

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF
MEDICALGORITHMICS S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED FOR NOVEMBER 18, 2026**

**Resolution No. 1/11/2026
of November 18, 2026
of the Extraordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the election of the Chairperson of the General Meeting**

§ 1

The Extraordinary General Meeting of Medicalgorithmics S.A. hereby elects Mr./Ms. _____ as the Chairperson of the General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification of the resolution:

The resolution is of a procedural nature.

**Resolution No. 2/11/2026
of November 18, 2026
of the Extraordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the adoption of the agenda of the General Meeting**

§ 1

The Extraordinary General Meeting of Medicalgorithmics S.A. hereby adopts the following agenda of the General Meeting:

1. Opening of the General Meeting,
2. Election of the Chairperson of the General Meeting,
3. Ascertaining that the General Meeting has been duly convened and is capable of adopting resolutions,
4. Adoption of the agenda of the General Meeting,
5. Adoption of a resolution on increasing the Company's share capital through the issuance of new Series R ordinary bearer shares by way of a rights issue (closed subscription) with the pre-emptive rights of the existing shareholders maintained, determining the record date for the exercise of pre-emptive rights, amending the Company's Articles of Association, registering the individual subscription rights (Jednostkowe Prawa Poboru) for Series R shares and the Series R shares in the securities depository, and applying for the admission and introduction of such instruments to trading on the regulated market, with the proposed record date for the exercise of pre-emptive rights being November 30, 2026,
6. Adoption of a resolution on increasing the Company's share capital through the issuance of Series S shares, excluding in full the pre-emptive rights of the existing shareholders with respect to the Series S shares, offering the Series S shares by way of a private subscription, and amending the Company's Articles of Association,
7. Adoption of resolutions regarding changes in the composition of the Company's Supervisory Board,

8. Closing of the General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification of the resolution:

The resolution is of a procedural nature.

Resolution No. 3/11/2026

of November 18, 2026

of the Extraordinary General Meeting

Medicalgorithmics S.A. with its registered office in Warsaw

on the increase of the Company's share capital through the issuance of series R ordinary bearer shares by way of a closed subscription with the pre-emptive rights of the existing shareholders maintained, determination of the record date for pre-emptive rights, amendment of the Company's Articles of Association, registration of Individual Subscription Rights for Series R shares and Series R shares in the securities depository, and application for admission and introduction of Series R shares to trading on the regulated market

§ 1

The Extraordinary General Meeting of Medicalgorithmics S.A., with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 310 § 2 and § 4 in conjunction with Article 431 § 7, Article 430 § 1, Article 431 § 1 and § 2 item 2, Article 432 § 1–3, Article 433 § 1, Article 434 and Article 436 of the Polish Commercial Companies Code (the "**CCC**") and § 14 of the Company's Articles of Association, hereby resolves as follows:

§ 2

1. The Extraordinary General Meeting hereby increases the Company's share capital by an amount of not less than PLN 0.10 (ten groszy) and not more than PLN 104,533.90 (one hundred four thousand five hundred thirty-three zlotys and ninety groszy).
2. The share capital increase shall be effected through the issuance of no fewer than 1 (one) and no more than 1,045,339 (one million forty-five thousand three hundred thirty-nine) Series R ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each (the "**Series R Shares**").
3. The Series R Shares shall be issued by way of a closed subscription within the meaning of Article 431 § 2 item 2 of the CCC, carried out in the form of a public offering within the meaning of Article 2(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council 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 ("**Regulation 2017/1129**").
4. The Series R Shares shall be offered to the Company's shareholders entitled to subscribe for Series R Shares according to their shareholdings as at the end of the Record Date.
5. The issue price of one Series R Share shall be PLN 20.00 (twenty zlotys).
6. The Series R Shares shall be paid for exclusively with cash contributions, paid in full upon submitting a subscription for the Series R Shares.
7. The Series R Shares shall participate in dividends on the following terms:
 - 1) if the Series R Shares are recorded for the first time in a securities account no later than on the dividend date determined in the General Meeting's resolution regarding the distribution of profit, they shall participate in dividends starting from the profit for the preceding financial year, i.e. from January 1 of the financial year immediately preceding the year in which they were first recorded in a securities account;
 - 2) if the Series R Shares are recorded for the first time in a securities account after the dividend date, they shall participate in

dividends starting from the profit for the financial year in which they were first recorded in a securities account, i.e. from January 1 of that financial year.

