

## **ANNOUNCEMENT OF THE MANAGEMENT BOARD OF MEDICALGORITHMICS S.A. ON CONVENING THE ORDINARY GENERAL MEETING**

The Management Board of Medicalgorithmics S.A. with its registered office in Warsaw, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register under KRS number: 0000372848, NIP: 5213361457, REGON: 140186973, with share capital in the amount of: PLN 995,276.90, paid in full ("**Company**"), acting pursuant to Article 399 § 1 and Article 398 of the Commercial Companies Code, and pursuant to § 11 section 1 of the Company's Articles of Association, hereby convenes the Ordinary General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw.

At the same time, pursuant to art. 402<sup>2</sup> of the Commercial Companies Code, the Management Board of the Company informs:

### **I. DATE, TIME AND PLACE OF THE GENERAL MEETING AND A DETAILED AGENDA**

The Ordinary General Meeting of Medicalgorithmics S.A. with its registered office in Warsaw will be held on June 30, 2023, at 2.00 p.m. at the Company's registered office – in office premises at Al. Jerozolimskie 81, 02-001 Warsaw, on the 18th floor of the Central Tower building in Warsaw.

The detailed agenda of the Annual General Meeting includes:

1. Opening the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Confirmation that the General Meeting has been properly 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 2022, the consolidated financial statements of the Medicalgorithmics Capital Group for 2022, the Management Board's report on the activities of Medicalgorithmics S.A. and on the activities of the Medicalgorithmics Capital Group in 2022 and the Management Board's recommendations regarding the coverage of loss for 2022;
6. Consideration of the report of the Supervisory Board of Medicalgorithmics S.A. for 2022 together with the report on the results of the assessment of the financial statements of Medicalgorithmics S.A. for 2022, the consolidated financial statements of the Medicalgorithmics Capital Group for 2022 and the Management Board's report on the activities of Medicalgorithmics S.A. and on the activities of the Medicalgorithmics Capital Group in 2022, as well as consideration of the resolution of the Supervisory Board of Medicalgorithmics S.A. regarding the opinion on the Management Board's recommendation regarding the coverage of the loss for 2022;
7. Adoption of a resolution approving the financial statements of Medicalgorithmics S.A. for 2022;
8. Adoption of a resolution approving the consolidated financial statements of the Medicalgorithmics Capital Group for 2022;
9. Adoption of a resolution approving the Management Board's report on the activities of Medicalgorithmics S.A. and on the activities of the Medicalgorithmics Capital Group in 2022;
10. Adoption of a resolution on the coverage of loss for 2022;
11. Adoption of resolutions on granting discharge to individual members of the Management Board of Medicalgorithmics S.A. for 2022;
12. Adoption of resolutions on granting discharge to individual members of the Supervisory Board of Medicalgorithmics S.A. for the year 2022;
13. Discussion on the Report of the Supervisory Board of Medicalgorithmics S.A. on the remuneration of members of the Management Board and Supervisory Board for 2022;
14. Changes in the composition of the Supervisory Board;
15. Determination of the number of members of the Company's Supervisory Board;
16. Closing of the General Meeting.

### **II. REGISTRATION DATE OF PARTICIPATION IN GENERAL MEETING AND INFORMATION ON THE RIGHT TO PARTICIPATE IN GENERAL MEETING**

Pursuant to Article 406<sup>1</sup> § 1 of the CCC, General Meeting participation registration date is **14 June 2023**, i.e., sixteen days before the General Meeting date. The right to participate in the General Meeting and to exercise the voting right only applies to persons who are Shareholders of the Company on the date of registering their participation in the General Meeting, i.e., **14 June 2023**.

A Shareholder, in order to participate in the General Meeting, should demand – no earlier than after the announcement on convening the General Meeting and no later than on the first working day after the registration day, i.e. **no later than on 15 June 2023** – that the entity which maintains the securities account issue a personal certificate of entitlement to attend the General Meeting.

