness.

In light of the foregoing, in the opinion of the Management Board, the purpose and nature of the increase of the Company’s share capital justify the complete exclusion of the shareholders’ pre-emptive rights in respect of the Investor Shares. Taking the above into account, 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 Series P shares by way of private subscription with the exclusion of the pre-emptive rights of existing shareholders, as well as on the amendment to the Company’s Articles of Association, and recommends that the shareholders vote in favor of the adoption of the above-mentioned resolution.

MANAGEMENT BOARD OF THE COMPANY:

Michał Zapora – Member of the Management Board

Krzysztof Siemionow – President of the Management Board