§ 3

1. November 30, 2026 is established as the record date for the Series R pre-emptive rights within the meaning of Article 432 § 2 of the CCC (the “**Record Date**”).
2. Shareholders holding Company shares at the end of the Record Date shall be entitled to pre-emptive rights to subscribe for Series R Shares, whereby for each 1 (one) Company share held at the end of the Record Date, a shareholder shall be entitled to 1 (one) subscription right (the “**Individual Subscription Right**”), and 10 (ten) Individual Subscription Rights shall entitle the holder to subscribe for 1 (one) Series R Share.
3. If the number of Series R Shares allocated to a shareholder through the exercise of Individual Subscription Rights is not a whole number, the result shall be rounded down to the nearest whole number.
4. The period for exercising the Individual Subscription Rights shall be specified in the announcement referred to in Article 434 § 1 of the CCC and, if required under applicable law, also in the relevant information document prepared in connection with the public offering of the Series R Shares.
5. Pursuant to Article 436 § 2 of the CCC, shareholders entitled to Individual Subscription Rights may submit, within the period for exercising such rights, an additional subscription for Series R Shares in a number not exceeding the maximum number of Series R Shares issued pursuant to this resolution, in the event that other shareholders do not exercise their pre-emptive rights. Series R Shares subscribed for pursuant to additional subscriptions shall be allocated proportionally to the submitted additional subscriptions.
6. Series R Shares not subscribed for through the exercise of Individual Subscription Rights or additional subscriptions may be allocated by the Management Board at its discretion, taking into account the interests of the Company, but at a price not lower than the issue price specified in § 2 section 5 of this resolution.
7. Detailed rules regarding the exercise of pre-emptive rights, submission of primary and additional subscriptions and allocation of Series R Shares shall be determined by the Management Board within the limits of this resolution, the provisions of the Commercial Companies Code, the regulations of KDPW and GPW and other regulations applicable to the issue.

§ 4

1. The Extraordinary General Meeting authorises the Management Board to undertake all factual and legal actions necessary to implement this resolution, conduct the public offering of the Series R Shares and seek the admission and introduction of the Series R Shares to trading on the regulated market operated by the Warsaw Stock Exchange (“**GPW**”), including in particular:
 - 1) determining the opening and closing dates of the subscription for the Series R Shares;
 - 2) determining detailed rules for submitting and paying for subscriptions for Series R Shares through the exercise of Individual Subscription Rights and additional subscriptions;
 - 3) determining detailed rules for the allocation of Series R Shares covered by additional subscriptions, taking into account the principles set out in § 3 of this resolution;
 - 4) determining detailed rules for allocating and subscribing for Series R Shares not subscribed for through the exercise of Individual Subscription Rights or additional subscriptions;
 - 5) determining the detailed timetable of the public offering of the Series R Shares, including allocation dates and dates for returning overpaid or improperly paid funds;
 - 6) preparing, approving and publishing the announcement referred to in Article 434 § 1 of the CCC;
 - 7) preparing, approving, filing or submitting to the competent authorities and making publicly available any information documents required under applicable laws in connection with the public offering of the Series R Shares and the application for their admission to trading on the regulated market;
 - 8) concluding an agreement with an investment firm acting as intermediary in the public offering of the Series R Shares and

any other agreements necessary to conduct the offering, subject to obtaining any corporate approvals required under the Company's Articles of Association;

- 9) allocating the Series R Shares in accordance with this resolution and the provisions of the Commercial Companies Code;
 - 10) making a notarial statement regarding the amount of subscribed share capital and specifying the amount of the share capital in the Company's Articles of Association in accordance with Article 310 § 2 and § 4 in conjunction with Article 431 § 7 of the CCC;
 - 11) undertaking any other factual and legal actions necessary to carry out the issue of the Series R Shares and implement this resolution.
2. The Extraordinary General Meeting authorises the Management Board to decide to:
- 1) withdraw from conducting the public offering of the Series R Shares;
 - 2) suspend the public offering of the Series R Shares, whereby the Management Board may refrain from indicating a new date for resumption of the offering;
 - 3) amend the timetable of the public offering of the Series R Shares,
- provided that such decision is permissible under applicable laws, KDPW and GPW regulations and with due respect for the vested rights of investors.

§ 5

1. The Extraordinary General Meeting hereby authorises the Management Board to enter into one or more agreements with the National Depository for Securities ("KDPW") for the registration in the securities depository maintained by KDPW of: (i) the Individual Subscription Rights and (ii) the Series R Shares, and to undertake all other actions related to such registration.
2. The Extraordinary General Meeting authorises the Management Board to undertake all actions related to seeking the admission and introduction of the Series R Shares to trading on the regulated market operated by GPW.