The certificate should contain all the information referred to in Article 406<sup>3</sup> § 3 of the CCC, namely:

- 1) the company (name), registered office, address and stamp of the issuing entity and the number of the certificate;
- 2) the number of shares;
- 3) the type and code of shares;
- 4) the company (name), registered office and address of the public company that issued shares;
- 5) the nominal value of shares;
- 6) the first name and surname or company (name) of the entity entitled on account of shares;
- 7) the registered office (place of residence) and the address of the entity entitled on account of shares;
- 8) the purpose of issuing the certificate;
- 9) the date and place of issuing the certificate;
- 10) the signature of the person authorized to issue the certificate.

The Management Board of the Company shall determine the list of Shareholders entitled to attend the General Meeting in particular based on a list drawn up by Krajowy Depozyt Papierów Wartościowych S.A. in accordance with the regulations of the Act on trading in financial instruments.

A Shareholder of the Company may transfer shares in the period between the date of registration for participation in the General Meeting and the date of completion of the General Meeting.

A Shareholder at the General Meeting (a natural person) should have a document confirming their identity. A Shareholder, who is not a natural person, may participate in the General Meeting and exercise the voting right via a person entitled to make declarations of intent on their behalf in keeping with the principles of representation or by proxy. The right to represent a Shareholder who is not a natural person should result from the extract from the relevant register for the Shareholder presented at the time of drawing up the attendance list (submitted as an original or copy certified to be true to the original by a notary), or a power of attorney or a series of powers of attorney and an excerpt from the relevant register. Persons representing Shareholders who are not natural persons should have a document confirming their identity at the General Meeting.

Persons entitled to participate in the General Meeting are requested to register and collect voting cards or devices directly in front of the meeting hall 20 minutes before the start of the meeting.

### **III. PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS**

#### **1. Information on a Shareholder's entitlement to demand specific matters to be included on the General Meeting agenda**

A Shareholder or Shareholders representing at least 1/20 of the Company's share capital is/are entitled to demand that specific items be placed on the agenda of the General Meeting. A Shareholder's or Shareholders' demand should be submitted to the Management Board of the Company no later than 21 days before the date of the General Meeting, i.e., **no later than by 9 June 2023**. The demand should include a justification or a draft resolution regarding to the proposed item on the agenda. The demand may be submitted in writing (i.e. delivered personally subject to a submission receipt or sent to the

Company with confirmation of sending and receipt) to the following address: Medicalgorithmics S.A., Al. Jerozolimskie 81, 02-001 Warsaw or in an electronic format (e-mail) by sending an electronic message to the following e-mail address: [finance@medicalgorithmics.com](mailto:finance@medicalgorithmics.com). The submission date of the above demand shall be the date of its receipt by the Company, and if the electronic form is used, the date the demand enters the Company's electronic mail system (is received by the Company's e-mail server).

The above demand may be submitted via a correctly completed and signed form, entitled "Request to add a matter to the agenda of the AGM of Medicalgorithmics S.A." found on the Company's website in Polish in the following section: Inwestorzy/Lad korporacyjny/Walne Zgromadzenie, whereas if the electronic form is used, it is required to send the form and all attached documents as scanned appendices in PDF format. A Shareholder or Shareholders demanding that specific items be placed on the agenda must present, together with the demand, documents confirming their identity and authorization to demand that specific items be placed on the agenda of the General Meeting, in particular:

- 1) a deposit certificate issued by the entity which maintains the securities account in accordance with the provisions of the Act on trading in financial instruments, confirming that its addressee is a Shareholder of the Company and holds the appropriate number of shares as on the day of submitting the demand;
- 2) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or other official document confirming identity;
- 3) in the case of a Shareholder other than a natural person – a copy of a current excerpt from the relevant register or another document confirming authorization to represent the Shareholder;
- 4) for submission of the demand by proxy – a copy of the power of attorney signed by the Shareholder or persons authorized to represent the Shareholder and a copy of the identity card, passport or another official document confirming the identity of the proxy, or if the proxy is other than a natural person – copy of an excerpt from the relevant register confirming the authorization of the natural person (natural persons) to act on behalf of the proxy and a copy of the identity card or passport or another official document confirming the identity of the natural person (natural persons) authorized to act on behalf of the proxy.

