

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF  
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR NOVEMBER 3, 2025**

**Resolution No. 1/11/2025  
of November 3, 2025  
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 for the resolution:*

*The resolution is of a procedural nature.*

**Resolution No. 2/11/2025  
of November 3, 2025  
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 determining the number of Members of the Company's Supervisory Board;
6. Adoption of a resolution on appointing a Member of the Company's Supervisory Board;
7. Adoption of a resolution on the termination of the Incentive Program for the financial years 2024 – 2026, repeal of the relevant resolutions of the General Meeting and amendment of the Company's Articles of Association;
8. Adoption of a resolution on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants, excluding in full the pre-emptive rights of shareholders in relation to subscription warrants and shares issued as part of the conditional capital, and amendments to the Articles of Association, dematerialization and applying for admission and introduction of shares issued under the conditional capital to trading on the regulated market operated by the Warsaw Stock Exchange;
9. Decision by the General Meeting on the use of reserve capital;

10. 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. 3/11/2025  
of November 3, 2025  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on determining the number of Members of the Company's Supervisory Board**

§ 1

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 17 section 3 in conjunction with § 17 section 1 of the Company's Articles of Association, the General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw (the "**Company**") sets the number of Members of the Supervisory Board of the Company at 6 (six) persons.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*The indicated item on the agenda and the draft resolution were added at the request of a shareholder of the Company representing at least one-twentieth of the share capital, pursuant to Article 401 §1 of the Commercial Companies Code – Biofund Capital Management LLC.*

**Resolution No. 4/11/2025  
of November 3, 2025  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on appointing a Member of the Company's Supervisory Board**

§ 1

The General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 17 section 2 of the Company's Articles of Association, appoints Mr. Marcin Gołębicki to the Supervisory Board of the Company to perform the function of a Member of the Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification for the resolution:

*The indicated item on the agenda and the draft resolution were added at the request of a shareholder of the Company representing at least one-twentieth of the share capital, pursuant to Article 401 §1 of the Commercial Companies Code – Biofund Capital Management LLC.*

**Resolution No. 5/11/2025  
of November 3, 2025  
of the Extraordinary General Meeting  
Medicalgorithmics S.A. with its registered office in Warsaw  
on the termination of the Incentive Program for the financial years 2024 – 2026,  
repeal of the relevant resolutions of the General Meeting and amendment of the Company's Articles of Association**

§ 1

Considering:

- 1) the loss of the motivational function of the Incentive Program, adopted for implementation in three stages in the financial years 2024 – 2026 (the **"Program"** or, interchangeably, the **"Incentive Program"**), introduced by Resolution No. 5/12/2023 of 19 December 2023 of the Extraordinary General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw (the **"Company"**) on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants with the exclusion of all pre-emptive rights of shareholders in relation to subscription warrants and shares issued as part of the conditional capital, as well as amendments to the Articles of Association, dematerialization and applying for admission and introduction of shares issued under the conditional capital to trading on the regulated market operated by the Warsaw Stock Exchange (**"Program Resolution"**), 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 the amendment of the Incentive Program introduced in the Company and Resolution No. 24/06/2025 of 17 June 2025 of the Ordinary General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw on the amendment of the Incentive Program introduced in the Company and the adoption of the consolidated text of the Incentive Program (collectively referred to as: **"Resolutions"**), resulting from the inability to grant subscription warrants (**"Subscription Warrants"**) in the first stage of the Program, as well as the assessment indicated by the Company's Management Board indicating a limited probability of fulfilling the remaining conditions, the fulfillment of which constitutes the basis for the allocation of Subscription Warrants in individual tranches of the Program, in accordance with the provisions of the Resolutions and the Program rules (the **"Program Rules"**),
- 2) the fact that none of the Entitled Persons who, pursuant to the Resolutions and the Program Rules, were granted Entitlements constituting a conditional right to acquire Subscription Warrants (as defined in the Program Resolutions) were offered or allocated any Subscription Warrants, as well as taking into account the planned implementation of a new incentive program in the Company to replace the Program

The General Meeting of the Company resolves, upon the entry into force of this resolution, to terminate the Program, which will result in the expiry of the Program in its entirety.

§ 2

In connection with the completion of the Program, the General Meeting of the Company hereby resolves to repeal the Resolutions described in § 1 of this resolution.