§ 6

1. In connection with the increase of the share capital referred to in § 2 of this resolution, the Extraordinary General Meeting of the Company resolves to amend § 5 sections 1 and 2 of the Articles of Association, which shall henceforth read as follows:
"1. The share capital of the Company shall amount to not less than PLN 1,045,339.00 (one million forty-five thousand three hundred thirty-nine zlotys) and not more than PLN 1,149,872.80 (one million one hundred forty-nine thousand eight hundred seventy-two zlotys 80/100).
2. *The share capital of the Company consists of not less than 10,453,390 (ten million four hundred fifty-three thousand three hundred ninety) and not more than 11,498,728 (eleven million four hundred ninety-eight thousand seven hundred twenty-eight) ordinary shares with a nominal value of PLN 0.10 (ten groszy) each, including:*
 - a) *1,747,200 (one million seven hundred forty-seven thousand two hundred) bearer shares of series A,*
 - b) *508,200 (five hundred eight thousand two hundred) bearer shares of series B,*
 - c) *236,926 (two hundred thirty-six thousand nine hundred twenty-six) bearer shares of series C,*
 - d) *929,600 (nine hundred twenty-nine thousand six hundred) bearer shares of series D,*
 - e) *33,600 (thirty-three thousand six hundred) bearer shares of series E,*
 - f) *151,000 (one hundred fifty-one thousand) bearer shares of series F,*
 - g) *721,303 (seven hundred twenty-one thousand three hundred three) bearer shares of series G,*
 - h) *648,556 (six hundred forty-eight thousand five hundred fifty-six) bearer shares of series H,*
 - i) *995,276 (nine hundred ninety-five thousand two hundred seventy-six) bearer shares of series I,*

- j) 1,194,331 (one million one hundred ninety-four thousand three hundred thirty-one) registered shares of series J,
 - k) 1,433,197 (one million four hundred thirty-three thousand one hundred ninety-seven) registered shares of series K,
 - l) 1,353,580 (one million three hundred fifty-three thousand five hundred eighty) registered shares of series L,
 - m) 500,620 (five hundred thousand six hundred and twenty) bearer shares of series P,
 - n) not less than 1 (one) and not more than 1,045,339 (one million forty-five thousand three hundred thirty-nine) bearer shares of series R.”
2. The final amount by which the Company's share capital is increased, within the limits specified in § 2 section 1 of this resolution, the amount of subscribed share capital and the final wording of § 5 sections 1 and 2 of the Articles of Association shall be determined by the Management Board pursuant to Article 310 § 2 and § 4 in conjunction with Article 431 § 7 of the CCC, by executing, following completion of the subscription and allocation of the Series R Shares, a notarial deed containing a statement on the amount of the subscribed share capital.

§ 7

This Resolution shall enter into force upon its adoption, provided that the share capital increase and the related amendment to the Articles of Association shall become effective upon their registration in the Register of Entrepreneurs of the National Court Register.

Justification of the resolution:

The draft resolution concerns an increase of the Company's share capital by an amount of not less than PLN 0.10 and not more than PLN 104,533.90 through the issuance of no fewer than 1 and no more than 1,045,339 Series R ordinary bearer shares with a nominal value of PLN 0.10 each and an issue price of PLN 20.00 per share. If the maximum number of Series R Shares is subscribed for, the total gross proceeds from the issue will amount to PLN 20,906,780.00.

The proceeds from the issue of the Series R Shares will be used to finance the Company's operating activities and development plans, including the development and commercialization of the Company's products, expansion into foreign markets and the strengthening of working capital. The raising of additional equity financing will also strengthen the Company's equity base and financial liquidity.

The issue will be carried out with the existing shareholders' pre-emptive rights maintained, which will allow shareholders to maintain their proportional interest in the Company's share capital by subscribing for Series R Shares through the exercise of their Individual Subscription Rights. Shareholders will also be entitled to submit additional subscriptions for Series R Shares that are not subscribed for by other shareholders through the exercise of their pre-emptive rights.

The flexible determination of the number of Series R Shares and the amount of the share capital increase ensures flexibility in carrying out the issue and enables the issue to be completed even if the maximum number of Series R Shares is not subscribed for.

The issue price of one Series R Share, amounting to PLN 20.00, has been determined taking into account the Company's financial situation, current market conditions, the trading performance of the Company's shares, the size of the planned issue and the interests of the Company and its shareholders.

The issue of the Series R Shares constitutes an independent equity financing process intended to support the Company's operations. The effectiveness of the issue and the use of the proceeds are not conditional upon the completion of any other capital transaction, exchange offer, merger or demerger involving the Company.