The obligation to attach the documents referred to above applies to Shareholders making the demand both in written and electronic form. Documents should be attached in the form appropriate for the demand (a paper document or a scan thereof and in PDF format). The Company can take appropriate action to identify a Shareholder or Shareholders and verify the validity of the documents sent.

The Management Board of the Company shall, without delay, and no later than eighteen days before the date of the General Meeting, i.e., **no later than 12 June 2023**, announce changes to the agenda made at the request of the Shareholder or Shareholders. The new agenda shall be announced in a manner correct for the convening of the General Meeting.

## **2. Information on a Shareholder's entitlement to submit draft resolutions concerning matters on the agenda of the General Meeting or matters to be included on the agenda before the General Meeting date**

The Shareholder or Shareholders of the Company representing at least 1/20 of the share capital may, before the date of the General Meeting, submit to the Company in writing (i.e. deliver personally subject to a submission receipt or send to the Company with confirmation of sending and receipt) to the following address: Medicalgorithmics S.A., Al. Jerozolimskie 81, 02-001 Warsaw or in an electronic format (e-mail) by sending a message to the following e-mail address: [finance@medicalgorithmics.com](mailto:finance@medicalgorithmics.com) – draft resolutions regarding issues added to the agenda of the General Meeting or matters to be added to the agenda.

The appropriate date of receipt of the request referred to above is evidenced by the date of delivery of the request to the above-mentioned address of the Company. In the case of submitting the above-mentioned requests in electronic form, the

correct date of receipt is confirmed by the date of placing the request in the Company's e-mail system (the date of receipt of the incoming e-mail server of the Company).

A Shareholder may submit draft resolutions via a correctly completed and signed form entitled "Submission of a draft resolution pertaining to a matter added to the agenda of the General Meeting of Medicalgorithmics S.A." found on the Company's website in Polish in the following section: Inwestorzy/Ład korporacyjny/Walne Zgromadzenie, whereas if electronic means of communication are used, it is required to send the form and all attached documents as scanned appendices in PDF format. A Shareholder or Shareholders putting forward draft resolutions concerning items placed on the agenda of the General Meeting or items which are to be added to the agenda before the General Meeting date must present, together with the request, documents confirming their identity and entitlement to put forward draft resolutions, and in particular:

- 1) a deposit certificate issued by the entity which maintains the securities account in accordance with the provisions of the Act on trading in financial instruments, confirming that its addressee is a Shareholder of the Company and holds the appropriate number of shares as on the day of submitting the demand;
- 2) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or other official document confirming identity;
- 3) in the case of a Shareholder other than a natural person – a copy of a current excerpt from the relevant register or another document confirming authorization to represent the Shareholder;
- 4) for submission of the demand by proxy – a copy of the power of attorney signed by the Shareholder or persons authorized to represent the Shareholder and a copy of the identity card, passport or another official document confirming the identity of the proxy, or if the proxy is other than a natural person – copy of an excerpt from the relevant register confirming the authorization of the natural person (natural persons) to act on behalf of the proxy and a copy of the identity card or passport or another official document confirming the identity of the natural person (natural persons) authorized to act on behalf of the proxy.

The obligation to attach the documents referred to above applies to the Shareholders submitting the request in both written and electronic form. The documents should be attached in the form appropriate to the form of the request (a paper document or its scan in PDF format). The Company may take appropriate actions to identify the Shareholder or Shareholders and verify the documents sent.

Any risk related to the use by the Shareholder of devices for sending messages via e-mail rests with the Shareholder.

### **3. Information on a Shareholder's entitlement to submit draft resolutions concerning matters on the agenda during the General Meeting**

During the General Meeting each Shareholder can submit draft resolutions concerning matters from the agenda.

### **4. Information on the manner for exercising voting rights by proxy and in particular on the forms used during voting by proxy and the manner for informing the Company using means of electronic communication on establishing a proxy**

Shareholders can participate in the General Meeting and exercise the voting right in person or by proxy. A Proxy at the General Meeting should have a document confirming their identity. A Proxy, who is not a natural person, may participate in the General Meeting and shall exercise the voting right via a person entitled to make declarations of intent on its behalf or by proxy. The right to represent a Proxy who is not a natural person should result from the extract from the relevant register for the shareholder presented at the time of drawing up the attendance list (submitted as an original or copy certified to be true to the original by a notary), or a series of powers of attorney and an excerpt from an appropriate register.