§ 3

In view of the provisions of § 1 and § 2 of this resolution, the General Meeting of the Company, acting pursuant to Article 430 § 1 of the Commercial Companies Code, hereby resolves to amend the Company's Articles of Association as follows:

- 1) the existing § 5a sec. 1 of the Company's Articles of Association shall read as follows:

„Repealed.”;

- 2) the existing § 5a sec. 2 of the Company's Articles of Association shall read as follows:

„Repealed.”;

3) the existing § 5a sec. 3 of the Company's Articles of Association shall read as follows:

„Repealed.”.

#### § 4

The resolution shall enter into force upon adoption by the General Meeting of the Company of a resolution on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants, excluding in full the pre-emptive rights of shareholders in relation to subscription warrants and shares issued as part of the conditional capital, and amendments to the Articles of Association, dematerialization and applying for admission and introduction of shares issued under the conditional capital to trading on the regulated market operated by the Warsaw Stock Exchange, with the proviso that the legal effect in the form of an amendment to the Company's Articles of Association referred to in § 3 of this resolution shall take effect upon entry of the amendment to the Company's Articles of Association in the register of entrepreneurs by the registry court.

#### Justification for the resolution:

*In order to ensure a sustainable incentive function of the remuneration program in the Company, supporting further growth of the scale of operations and the long-term value of Medicalgorithmics S.A. (the "**Company**") for its shareholders, the Management Board of the Company – in consultation with the Supervisory Board – assessed the current Incentive Program, adopted for implementation in three stages for the financial years 2024 – 2026.*

*As a result of this assessment, the Management Board decided to present to the Extraordinary General Meeting a proposal to adopt a new incentive program. The aim of the proposed changes is to adapt the incentive program to organizational and business changes. In the opinion of the Management Board and the Supervisory Board, the new incentive plan will perform incentive functions to a greater extent and better support business objectives and thus contribute more effectively to the achievement of the overarching goal, which is a long-term increase in the Company's value for its shareholders.*

*The proposed form of resolutions (resolutions No. 5/11/2025 and resolutions No. 6/11/2025), including the key assumptions of the Program, were positively reviewed by the Supervisory Board, following previous positive recommendations of the Nomination and Remuneration Committee of the Company's Supervisory Board.*

#### **Resolution No. 6/11/2025**

**of November 3, 2025**

**of the Extraordinary General Meeting**

**Medicalgorithmics S.A. with its registered office in Warsaw**

**on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants, excluding in full the pre-emptive rights of shareholders in relation to subscription warrants and shares issued as part of the conditional capital, and amendments to the Articles of Association, dematerialization and applying for admission and introduction of shares issued under the conditional capital to trading on the regulated market operated by the Warsaw Stock Exchange**

Acting pursuant to Article 393 point 5, Article 430 § 1, Article 433 § 2, Article 448 and Article 453 § 2 of the Commercial Companies Code, Article 5 of the Act of 29 July 2005 on Trading in Financial Instruments (the "**Trading Act**") and § 14 point 14 of the Company's Articles of Association, the Extraordinary General Meeting of the Company hereby resolves as follows:

#### § 1

1. It is hereby resolved to introduce an incentive program in the Company for Entitled Persons as defined below, which will be implemented in accordance with the provisions of this resolution (the "**Incentive Program**").
2. In order to implement the Incentive Program, the Company's share capital shall be conditionally increased by an amount not exceeding PLN 29,858.40 (twenty-nine thousand eight hundred and fifty-eight zlotys and forty groszy) through the issue of:

- a) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) ordinary bearer shares of series M with a nominal value of PLN 0.10 (ten groszy) 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 groszy) each ("**Series N Shares**");
  - c) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) ordinary bearer shares of series O with a nominal value of PLN 0.10 (ten groszy) 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 collectively referred to as the "**Shares**") to Entitled Persons who are holders of Subscription Warrants to be issued pursuant to this resolution.
  4. The right to acquire Shares may be exercised by Entitled Persons who are holders of Subscription Warrants, in accordance with the rules set out in this resolution and in the Incentive Program rules adopted by the Company's Supervisory Board (the "**Program Rules**").
  5. The right to acquire Shares may be exercised no later than 31 December 2030.
  6. The issue price of the Shares (the "**Issue Price**") is set at PLN 26.72 (twenty-six zlotys and seventy-two groszy).
  7. The Shares shall participate in dividends on the following terms:
    - a) Shares registered for the first time in a securities account or collective account in a given financial year, no later than the dividend date set by the Company's General Meeting, inclusive, shall participate in the distribution of profit starting from the first day of the financial year preceding the financial year in which the Shares were registered in the securities account or collective account;
    - b) Shares registered for the first time in a securities account or collective account in a given financial year, after the dividend date set by the Company's General Meeting, shall participate in the distribution of profit from the first day of the financial year in which the Shares were registered in the securities account or collective account.
  8. In the interest of the Company, the pre-emptive rights of the Company's shareholders to the Shares shall be excluded in their entirety. A written opinion of the Company's Management Board justifying the reasons for excluding the pre-emptive rights of the existing shareholders to the Shares and the proposed issue price of the Shares is attached 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 the preparation and publication of a prospectus in accordance with the exceptions to its preparation specified in Article 1 section 4 letter b) and i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council (EU) 2017/1129 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC. The Management Board of the Company is hereby obliged and authorized to take all necessary legal and factual steps related to the admission and introduction of the Shares to trading on the regulated market operated by the Warsaw Stock Exchange ("Giełda Papierów Wartościowych w Warszawie S.A.") ("**WSE**") in accordance with this resolution.
2. The Shares will be dematerialized within the meaning of the Trading Act. The Management Board of the Company is authorized to conclude an appropriate agreement with National Depository for Securities ("Krajowy Depozyt Papierów Wartościowych S.A.") for the registration of Subscription Warrants and Shares in the securities depository maintained by National Depository for Securities, as well as to take all other necessary steps 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 conditions of this resolution, no more than the following shall be issued:

- 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 referred to as "**Subscription Warrants**") shall be dematerialized. The Company's Management Board is permitted and authorized to enter into an agreement with the issue sponsor indicated by the Company's Management Board if this 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 transfer to the Company) but are inheritable.
  5. The right to acquire Subscription Warrants (hereinafter also referred to as the "**Entitlement**") shall 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 (hereinafter referred to as the "**Key Personnel of the Company**"). Entitled Persons who are "Members of the Company's Management Board" within the meaning of this resolution are persons performing functions on the Company's Management Board who have not reached or exceeded 5% (five percent) of the total number of votes in the Company on the basis of a transaction carried out on their own account or on the account of a third party, directly or indirectly, concerning the Company's shares, as well as in relation to whom persons closely associated with them within the meaning of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, have not reached or exceeded the indicated threshold of the total number of votes in the Company. Entitled Persons who are "Key Personnel of the Company" mean 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 whose activities contribute to the development of the Company.
  6. The number of Entitled Persons shall not exceed 149 (one hundred and forty-nine) persons.
  7. Entitlements under the Incentive Program shall be granted in three separate stages in the financial years 2025 – 2027. Based on the granted Entitlements, the Entitled Persons will obtain a conditional right to acquire Subscription Warrants, which will entitle them to acquire the Company's Shares after a two-year vesting period (the "**Vesting Period**") on the terms and conditions set out in this resolution and the Program Rules, and provided that the Entitled Person remains in a legal or organizational relationship with the Company or its subsidiary continuously throughout the Vesting Period from the moment of granting the Subscription Warrants ("**Loyalty Condition**").
  8. The Company's Supervisory Board shall approve the number of Subscription Warrants to be acquired by a given Entitled Person, whereby Members of the Company's Management Board may acquire no more than 50% (fifty percent) of all Subscription Warrants of each series. The number of Subscription Warrants to be acquired by a single Entitled Person may not exceed 20% (twenty percent) of each series. An Entitled Person will be able to acquire Subscription Warrants and exercise the rights attached to Subscription Warrants by acquiring Shares only if the Loyalty Condition is met, i.e. provided that the Entitled Person remains in a legal relationship with the Company or its subsidiary (i.e. with regard to Key Personnel of the Company: will be an employee or associate of the Company or a subsidiary of the Company – hereinafter referred to as "**Legal Relationship**") or will remain in an organizational relationship with the Company (i.e. with regard to Members of the Company's Management Board: will perform a function in the Company's Management Board – hereinafter referred to as "**Organizational Relationship**") continuously throughout the Vesting Period from the moment of granting Subscription Warrants to it, for a period not shorter than until: (i) 1 July 2028 for Series A Subscription Warrants, (ii) 1 July 2029 for Series B Subscription Warrants, (iii) 1 July 2030 with respect to Series C Subscription Warrants.