The Company intends to apply for the registration of the Individual Subscription Rights and the Series R Shares in the securities depository maintained by the National Depository for Securities S.A. and for the admission and introduction of the Series R Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

In the Management Board's opinion, the share capital increase on the terms specified in the draft resolution is in the best interests of the Company and its shareholders and serves the implementation of the Company's long-term objectives. Accordingly, the adoption of the resolution is justified.

**Resolution No. 4/11/2026
of November 18, 2026
of the Extraordinary General Meeting
Medicalgorithmics S.A. with its registered office in Warsaw
on the increase of the Company's share capital through the issuance of series S shares, the complete exclusion of the
existing shareholders' pre-emptive rights with respect to Series S shares, the offering of Series S shares by way of a
private subscription and the amendment of the Company's Articles of Association**

§ 1

The Extraordinary General Meeting of Medicalgorithmics S.A., with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 310 § 2 and § 4 in conjunction with Article 431 § 7, Article 430 § 1, Article 431 § 1, § 2 item 1 and § 3a, Article 432 § 1 and Article 433 § 2 of the Polish Commercial Companies Code (the "**CCC**") and § 14 of the Company's Articles of Association, hereby resolves as follows:

§ 2

1. The Extraordinary General Meeting hereby increases the Company's share capital by an amount of not less than PLN 0.10 (ten groszy) and not more than PLN 100,000.00 (one hundred thousand zlotys).
2. The share capital increase shall be effected through the issuance of no fewer than 1 (one) and no more than 1,000,000 (one million) Series S ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each (the "Series S Shares").
3. The Series S Shares shall be offered for subscription by way of a private subscription within the meaning of Article 431 § 2 item 1 of the CCC to one or more investors selected by the Management Board of the Company (each an "Offeree"), by directing a separate offer to subscribe for Series S Shares to the Offeree. Under no circumstances shall the total number of persons to whom offers to subscribe for the Series S Shares are addressed exceed 149.
4. The Management Board of the Company is authorised to designate the Offeree, determine the number of Series S Shares offered to the Offeree and submit to the Offeree an offer to subscribe for the Series S Shares. Subscription agreements for the Series S Shares shall be concluded by March 31, 2027.
5. The Management Board of the Company is authorised to determine a uniform issue price for all Series S Shares, taking into account the interests of the Company, the purpose of the issue, the Company's financial condition and prevailing market conditions, provided that the issue price of one Series S Share shall not be lower than PLN 33.00 (thirty-three zlotys).
6. The Extraordinary General Meeting hereby authorises the Management Board of the Company to undertake all factual and legal actions necessary to implement this resolution, including in particular:
 - 1) designating the Offeree to whom the Series S Shares will be offered;
 - 2) determining the number of Series S Shares offered to the Offeree;
 - 3) determining the issue price of the Series S Shares in accordance with section 5 above;
 - 4) determining the detailed terms and conditions of the offer to subscribe for the Series S Shares to the extent not regulated by this resolution;
 - 5) submitting a separate offer to subscribe for the Series S Shares to the Offeree;
 - 6) entering into a subscription agreement for the Series S Shares with the Offeree, subject to obtaining the corporate approvals required under the Company's Articles of Association;
 - 7) determining the deadlines for payment for the Series S Shares;
 - 8) executing a notarial deed containing a statement on the amount of the subscribed share capital and specifying the amount of the share capital in the Company's Articles of Association in accordance with Article 310 § 2 and § 4 in conjunction with Article 431 § 7 of the CCC;
 - 9) undertaking all other actions necessary to carry out the issue of the Series S Shares and register the share capital increase.

7. The Series S Shares shall participate in dividends on the following terms:
 - 1) if the Series S Shares are recorded in a securities account no later than on the dividend date specified in the resolution of the General Meeting regarding the distribution of profit, they shall participate in dividends starting from the profit for the preceding financial year, i.e. from January 1 of the financial year immediately preceding the year in which such shares were recorded in the securities account;
 - 2) if the Series S Shares are recorded in a securities account after the dividend date specified in the resolution of the General Meeting regarding the distribution of profit, they shall participate in dividends starting from the profit for the financial year in which such shares were recorded in the securities account, i.e. from January 1 of that financial year.
8. The Series S Shares shall be paid for exclusively with cash contributions, paid in full prior to filing the share capital increase with the Register of Entrepreneurs of the National Court Register.
9. If there is more than one Offeree, the provisions of this § 2 shall apply accordingly to all Offerees designated by the Management Board.

