

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED FOR JUNE 12, 2024**

**Resolution No. 1/06/2024
of June 12, 2024
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. 2/06/2024
of June 12, 2024
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 2023, the consolidated financial statements of the Medicalgorithmics Capital Group for 2023, the Management Board's report on the activities of Medicalgorithmics S.A. and the activities of the Medicalgorithmics Capital Group in 2023 and the Management Board's recommendation on the distribution of profit for 2023;
6. Consideration of the report of the Supervisory Board of Medicalgorithmics S.A. for 2023 together with the report on the results of the assessment of the financial statements of Medicalgorithmics S.A. for 2023, the consolidated financial statements of the Medicalgorithmics Capital Group for 2023 and the Management Board's report on the activities of Medicalgorithmics S.A. and the activities of the Medicalgorithmics Capital Group in 2023, 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 distribution of profit for 2023;
7. Adoption of a resolution on approval of the financial statements of Medicalgorithmics S.A. for the year 2023;
8. Adoption of a resolution on approval of the consolidated financial statements of the Medicalgorithmics Group for 2023;
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 2023;
10. Adoption of a resolution on the distribution of profit for 2023;
11. Adoption of resolutions on granting discharge to individual members of the Management Board of Medicalgorithmics S.A. for 2023;
12. Adoption of resolutions on granting discharge to individual members of the Supervisory Board of Medicalgorithmics S.A. for 2023;
13. 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 2023;
14. Adoption of a resolution on amending the Remuneration Policy for Members of the Management Board and Supervisory Board of Medicalgorithmics S.A.;
15. Adoption of a resolution on amending the Company's Incentive Program;
16. Changes in the composition of the Supervisory Board;
17. Determining the number of members of the Company's Supervisory Board;
18. 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. 3/06/2024
of June 12, 2024
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 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to 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 2023, prepared in accordance with International Financial Reporting Standards, consisting of:

- 1) the statement of financial position as of December 31, 2023, showing a total of PLN 113,542 thousand (one hundred and thirteen million five hundred and forty-two thousand zlotys) on the assets and liabilities side;
- 2) the statement of comprehensive income for the financial year from January 1, 2023, to December 31, 2023, showing a net profit of PLN 4,350 thousand (four million three hundred and fifty thousand zlotys);
- 3) the statement of changes in equity from January 1, 2023, to December 31, 2023, showing equity as of December 31, 2023, in the amount of PLN 94,341 thousand (ninety-four million three hundred forty-one thousand zlotys);
- 4) the statement of cash flows for the financial year from January 1, 2023, to December 31, 2023, showing a cash balance as of December 31, 2023, of PLN 24,296 thousand (twenty-four million two hundred and ninety-six thousand zlotys);
- 5) explanatory notes to the financial statements.

§ 2

The resolution shall enter into force on the date of 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. 4/06/2024
of June 12, 2024
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 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 395 § 5 of the Commercial Companies Code, to approve the consolidated financial statements of the Medicalgorithmics Capital Group for 2023, prepared in accordance with International Financial Reporting Standards, consisting of:

- 1) the consolidated statement of financial position as of December 31, 2023, showing total assets and liabilities of PLN 121,631 thousand (one hundred and twenty-one million six hundred and thirty-one thousand zlotys);
- 2) the consolidated statement of comprehensive income for the financial year from January 1, 2023, to December 31, 2023, showing a net loss of PLN 578 thousand (five hundred seventy-eight thousand zlotys), including a net loss attributable to shareholders of Medicalgorithmics S.A. of PLN 578 thousand (five hundred seventy-eight thousand zlotys);
- 3) the consolidated statement of changes in equity from January 1, 2023, to December 31, 2023, showing as of December 31, 2023, equity attributable to shareholders of Medicalgorithmics S.A. in the amount of PLN 92,557 thousand (ninety-two million five hundred and fifty-seven thousand zlotys);
- 4) the consolidated statement of cash flows for the financial year from January 1, 2023, to December 31, 2023, showing a cash balance as of December 31, 2023, in the amount of PLN 25,501 thousand (twenty-five million five hundred and one thousand zlotys);

5) explanatory notes to the consolidated financial statements.

§ 2

The resolution shall enter into force on the date of its adoption.

Justification for the resolution:

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

**Resolution No. 5/06/2024
of June 12, 2024
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 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 395 § 2(1) and 395 § 5 of the Code of Commercial Companies 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 on the activities of the Medicalgorithmics Capital Group in 2023.

§ 2

The resolution shall enter into force on the date of 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. 6/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the distribution of profit for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A., pursuant to Article 395 § 2(2) and § 14(6) of the Articles of Association of Medicalgorithmics S.A., having considered the Management Board's proposal on the distribution of profit for 2023, decides that net profit in the amount of PLN 4,350 thousand (four million three hundred and fifty thousand zlotys) for 2023 will be allocated to cover losses from previous years.