A person granting a power of attorney on behalf of a Shareholder other than a natural person should be disclosed in the current extract from the register appropriate for the given Shareholder, or its appointment as a representative of a non-natural person Shareholder should result from a resolution of a competent corporate body of that Shareholder authorizing him or her to act. The said resolution should be presented as an original or as a copy certified to be a true copy of the original by a notary.

A proxy exercises all the powers of a Shareholder at the General Meeting, unless the power of attorney states otherwise. A proxy can grant a further power of attorney if his or her power of attorney allows it. A proxy can represent more than one Shareholder and vote differently under the shares of each Shareholder.

A Shareholder of the Company holding shares recorded on more than one securities account can appoint separate proxies to exercise rights attached to the shares on each of those accounts.

If a proxy of a Shareholder at the General Meeting is a member of the Management Board, a member of the Supervisory Board or an employee of the Company or a member of the corporate bodies or an employee of a subsidiary of the Company, the power of attorney granted to him or her can entitle him or her to represent the Shareholder only at one General Meeting. The proxy is obliged to disclose to the Shareholder any circumstances indicating the existence or possibility of the existence of a conflict of interests. Granting a further power of attorney is excluded in that event.

The power of attorney to participate in the General Meeting and to exercise voting rights must be made in writing or in an electronic format. Granting a power of attorney in electronic form does not require a secure electronic signature verified with the aid of a valid qualified certificate.

A power of attorney drawn up in a foreign language, except English, should be translated into Polish by a sworn translator. A power of attorney not translated by a sworn translator into Polish shall not have a legal effect.

A form containing a sample power of attorney, entitled "Power of attorney for the General Meeting of Medicalgorithmics S.A." shall be published on the Company's website in Polish in the following section: Inwestorzy/Ład korporacyjny/Walne Zgromadzenie.

Granting a power of attorney in an electronic format should be communicated to the Company using means of electronic communication by an e-mail sent to [finanse@medicalgorithmics.com](mailto:finanse@medicalgorithmics.com) so as to facilitate effective verification of the validity of the power of attorney. For this purpose, the power of attorney sent electronically to the Company should be provided as a scan in PDF format. Information on granting a power of attorney should include the exact designation of the proxy and principal (and for natural persons it should include the name, surname, PESEL number or series and number of identity card or number of passport or any other official identity document and telephone or e-mail address, and for other persons: company (name), registered address, KRS or tax identification number and telephone number or e-mail address). Information on granting a power of attorney should also specify the scope of the power of attorney, i.e., indicate the number of shares from which the voting right will be exercised and the name of the Company.

Once the power of attorney has been granted in electronic form, the Shareholder should promptly deliver to the Company (i.e. deliver personally subject to a submission receipt or send to the Company with confirmation of sending and receipt) to the address: Al. Jerozolimskie 81, 02-001 Warsaw, or using electronic means of communication sent by sending an electronic message to the following e-mail address: [finanse@medicalgorithmics.com](mailto:finanse@medicalgorithmics.com)) copies of documents confirming the Shareholder's identity (scan in PDF format), in particular:

1) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or other official document confirming identity,

2) in the case of a shareholder other than a natural person – a copy of a current excerpt from the relevant register or another document confirming authorization to represent the Shareholder and (if applicable) a series of powers of attorney.

Granting a power of attorney in electronic form must be performed at the latest 3 days before the date of opening of the General Meeting, i.e., **by 27 June 2023** due to the need to carry out verification. The Company shall take appropriate action to identify the Shareholder and proxy in order to verify the validity of the power of attorney granted in electronic form. This verification may particularly involve a return question, in electronic form or by phone, to the Shareholder or proxy in order to confirm that the power of attorney has been granted, as well as its scope.

A proxy who has been granted a power of attorney in electronic format should submit to the Company, while the General Meeting's attendance list is being drawn up, a document confirming granting of the power of attorney and a document allowing identification of the proxy.