9. The basis for each Entitled Person's participation in the Incentive Program will be an appropriate agreement concluded with the Company for participation in this program (the "**Participation Agreement**"). Participation Agreements with Entitled Persons who are Members of the Management Board shall be concluded on behalf of the Company by the Supervisory Board. Participation Agreements shall be concluded with Entitled Persons entered on the list of persons entitled to participate in the Incentive Program (the "**List of Entitled Persons**") drawn up separately for each stage (series). Persons entered on the List of Entitled Persons may be assigned to participate in a given stage of the Program or in a given stage and the next stage (or stages). The conclusion of a Participation Agreement in the Incentive Program by an Entitled Person replaces participation in the incentive program for the financial years 2024 – 2026, adopted by Resolution No. 5/12/2023 of 19 December 2023 Extraordinary General Meeting of the Company on the introduction of an Incentive Program in the Company, amended by Resolution No. 19/06/2024 of 12 June 2024 of the Ordinary General Meeting of the Company on the amendment of the Incentive Program introduced in the Company and Resolution No. 24/06/2025 of 17 June 2025 of the Ordinary General Meeting of the Company on the amendment of the Incentive Program introduced in the Company and the adoption of the consolidated text of the Incentive Program.
10. The Loyalty Condition shall also be deemed to have been met in relation to an Entitled Person who, despite not being in a Legal Relationship with the Company or its subsidiary or in an Organizational Relationship with the Company continuously throughout the Vesting Period from the moment of being granted Subscription Warrants, meets at least one of the following conditions:
  - a) ceased to be in such a relationship with the Company or its subsidiary within 3 (three) months prior to the closing of a transaction meeting the definition of a Change of Control referred to in section 26 below, provided that the termination of such Legal Relationship or Organizational Relationship, respectively, occurred for reasons other than those attributable to the Entitled Person;
  - b) as well as in cases of: (i) termination of such Legal Relationship or Organizational Relationship, respectively, for reasons other than those 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 Entitled Person's heirs shall acquire the right to Shares in the amount of Subscription Warrants held, in proportion to the number of months during which the Entitled Person remained in the Legal Relationship or, respectively, the Organizational Relationship with the Company or its subsidiary in a given year.
11. Detailed rules for the exercise of Entitlements and fulfilment of the Loyalty Condition by the Entitled Person will be included in the Program Rules adopted by the Company's Supervisory Board. The Program Rules will also specify the detailed conditions for acquiring Shares as a result of the exercise of rights under Subscription Warrants by the Entitled Persons and indicate the cases in which the Entitlements expire. The Rules may provide, in particular, that the Entitlements shall expire in the event of termination or cancellation of the Legal Relationship between the Entitled Person and the Company or its subsidiary, in the event of a serious breach of the Entitled Person's fundamental obligations, grossly improper performance or non-performance of obligations by the Entitled Person, the Entitled Person taking actions contrary to the interests of the Company or its subsidiary, in the event of the exercise of Entitlements, as well as in the event of the termination of the Program, and may also specify cases of termination of the Legal Relationship or, respectively, the Organizational Relationship between the Entitled Person and the Company or its subsidiary for reasons attributable to the Entitled Person.
12. Each Series A Subscription Warrant shall entitle its holder, under the terms and conditions set forth in this resolution, to subscribe for 1 (one) Series M Share at the Issue Price, no earlier than 1 July 2028 and no later than 31 December 2030.
13. Each Series B Subscription Warrant shall entitle its holder, under the terms and conditions set forth in this resolution, to subscribe for 1 (one) Series N Share at the Issue Price, no earlier than 1 July 2029 and no later than 31 December 2030.
14. Each Series C Subscription Warrant shall entitle its holder, under the terms and conditions set forth in this resolution, to subscribe for 1 (one) Series O Share at the Issue Price, no earlier than 1 July 2030 and no later than 31 December 2030.
15. The Supervisory Board of the Company is authorized to offer Subscription Warrants to Entitled Persons who are Members of the Management Board of the Company, and the Management Board of the Company, with the prior consent of the Supervisory Board, is authorized to offer Subscription Warrants to other Entitled Persons on the terms and conditions set out in this resolution and in the Program Rules (including to carry out the dematerialization of Subscription Warrants).