§ 2

The resolution shall enter into force on the date of 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 allocate profit for 2023 takes into account the recommendations of the Management Board and the Supervisory Board.

**Resolution No. 7/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of acceptance to Mr. Maciej Gamrot for fulfillment of his duties as a Member of the Management
Board for Finance in 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant a vote of acceptance to Mr. Maciej Gamrot, who served as Member of the Management Board for Finance from January 1, 2023 to December 31, 2023, for the discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 8/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of acceptance to Mr. Jarosław Jerzakowski for fulfillment of his duties as a Member of the
Management Board in 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant a vote of acceptance to Mr. Jarosław Jerzakowski, who served as Member of the Management Board from January 1, 2023 to December 31, 2023, for the discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 9/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of acceptance to Mr. Przemysław Tadla for fulfillment of his duties as a Member of the
Management Board in 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant a vote of acceptance to Mr. Przemysław Tadla, who served as Member of the Management Board from January 1, 2023 to December 31, 2023, for the discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 10/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw**

on granting a vote of approval to Mr. Andrzej Gładysz for fulfillment of his duties as a Member of the Supervisory Board and Chairperson of the Supervisory Board for 2023

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Andrzej Gładysz, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, and serving as Chairman of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 11/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Mr. Michał Wnorowski for fulfillment of his duties as a Member of the Supervisory Board and Vice-Chairman of the Supervisory Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Michał Wnorowski, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, and serving as Vice-Chairman of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 12/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Ms. Anna Sobocka for fulfillment of her duties as a Member of the Supervisory Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Ms. Anna Sobocka, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of her duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 13/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Mr. Sławomir Kościak for fulfillment of his duties as a Member of the Supervisory
Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Sławomir Kościak, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 14/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Mr. Paweł Lewicki for fulfillment of his duties as a Member of the Supervisory
Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Paweł Lewicki, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 15/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Mr. Krzysztof Siemionow for fulfillment of his duties as a Member of the
Supervisory Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. Krzysztof Siemionow, serving as a Member of the Supervisory Board from January 1, 2023 to December 31, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 16/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Mr. David Cash for fulfillment of his duties as a Member of the Supervisory Board
for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Mr. David Cash, serving as a Member of the Supervisory Board from January 1, 2023 to October 10, 2023, a discharge of his duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 17/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on granting a vote of approval to Ms. Iwona Zatorska-Pańtak for fulfillment of her duties as a Member of the
Supervisory Board for 2023**

§ 1

The Ordinary General Meeting of Medicalgorithmics S.A. resolves, pursuant to Article 393(1) and Article 395 § 2(3) of the Code of Commercial Companies and § 14(4) of the Articles of Association of Medicalgorithmics S.A., to grant Ms. Iwona Zatorska-Pańtak, serving as a Member of the Supervisory Board from January 1, 2023 to January 31, 2023, a discharge of her duties during the aforementioned period.

§ 2

The resolution shall enter into force on the date of 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. 18/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the amendment of the Remuneration Policy for Members of the Management Board and Supervisory Board of
Medicalgorithmics S.A.**

The Ordinary General Meeting of Medicalgorithmics S.A., in connection with the adoption on December 19, 2023, of Resolution No. 4/12/2023 of the Extraordinary General Meeting of Medicalgorithmics S.A., with its registered office in Warsaw, on the adoption of a Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Medicalgorithmics S.A., resolves as follows:

§ 1

The General Meeting resolves to amend the adopted Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Medicalgorithmics S.A., which determines the method of remuneration for Members of the Management Board and Members of the Supervisory Board, with the following wording:

1. In §1 (Definitions), after the definition of "Variable Remuneration", the following definition of Remuneration shall be added:

"Remuneration	remuneration means all remuneration received by the Management Board Members from the Medicalgorithmics Group from all legal relationships linking the Management Board Member to the Company or Group companies, including Fixed Remuneration and Variable Remuneration;"
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1. In §4 (Legal basis for remuneration of members of the Management Board), paragraph 10 is added, and it is decided to read as follows:
„10. The principles of remunerating Management Board Members described in the Policy apply accordingly to all Remuneration received by Management Board Members in the Group.”
2. In §16 (Final provisions), it is decided to amend paragraph 8 by making it read as follows:
„16. The Company's Remuneration Policy was adopted by a resolution of the Company's General Meeting of Shareholders on August 12, 2020. The Policy was updated on December 19, 2023, by adopting a new Remuneration Policy, and subsequently amended on June 12, 2024.”

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

The proposed amendments are aimed at harmonizing the rules for remunerating Management Board Members in the Medicalgorithmics Capital Group and removing any doubts as to the extent to which the individual rules apply to the remuneration of Management Board Members in the case of Management Board Members also receiving remuneration from Group companies. In the opinion of the Supervisory Board, the resolution is of a procedural nature.