A template form enabling exercise of voting rights by proxy, containing the data specified in Article 402<sup>3</sup> § 3 of the CCC, entitled "Form enabling exercise of voting rights by proxy at the General Meeting of Medicalgorithmics S.A." shall be published on the Company's website in Polish in the following section: Inwestorzy/Ład korporacyjny/Walne Zgromadzenie.

If the proxy votes using the above form, he or she must deliver it to the Chairman of the General Meeting no later than before the conclusion of voting on the resolution for which the form is to be used to vote according to the Shareholder's instruction.

The right to represent a Shareholder who is not a natural person should stem from the extract from the relevant register for the Shareholder presented at the time of drawing up the attendance list (submitted as an original or copy certified to be true to the original by a notary), or a series of powers of attorney and an excerpt from the relevant register.

A person granting a power of attorney on behalf of a Shareholder other than a natural person should be disclosed in the current extract from the register appropriate for the given Shareholder, or its appointment as a representative of a non-natural person Shareholder should result from a resolution of a competent corporate body of that Shareholder authorizing him or her to act. The said resolution should be presented as an original or as a copy certified to be a true copy of the original by a notary.

##### **5. Information on the possibility and manner of participation, voting and speaking at the General Meeting using electronic means of communication**

The Management Board of the Company informs that on 30 June 2023 it will be possible to participate in the General Meeting using electronic means of communication, which includes:

- a) real-time transmission of the General Meeting,
- b) real-time two-way communication enabling the Shareholders to express themselves during the General Meeting,
- c) exercising the voting right in person or through a proxy.

Participation in the General Meeting will be possible via the online platform enabling the exercise of voting rights in person or through a proxy, and an online videoconference platform enabling two-way communication in real time.

A shareholder not later than 2 working days after the date of registration of participation in the General Meeting of the Company, i.e. **no later than 16 June 2023**, should send the Company to the e-mail address indicated in the announcement on convening the General Meeting, a completed and signed declaration, scanned to PDF format, with the intention to participate in the General Meeting held with the use of electronic communication means, drawn up in accordance with the template set out in Appendix 1 (§ 4 points 3,5,6 and 7 of the e-voting Regulation).

After positive verification of the Shareholder's or proxy's rights in accordance with the rules of the "e-voting Regulation", the Shareholder will receive from the Company to the e-mail address from which the above-mentioned declaration was sent, the name of the online platform as well as login instructions and system technical requirements to be met. In the e-mail

communication with Shareholders, the Company will also indicate the date on which it will be possible to test the operation of the above e-voting system. The Company is not liable in the event of technical problems on the Shareholder side related to e-mail or other failures beyond the Company's control, if for these reasons the Shareholder did not receive instructions to the system.

The Company registers the course of the meeting and publishes it on the Company's website afterwards.

#### **6. Information on the manner of exercising the right to vote by correspondence**

The Company has not established General Meeting policy which provide with correspondence voting.

#### **IV. POSSIBILITY TO OBTAIN INFORMATION REGARDING THE GENERAL MEETING**

Information regarding the General Meeting, draft resolutions of the General Meeting, forms, documentation to be submitted to the General Meeting shall be made available on the Company's website: <http://www.medicalgorithmics.pl/> in Polish in the following section: Inwestorzy/Lad korporacyjny/Walne Zgromadzenie, as of the date of announcing the General Meeting.

#### **V. ELECTRONIC COMMUNICATION OF THE SHAREHOLDER WITH THE COMPANY**

Taking into account the restrictions provided for in the Code of Commercial Companies and this announcement, the Company's Shareholders can contact the Company and in particular submit requests, demands and send notices and documents by electronic means of communication to the following e-mail address: [finanse@medicalgorithmics.com](mailto:finanse@medicalgorithmics.com) .

Shareholders making use of electronic communication means to contact the Company bear the exclusive risk connected with using them.

If a Shareholder sends to the Company by electronic means documents which were originally drawn up in a language other than Polish, except for English, the Shareholder shall attach a translation into Polish prepared by a sworn translator. All documents sent electronically by a Shareholder to the Company, as well as by the Company to a Shareholder, should be scanned in PDF format.

The course of the General Meeting shall be recoded and made available in audio format on the Company's website.