16. Subject to the other provisions of this resolution, the acquisition and exercise of rights under the Subscription Warrants by the Entitled Persons may take place on the terms and subject to the conditions set out in: (i) this resolution (including, in particular, in sections 17 – 19 below, with regard to Subscription Warrants of a given series), and (ii) the Program Rules.
17. Series A Subscription Warrants may be acquired by Entitled Persons under the following conditions:
  - (i) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series A Subscription Warrants (50% of Series A) the Company's return on equity in 2025 reaching a level 10 (ten) percentage points higher than the percentage change in the sWIG80 Total Return index in 2025 ("**Market Condition A**");
  - (ii) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series A Subscription Warrants (50% of Series A) the Company's Capital Group achieving Net Sales Revenue of not less than PLN 55,000,000.00 (fifty-five million zlotys) for the financial year ending on 31 December 2025 ("**Financial Condition A**").
18. Series B Subscription Warrants may be acquired by Entitled Persons under the following conditions:
  - (i) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series B Subscription Warrants (50% of Series B), the Company's return on equity in 2026 reaches a level 10 (ten) percentage points higher than the percentage change in the sWIG80 Total Return index in 2026 ("**Market Condition B**");
  - (ii) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series B Subscription Warrants (50% of Series B) the Company's Capital Group achieving Net Sales Revenue of not less than PLN 60,000,000.00 (sixty million zlotys) for the financial year ending on 31 December 2026 ("**Financial Condition B**").
19. Series C Subscription Warrants may be acquired by Entitled Persons under the following conditions:
  - (i) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series C Subscription Warrants (50% of Series C) the Company's return on equity in 2027 reaching a level 10 (ten) percentage points higher than the percentage change in the sWIG80 Total Return index in 2027 ("**Market Condition C**");
  - (ii) with regard to 49,764 (forty-nine thousand seven hundred and sixty-four) Series C Subscription Warrants (50% of Series C) the Company's Capital Group achieving Net Sales Revenue of not less than PLN 75,000,000.00 (seventy-five million zlotys) for the financial year ending on 31 December 2027 ("**Financial Condition C**").
20. Net Sales Revenue referred to above shall be understood as the Company Capital Group's revenue from the provision of medical services, subscription revenue, revenue from data processing services, other IT services, including integration, licensing of software rights, and revenue from the sale of medical devices, and other revenues generated together with the above-mentioned revenues or revenues generated from contractors from whom the above-mentioned revenues originate, as 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 Company's General Meeting.
21. The Company's share return ratio and the sWIG80 Total Return change ratio referred to above are understood as the quotient of the average price of the Company's shares (closing price) on the regulated market operated by the Warsaw Stock Exchange in a given period, increased by the value of dividends paid by the Company per share, or, respectively, the arithmetic mean of the sWIG80 Total Return in the same period, and the analogous ratio (i.e. the average price of the Company's shares (closing price) on the regulated market operated by the Warsaw Stock Exchange, increased by the value of dividends paid by the Company per share of the Company or, respectively, the arithmetic mean values of sWIG80 Total Return in the same period) in the previous year.
22. If each of the targets described in Financial Conditions A, B and C referred to above in sections 17(ii), 18(ii) and 19(ii) is achieved by at least 85% (eighty-five percent), the Subscription Warrants in these tranches will be allocated. The number of Subscription Warrants allocated in a given tranche will be reduced by applying a linear reduction, assuming that upon achievement of the target at 85% (eighty-five percent), 0 Subscription Warrants will be allocated, and upon achievement of the target at 100% (one hundred percent) or more, the full pool of Subscription Warrants will be allocated.
23. Each of the targets referred to in sections 17(i), 17(ii), 18(i), 18(ii), 19(i) and 19(ii), above shall be settled cumulatively, together with the same condition for the preceding years. If a given target is exceeded in a given year, the surplus shall be credited against any shortfall in the achievement of that target in previous years, if any, and the surplus from the achievement of the target in



previous years shall be credited against any shortfall in one of the following years. As a result of such settlement, differences in the achievement of a given target in a given year will be settled together with previous years in a given category and will also result in the right to acquire Subscription Warrants of previous series, by taking into account the surplus in the achievement of the target in the settlements concerning the acquisition of Subscription Warrants of the previous series, and surpluses from previous years will result in the right to acquire warrants from subsequent years.