§ 3

1. Having reviewed the written opinion of the Company's Management Board setting out the reasons for excluding the existing shareholders' pre-emptive rights with respect to the Series S Shares and the method for determining the issue price of the Series S Shares, and acting in the best interests of the Company, the Extraordinary General Meeting hereby excludes in full the existing shareholders' pre-emptive rights with respect to the Series S Shares.
2. The opinion of the Company's Management Board referred to in section 1 above, setting out the reasons for excluding in full the existing shareholders' pre-emptive rights with respect to the Series S Shares and the method for determining the issue price of the Series S Shares, constitutes an appendix to this Resolution.

§ 4

1. The Series S Shares shall be the subject of an application for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange S.A. ("**GPW**"). The Management Board of the Company is authorised to undertake all factual and legal actions related to obtaining such admission and introduction to trading, including preparing, approving, filing or submitting to the competent authorities, and making publicly available, any information documents required under applicable laws.
2. The Series S Shares shall be registered in the securities depository maintained by the National Depository for Securities S.A. ("**KDPW**"). The Management Board of the Company is authorised to enter into one or more agreements with KDPW for the registration of the Series S Shares and to undertake all other actions related to such registration.

§ 5

1. The Management Board of the Company shall file the share capital increase resulting from the issuance of the Series S Shares with the Register of Entrepreneurs of the National Court Register upon the occurrence of one of the following events:
 - 1) registration in the Register of Entrepreneurs of the National Court Register of the share capital increase resulting from the issuance of Series R shares carried out pursuant to Resolution No. 3/11/2026 of the Extraordinary General Meeting of the Company dated November 18, 2026;
 - 2) completion of the subscription for Series R shares and determination that the number of Series R Shares subscribed for and duly paid up is lower than the minimum number of Series R Shares specified in § 2 section 2 of the resolution referred to in item 1 above;
 - 3) adoption by the Management Board of the Company, pursuant to § 4 section 2 of the resolution referred to in item 1 above, of a decision to withdraw from conducting the public offering of Series R shares;
 - 4) prior to the expiry of the time limit referred to in Article 431 § 4 of the Commercial Companies Code, if the registration proceedings regarding the share capital increase through the issuance of the Series R Shares have not been completed, provided that the subscription for the Series R Shares has been completed and an application for registration of such

increase has been filed with the Register of Entrepreneurs of the National Court Register; or

5) failure by the Extraordinary General Meeting of the Company to adopt Resolution No. 3/11/2026 referred to in item 1 above.

2. If, prior to filing the share capital increase resulting from the issuance of the Series S Shares, an event referred to in section 1 item 1 or item 4 of this paragraph occurs, § 5 sections 1 and 2 of the Company's Articles of Association shall be amended as follows:

- 1) the amount of the Company's share capital specified in § 5 section 1 of the Articles of Association shall be increased by an amount equal to the aggregate nominal value of the subscribed Series S Shares, not less than PLN 0.10 (ten groszy) and not more than PLN 100,000.00 (one hundred thousand zlotys);
- 2) the total number of shares of the Company specified in § 5 section 2 of the Articles of Association shall be increased by the number of subscribed Series S Shares, not less than 1 (one) and not more than 1,000,000 (one million);
- 3) in § 5 section 2 of the Articles of Association, after the provision relating to Series R shares, the following provision shall be added:

"not less than 1 (one) and not more than 1,000,000 (one million) bearer shares of series S."

3. If an event referred to in section 1 item 2, 3 or 5 of this paragraph occurs, § 5 sections 1 and 2 of the Company's Articles of Association shall read as follows:

"1. The Company's share capital shall amount to not less than PLN 1,045,339.00 (one million forty-five thousand three hundred thirty-nine zlotys) and not more than PLN 1,145,338.90 (one million one hundred forty-five thousand three hundred thirty-eight zlotys and ninety groszy).

2. The share capital of the Company consists of not less than 10,453,390 (ten million four hundred fifty-three thousand three hundred ninety) and not more than 11,453,389 (eleven million four hundred fifty-three thousand three hundred eighty-nine) ordinary shares with a nominal value of PLN 0.10 (ten groszy) each, including:

- a) 1,747,200 (one million seven hundred forty-seven thousand two hundred) bearer shares of series A,
- b) 508,200 (five hundred eight thousand two hundred) bearer shares of series B,
- c) 236,926 (two hundred thirty-six thousand nine hundred twenty-six) bearer shares of series C,
- d) 929,600 (nine hundred twenty-nine thousand six hundred) bearer shares of series D,
- e) 33,600 (thirty-three thousand six hundred) bearer shares of series E,
- f) 151,000 (one hundred fifty-one thousand) bearer shares of series F,
- g) 721,303 (seven hundred twenty-one thousand three hundred three) bearer shares of series G,
- h) 648,556 (six hundred forty-eight thousand five hundred fifty-six) bearer shares of series H,
- i) 995,276 (nine hundred ninety-five thousand two hundred seventy-six) bearer shares of series I,
- j) 1,194,331 (one million one hundred ninety-four thousand three hundred thirty-one) registered shares of series J,
- k) 1,433,197 (one million four hundred thirty-three thousand one hundred ninety-seven) registered shares of series K,
- l) 1,353,580 (one million three hundred fifty-three thousand five hundred eighty) registered shares of series L,
- m) 500,620 (five hundred thousand six hundred and twenty) bearer shares of series P,
- n) not less than 1 (one) and not more than 1,000,000 (one million) bearer shares of series S.";

whereas, if an event referred to in section 1 item 1 or item 4 of this paragraph occurs, § 5 sections 1 and 2 of the Company's Articles of Association shall read as follows:

"1. The Company's share capital shall amount to not less than PLN 1,045,339.10 (one million forty-five thousand three hundred thirty-nine zlotys and ten groszy) and not more than PLN 1,249,872.80 (one million two hundred forty-nine thousand eight

hundred seventy-two zlotys and eighty groszy).

2. The Company's share capital is divided into not less than 10,453,391 (ten million four hundred fifty-three thousand three hundred ninety-one) and not more than 12,498,728 (twelve million four hundred ninety-eight thousand seven hundred twenty-eight) ordinary shares with a nominal value of PLN 0.10 (ten groszy) each, including:

- a) 1,747,200 (one million seven hundred forty-seven thousand two hundred) bearer shares of series A,*
- b) 508,200 (five hundred eight thousand two hundred) bearer shares of series B,*
- c) 236,926 (two hundred thirty-six thousand nine hundred twenty-six) bearer shares of series C,*
- d) 929,600 (nine hundred twenty-nine thousand six hundred) bearer shares of series D,*
- e) 33,600 (thirty-three thousand six hundred) bearer shares of series E,*
- f) 151,000 (one hundred fifty-one thousand) bearer shares of series F,*
- g) 721,303 (seven hundred twenty-one thousand three hundred three) bearer shares of series G,*
- h) 648,556 (six hundred forty-eight thousand five hundred fifty-six) bearer shares of series H,*
- i) 995,276 (nine hundred ninety-five thousand two hundred seventy-six) bearer shares of series I,*
- j) 1,194,331 (one million one hundred ninety-four thousand three hundred thirty-one) registered shares of series J,*
- k) 1,433,197 (one million four hundred thirty-three thousand one hundred ninety-seven) registered shares of series K,*
- l) 1,353,580 (one million three hundred fifty-three thousand five hundred eighty) registered shares of series L,*
- m) 500,620 (five hundred thousand six hundred and twenty) bearer shares of series P,*
- n) not less than 1 (one) and not more than 1,045,339 (one million forty-five thousand three hundred thirty-nine) bearer shares of series R,*
- o) not less than 1 (one) and not more than 1,000,000 (one million) bearer shares of series S.”.*

- 4. The final amount by which the Company's share capital is increased, within the limits specified in § 2 section 1 of this Resolution, the amount of the subscribed share capital and the final wording of § 5 sections 1 and 2 of the Company's Articles of Association shall be determined by the Management Board, pursuant to Article 310 § 2 and § 4 in conjunction with Article 431 § 7 of the CCC, by executing, following the conclusion of the subscription agreements for the Series S Shares, a notarial deed containing a statement on the amount of the subscribed share capital.
- 5. The Management Board shall file with the Register of Entrepreneurs of the National Court Register an amendment to the Company's Articles of Association reflecting the state of the Company's share capital resulting from the occurrence of, respectively, the event referred to in section 1 item 1, 2, 3, 4 or 5 of this paragraph and from the statement referred to in section 4 of this paragraph.

§ 6

This Resolution shall enter into force upon its adoption, provided that the share capital increase and the related amendment to the Articles of Association shall become effective upon their registration in the Register of Entrepreneurs of the National Court Register.

Justification of the resolution:

The draft resolution concerns an increase of the Company's share capital by an amount of not less than PLN 0.10 and not more than PLN 100,000.00 through the issuance of no fewer than 1 and no more than 1,000,000 Series S ordinary bearer shares with a nominal value of PLN 0.10 each. The issue price of the Series S Shares shall be determined by the Management Board pursuant to the authorization granted under the Resolution, provided that it shall not be lower than PLN 33.00 per Series S Share. If the maximum number of Series S Shares is subscribed for, the gross proceeds from the issue will amount to at least PLN 33,000,000.00. The flexible

determination of the number of Series S Shares and the amount of the share capital increase enables the issue to be completed even if fewer than the maximum number of Series S Shares are subscribed for.