#### **VI. LIST OF SHAREHOLDERS**

The list of Shareholders entitled to participate in the General Meeting shall be available at the Company's registered office in Warsaw at Al. Jerozolimskie 81, 18<sup>th</sup> Floor, between 9:00 am and 3:00 pm, three business days before the General Meeting, i.e., **on 27, 28 and 29 June 2023**.

Company Shareholders may request that the list of Shareholders entitled to participate in the General Meeting be sent to them via e-mail, free of charge, by providing their own e-mail address to which the list is to be sent. The request shall be made in writing, signed by the Shareholder or by persons authorized to represent the Shareholder and sent in the form of a scan to the following e-mail address: [finanse@medicalgorithmics.com](mailto:finanse@medicalgorithmics.com) or to the Company's address: Al. Jerozolimskie 81, 02-001 Warsaw. Copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder (in particular copies of: identity card, excerpt from a relevant register or power of attorney) and the fact of holding Company shares should be attached to the request.

#### **VII. ADDRESS OF THE WEBSITE ON WHICH INFORMATION CONCERNING THE GENERAL MEETING WILL BE MADE AVAILABLE**

All information concerning the General Meeting and the forms are made available on the Company's website: <http://www.medicalgorithmics.pl/> in Polish in the following section: Inwestorzy/Lad korporacyjny/Walne Zgromadzenie.

## VIII. INFORMATION ON THE TOTAL NUMBER OF SHARES AND THE VOTING RIGHTS UNDER THOSE SHARES ON THE GENERAL MEETING ANNOUNCEMENT DAY

As at the date of announcement of the Ordinary General Meeting, the total number of shares of the Company is 9 952 769 shares, including: 5 971 661 bearer shares of series A, B, C, D, E, F, G, H, I and 3 981 108 registered shares of series: J, K, L, and the total number of votes from these shares is 9 952 769 votes, including: 5 971 661 votes from bearer shares of series A, B, C, D, E, F, G, H, I and 3 981 108 votes from registered shares of series J, K, L.

## IX. PERSONAL DATA

The controller of Shareholders' and their representatives and proxies' personal data is Medicalgorithmics S.A. with its registered office at Al. Jerozolimskie 81, 02-001 Warsaw ("**Company**"). The Company has appointed a Data Protection Officer who can be contacted at the following e-mail address: [compliance@medicalgorithmics.com](mailto:compliance@medicalgorithmics.com) or by writing to the address stated above, with the annotation "Data Protection Officer".

The Company obtains the Shareholders' personal data, as disclosed on the list of Shareholders entitled to participate in the General Meeting, from Krajowy Depozyt Papierów Wartościowych S.A. with its registered office in Warsaw (the Central Securities Depository of Poland – "KDPW"). The Company obtains the representatives and proxies' personal data from the Shareholders or the representatives or the proxies, or directly from the data subjects.

The provision of data by KDPW is based on relevant provisions of law. Provision of personal data by the representatives or the proxies is a prerequisite for the Shareholder being represented at the General Meeting and failure to provide such data shall prevent the representative or the proxy from being allowed to participate in the General Meeting.

The data shall be processed for the purposes of satisfying legal requirements (legal basis: complying with a legal requirement imposed on the controller). The data shall be retained for the duration of the Company.

The Company advises of CCTV cameras located near the entrance to/exit from the Company's registered office, i.e., the venue of the General Meeting. Footage from the CCTV system is processed only for the purposes of ensuring participants' safety, protecting property and maintaining the secrecy of information whose disclosure could be detrimental to the Company (legal basis: a legitimate interest of the controller). Footage from the CCTV system shall be retained for approx. 90 days from the date of being recorded. In the event of data being used as evidence in lawfully conducted proceedings or the Company being notified that data may be used as evidence in proceedings, the time limits specified above shall be extended until the proceedings are validly closed.

Every data subject has the right to request access to their personal data, rectification, removal, restriction of processing and portability of such data, as well as to lodge a complaint with the supervisory authority (the President of the Office for Personal Data Protection). Furthermore, every data subject has the right to object to the processing of his or her personal data based on the controller's legitimate interest.