24. The Supervisory Board of the Company is authorized to:
  - (i) establishing detailed rules relating to the issue and exercise of Subscription Warrants,
  - (ii) adopting the Program Rules, specifying detailed rules, conditions, procedures, and deadlines for the implementation of the Program in matters not covered by 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, as well as the terms and conditions of allocation and the procedure for exercising and enforcing the rights attached to the Subscription Warrants, including the time frames during which Entitled Persons will be able to exercise the rights attached to the Subscription Warrants related to the dematerialization of the Subscription Warrants and Shares,
  - (iv) determining the content of the Participation Agreement,
  - (v) determining the grounds for expiry of rights under Subscription Warrants.
25. In the interest of the Company, the pre-emptive rights to Subscription Warrants vested in the existing shareholders of the Company shall be excluded in their entirety. A written opinion of the Management Board of the Company justifying the reasons for the exclusion of pre-emptive rights is attached to this Resolution.
26. The **"Change of Control Date"** shall be defined as the date on which one of the shareholders or a group of shareholders acting in concert exceeds 50% (fifty percent) of the total number of shares issued by the Company, or the date on which the General Meeting of Shareholders of the Company adopts a resolution to delist the shares from trading on a regulated market (**"Delisting Resolution"**).
27. In the event of a Change of Control:
  - a) on the Change of Control Date, the Entitled Persons shall be entitled to acquire all previously unacquired Subscription Warrants, regardless of whether the targets referred to in sections 17(i), 17(ii), 18(i), 18(ii), 19(i) and 19(ii) above have been achieved,
  - b) on the Change of Control Date, the Entitled Persons shall be entitled to exercise all Subscription Warrants granted to them,
  - c) Entitled Persons who ceased to remain in a Legal Relationship or, respectively, in an Organizational Relationship with the Company or its subsidiary for reasons other than those attributable to the Entitled Persons within three months prior to the Change of Control Date, in accordance with the provisions of section 10 letter a) above, shall be entitled to acquire all previously unacquired Subscription Warrants regardless of whether the targets have been achieved and shall be entitled to exercise all Subscription Warrants granted to them as if this circumstance had not occurred.
28. An Entitled Person participating in the Incentive Program will be able to acquire Subscription Warrants if the participant meets all of the following conditions: (i) the Loyalty Condition and (ii) the conditions specified in sections 17 – 19 above in the form of: the Market Condition for a given tranche or the Financial Condition for a given tranche, specified separately in relation to Subscription Warrants of a given series, and (iii) subject to the achievement of individual targets, if such targets have been set for a given participant in the Program by the Management Board (with regard to Key Personnel of the Company) or by the Supervisory Board (with regard to Members of the Management Board of the Company) (**"Individual Targets"**).
29. Each Individual Target, if specified, shall be settled for a given stage (series) cumulatively, together with the same target for the preceding years, in the manner described in detail in the Program Rules.
30. If not all Subscription Warrants for a given stage (series) are allocated in the number of Entitlements granted for that stage due to failure to achieve the targets set for a given tranche, such unallocated Warrants from that tranche shall be transferred to the

reserve pool ("**Reserve Pool I**"). The Company will offer Subscription Warrants from Reserve Pool I for subscription in subsequent stages to Program participants who did not achieve the targets set for a given tranche in previous stages.

31. The following shall be transferred to the reserve pool ("**Reserve Pool II**"):
- (a) Subscription Warrants in a number equal to the number of Entitlements not granted in a given stage (series) due to the retention of the pool of Entitlements (and the corresponding pool of Warrants) for employees and 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) Subscription Warrants in the number offered to the participant of the Program and not taken up by the participant of the Warrants. The Company may grant Warrants from Reserve Pool II in subsequent stages (or, respectively, in the last stage of the Program until the pool is exhausted) to the persons referred to in the preceding sentence, after entering them on the List of Entitled Persons and concluding Participation Agreements with them.