The proceeds obtained from the issuance of the Series S Shares will be used to finance the Company's operating activities and development plans, including the development and commercialization of the Company's products, expansion into foreign markets and strengthening of working capital.

The issuance of the Series S Shares is related to discussions conducted by the Company with an investor who has expressed interest in subscribing for the Series S Shares. Directing the issue to such investor is intended to enable the Company to obtain the contemplated amount of financing, reduce the risk that part of the issue will remain unsubscribed and provide the Company with a stable source of capital. If required by the circumstances of the transaction, the offer to subscribe for the Series S Shares may be directed to more than one addressee. The Offeree shall be selected by the Management Board taking into account the interests of the Company, the Offeree's reputation and financial credibility, as well as the expected strategic, financial or operational benefits for the Company.

The complete exclusion of the existing shareholders' pre-emptive rights with respect to the Series S Shares is necessary in order to direct the issue to the selected Offeree(s) on the terms set out in the Resolution. The Management Board believes that the benefits resulting from obtaining financing, which in the event that the maximum number of Series S Shares is subscribed for at the minimum issue price would amount to PLN 33,000,000.00 gross, and may be correspondingly higher if a higher issue price is determined, as well as the benefits resulting from the involvement of an additional strategic investor, outweigh the negative effect consisting in the proportional reduction of the existing shareholders' interest in the Company's share capital and total number of votes.

At the same time, pursuant to Resolution No. 3/11/2026, the Company is carrying out a separate issue of Series R shares with the existing shareholders' pre-emptive rights maintained, at an issue price of PLN 20.00 per share, which enables shareholders to participate in the increase of the Company's share capital and limit the dilutive effect. The share capital increase through the issuance of the Series S Shares will be filed for registration with the Register of Entrepreneurs of the National Court Register only after the occurrence of one of the events related to the issuance of Series R shares specified in § 5 of the Resolution. Consequently, the Series S Shares will not entitle their holders to participate in the pre-emptive rights issue of the Series R shares.

The issue price of the Series S Shares shall be determined by the Management Board taking into account the interests of the Company, the purpose of the issue, the Company's financial position and prevailing market conditions, provided that the issue price of one Series S Share shall not be lower than PLN 33.00. A detailed justification for the exclusion of pre-emptive rights and the method of determining the issue price is included in the Management Board's opinion attached to the Resolution.

In the Management Board's opinion, the increase of the Company's share capital and the complete exclusion of the existing shareholders' pre-emptive rights with respect to the Series S Shares are in the best interests of the Company and serve the achievement of its long-term objectives. Therefore, adoption of the Resolution is justified.

Content of the Management Board Opinion Justifying the Complete Exclusion of the Existing Shareholders' Pre-emptive Rights with Respect to the Series S Shares and the Method of Determining the Issue Price of the Series S Shares

Warsaw, October 22, 2026

**Opinion of the Management Board
of Medicalgorithmics S.A. with its registered office in Warsaw
justifying the complete exclusion of the existing shareholders' pre-emptive rights
with respect to the newly issued Series S shares
and the method of determining the issue price of the Series S shares**

This opinion has been prepared by the Management Board of Medicalgorithmics S.A. with its registered office in Warsaw (the "Company") pursuant to Article 433 § 2 of the Polish Commercial Companies Code (the "CCC"), in connection with the intention to submit to the Extraordinary General Meeting of the Company a draft resolution regarding the increase of the Company's share capital through the issuance of Series S shares, the complete exclusion of the existing shareholders' pre-emptive rights with respect to Series

S shares, the offering of Series S shares by way of a private subscription and the amendment of the Company's Articles of Association (the "**Resolution**").

Pursuant to the draft Resolution, the Company's share capital is to be increased by an amount of not less than PLN 0.10 (ten groszy) and not more than PLN 100,000.00 (one hundred thousand zlotys) through the issuance of no fewer than 1 (one) and no more than 1,000,000 (one million) Series S ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each (the "**Series S Shares**").

The issue price of the Series S Shares shall be determined by the Management Board pursuant to the authorization contained in the Resolution and shall be identical for all Series S Shares, provided that the issue price of one Series S Share shall not be lower than PLN 33.00 (thirty-three zlotys). In the event that all Series S Shares are subscribed for, the aggregate issue price shall amount to at least PLN 33,000,000.00 (thirty-three million zlotys). The Series S Shares shall be paid for in full with cash contributions.