The draft amendment to the provisions of the Remuneration Policy was prepared by the Nomination and Remuneration Committee of the Supervisory Board, and then submitted to the Supervisory Board for its opinion and the introduction of possible changes. The draft amendments to the Remuneration Policy in the wording proposed in the draft resolution, after giving an opinion and proposing changes, are submitted by the Supervisory Board to the General Meeting.

**Resolution No. 19/06/2024
of June 12, 2024
of the Ordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the amendment of the Incentive Program introduced in the Company**

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**"), resolves as follows:

§ 1

1. The General Meeting of the Company hereby resolves to adopt in the incentive program introduced in the Company (the "**Incentive Program**") a condition subject to the fulfillment of which the acquisition and exercise of the rights from the Warrants by the Eligible Persons shall take place, and therefore it is resolved to add in §3 paragraph 24 and paragraph 25 with the following wording:
 - „24. A given Eligible Person who is a participant in the Incentive Program will be eligible to acquire the Warrants if the participant meets the following conditions in combination: (i) the Loyalty Condition and (ii) subject to the fulfillment of the conditions set forth in paragraphs 13 - 15 above in the form of: Market Condition for a given tranche or Financial Condition for a given tranche, separately defined with respect to the Subscription Warrants of a given series, and (iii) subject to the fulfillment of individual goals, if such goals have been defined for a given participant in the Program by the Board of Directors (with respect to key personnel of the Company) or by the Supervisory Board (with respect to Members of the Company's Management Board), respectively ("**Individual Objectives**").",
 - „25. Each of the Individual Objectives, if specified, shall be accounted for a given stage (series) cumulatively with the same objective for the preceding years in the manner detailed in the Incentive Program Regulations."
2. The General Meeting of the Company hereby resolves to introduce a Reserve Pool I and a Reserve Pool II of Subscription Warrants, in connection with which it is resolved to add in §3 paragraphs 26 and 27 as follows:
 - „26. In the event that not all of the Subscription Warrants for a given stage (series) are allocated in the number of Entitlements granted for a given stage due to failure to achieve the targets provided for a given tranche, such unallocated Warrants from a given 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 Program participants who have not reached the targets provided for the relevant tranche in previous stages."
 - „27. To the reserve pool ("**Reserve Pool II**") are transferred: (a) Subscription Warrants in a number equal to the number of unallocated Entitlements in a given stage (series) due to 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 Board of Directors of the Company, and (b) Subscription Warrants in the number of Warrants offered to a participant in 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 are included in the Eligible List and Participation Agreements are executed with them."
3. The General Meeting of the Company hereby resolves to add in §3 paragraph 6 after the last sentence, a new sentence as follows:

"Participation Agreements will be concluded with Eligible Persons included in 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)."
4. The General Meeting of the Company authorizes the Company's Supervisory Board to establish detailed rules relating to the issuance and exercise of Subscription Warrants and to determine detailed terms, conditions and deadlines for the implementation of the Program to the extent not regulated in this resolution, pursuant to §3 paragraph 20 of the Incentive Program Resolution.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

This Resolution is intended to supplement the provisions of the Incentive Program Resolution by detailing the provisions for granting Entitlements and the rules for their execution. In addition, it introduces an additional condition in the form of (optional) Individual Objectives and the possibility of defining them, respectively, by the Management Board (with respect to key personnel of the Company) or by the Supervisory Board (with respect to Members of the Company's Management Board), upon fulfillment of which, taking into account the other provisions of the Incentive Program Resolution, the acquisition and exercise of rights from the Warrants by Eligible Persons may take place. The above, in the opinion of the Management Board, will enhance the incentive mechanism introduced by the Program. In the opinion of the Company's Management Board, the presented, amended, shape of the Incentive Program coincides with the interests of shareholders and the Company.

The incentive mechanisms in the form of the Incentive Program presented above and the key assumptions of the Incentive Program were approved by the Company's shareholder BioFund Capital Management LLC, which holds 49.99% of the Company's shares, and were also the subject of work within the Company's Nomination and Remuneration Committee and Supervisory Board. The Company's Nomination and Remuneration Committee, within the framework of the Committee's tasks and powers set forth in the Regulations of the Nomination and Remuneration Committee of Medicalgorithmics S.A. adopted by Resolution No. 25 of the Supervisory Board of Medicalgorithmics S.A. dated July 22, 2019, evaluated the draft resolution amending the Resolution of the Incentive Program for Members of the Management Board and key executives, in terms of the convergence of the interests of managers with those of shareholders, and after a positive recommendation was presented to the Company's Supervisory Board. The Supervisory Board gave a positive opinion on the draft resolution in the above form.