#### § 4

In connection with the provisions of § 1 of this resolution, the Company's Articles of Association shall be amended in such a way that new sections 4 – 6 shall be added to § 5a of the Company's Articles of Association, reading as follows:

"4. The nominal value of the conditional increase in the Company's share capital created for the purposes of implementing the Incentive Program adopted on the basis of Resolution No. 6/11/2025 of November 3, 2025 of the Extraordinary General Meeting of the Company on the introduction of the Incentive Program for the financial years 2025 – 2027, together with any subsequent amendments to this resolution (the "**Program Resolution**"), shall not exceed PLN 29,858.40 (twenty-nine thousand eight hundred and fifty-eight zlotys and forty groszy) and shall be divided into:

- 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 groszy) each ("**Series M Shares**");
- b) no more than 99,528 (ninety-nine thousand five hundred and twenty-eight) series N ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) 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 groszy) each ("**Series O Shares**").

5. The purpose of the conditional increase in share capital is:

- a) granting the right to acquire Series M Shares to holders of Series A Subscription Warrants issued by the Company pursuant to the Program Resolution,
- b) granting the right to acquire Series N Shares to holders of Series B Subscription Warrants issued by the Company pursuant to the Program Resolution,
- c) granting the right to acquire Series O Shares to holders of Series C Subscription Warrants issued by the Company pursuant to the Program Resolution.

6. The right to acquire Series M Shares, Series N Shares and Series O Shares may be exercised until 31 December 2030."

#### § 5

The resolution shall enter into force on the date of its adoption, with the proviso that the legal effect in the form of an amendment to the Company's Articles of Association referred to in § 4 of this resolution shall take effect upon the entry of the amendment to the Company's Articles of Association in the register of entrepreneurs by the registry court.

**To Item 8 of the agenda:**

**Opinion of the Management Board  
of Medicalgorithmics Spółka Akcyjna  
with its registered office in Warsaw  
of October 6, 2025**

**regarding: justification for depriving shareholders of all pre-emptive rights in relation to subscription warrants and shares issued as part of conditional capital**

Pursuant to Article 433 § 2 of the Commercial Companies Code Act of 15 September 2000 (the “CCC”), the Management Board of Medicalgorithmics Spółka Akcyjna with its registered office in Warsaw (the “**Company**”) adopted this opinion on October 6, 2025 in connection with the planned adoption by the Extraordinary General Meeting of a resolution on the introduction of an Incentive Program in the Company, a conditional increase in the Company's share capital and the issue of subscription warrants with the exclusion of all pre-emptive rights of shareholders in relation to subscription warrants and shares issued as part of the conditional capital, as well as amendments to the Articles of Association, dematerialization and applying for admission and introduction of shares issued under the conditional capital to trading on the regulated market operated by the Warsaw Stock Exchange (“**Resolution**”).

**1. Deprivation of existing shareholders' pre-emptive rights in relation to subscription warrants**

The issue of subscription warrants entitling the holders to acquire Series M, N and O Shares is addressed to the Members of the Management Board, key employees and associates of the Company who are most important for the Company's development, as part of the planned incentive program (the “**Incentive Program**”).

The Company's intention is to create incentives for key management personnel to effectively undertake efforts aimed at further developing the Company, pursuing the interests of shareholders by increasing the value of the Company and increasing the net asset value of the Company and its subsidiaries. Consequently, depriving existing shareholders of all pre-emptive rights in relation to subscription warrants is in the Company's interest and serves to achieve the Company's strategic objectives.

**2. The issue price of Series M, N and O Shares**

The issue price of the Shares (the “**Issue Price**”) is set at PLN 26.72 (twenty-six zlotys and seventy-two groszy).

*Justification for the resolution:*

*In order to ensure a sustainable incentive function of the remuneration program in the Company, supporting further growth of the scale of operations and the long-term value of Medicalgorithmics S.A. (the “**Company**”) for its shareholders, the Management Board of the Company – in consultation with the Supervisory Board – assessed the current Incentive Program, adopted for implementation in three stages for the financial years 2024 – 2026.*

*As a result of this assessment, the Management Board decided to present to the Extraordinary General Meeting a proposal to adopt a new incentive program. The aim of the proposed changes is to adapt the incentive program to organizational and business changes. In the opinion of the Management Board and the Supervisory Board, the new incentive plan will perform incentive functions to a greater extent and better support business objectives and thus contribute more effectively to the achievement of the overarching goal, which is a long-term increase in the Company's value for its shareholders.*

*The proposed form of resolutions (resolutions No. 5/11/2025 and resolutions No. 6/11/2025), including the key assumptions of the Program, were positively reviewed by the Supervisory Board, following previous positive recommendations of the Nomination and Remuneration Committee of the Company's Supervisory Board.*