The Series S Shares shall be offered to one or more investors selected by the Management Board of the Company (each an "**Investor**"), by way of separate subscription offers addressed to identified offerees, pursuant to Article 431 § 2 item 1 of the CCC. The aggregate number of persons to whom offers to subscribe for the Series S Shares are directed shall not exceed 149.

The issuance of the Series S Shares is connected with discussions conducted by the Company with an investor who has expressed an interest in subscribing for the Series S Shares. The Management Board intends to direct an offer to subscribe for the Series S Shares to that investor, provided that, if required by the circumstances of the transaction, the offer may be directed to a larger number of addressees.

The Management Board shall select the Investor prior to making the subscription offers, taking into account the interests of the Company, the Investor's reputation and financial credibility, the Investor's ability to subscribe for and fully pay for the offered Series S Shares, and the possibility of obtaining additional strategic, financial or operational benefits for the Company.

Justification for the Exclusion of Pre-emptive Rights

The purpose of the issuance of the Series S Shares is to obtain equity financing for the Company in an expected amount of at least PLN 33,000,000.00 gross, corresponding to the subscription of the maximum number of Series S Shares at the minimum issue price. The proceeds raised through the issue shall be used to finance the Company's operating activities and development plans, including the development and commercialization of the Company's products, expansion into foreign markets and the strengthening of working capital.

The raising of additional equity financing will strengthen the Company's equity base and liquidity and provide the funds necessary to implement its development plans. The participation of an Investor may also enable the Company to obtain additional benefits associated with stable long-term financing and potential strategic, financial or operational support, depending on the Investor's profile.

Directing the issue to an Investor will enable the Company to obtain financing from an entity selected with due regard to its investment capacity and strategic value to the Company. This solution is intended to enable the Company to obtain the full expected amount of financing, reduce the risk that part of the issue remains unsubscribed and provide the Company with a stable source of capital.

The achievement of the above objective requires that the Series S Shares be offered to an Investor selected by the Management Board according to criteria consistent with the interests of the Company. Preserving the pre-emptive rights of the existing shareholders would not ensure the possibility of directing the issue to the Investor or obtaining, to the intended extent, the benefits resulting from the Investor's involvement.

The Management Board considered the possibility of carrying out the issue while preserving pre-emptive rights. However, such a method would not ensure obtaining the intended amount of financing from the Investor nor the strategic, financial or operational benefits resulting from the Investor's involvement. Nor would it guarantee that all Series S Shares would be subscribed for.

In recommending the exclusion of pre-emptive rights, the Management Board was not guided solely by the efficiency, lower costs or the possibility of conducting a private subscription more quickly. The decisive factors are the possibility of obtaining the anticipated amount of financing, attracting a strategic investor and securing the expected benefits for the Company arising from such investor's involvement.

The Management Board has taken into account that the issuance of the Series S Shares with the exclusion of pre-emptive rights will result, to the extent of the subscribed Series S Shares, in a reduction of the percentage interest of the existing shareholders in the Company's share capital and total number of votes.

If the share capital increase resulting from the issuance of the Series S Shares is registered without the prior registration of the share capital increase resulting from the issuance of Series R shares, the Series S Shares will represent no more than approximately 8.73% of the Company's share capital following the issue. If, prior to the registration of the Series S Shares, the share capital increase resulting from the issuance of Series R shares is registered, the percentage interest represented by the Series S Shares in the Company's share capital following both issues will be correspondingly lower and, assuming subscription for the maximum number of 1,045,339 Series R shares and the maximum number of Series S Shares, will amount to approximately 8.00%.

The dilution effect may be limited by shareholders through participation in the concurrent issue of Series R shares carried out pursuant to Resolution No. 3/11/2026 of the Extraordinary General Meeting of the Company, with pre-emptive rights maintained and at an issue price of PLN 20.00 per share, i.e. lower than the minimum issue price of the Series S Shares. Pursuant to § 5 of the Resolution, the share capital increase through the issuance of the Series S Shares will be filed with the Register of Entrepreneurs of the National Court Register only after the occurrence of one of the events related to the issuance of Series R shares specified therein. Consequently, the Series S Shares will not entitle their holders to participate in the pre-emptive rights issue of Series R shares.

In the Management Board's opinion, the negative effect consisting in the dilution of the existing shareholders' interest is proportionate to the intended purpose of the issue. The exclusion of pre-emptive rights applies only to the Series S Shares and is limited to the number of shares covered by the Resolution and necessary for obtaining the intended financing.

The benefits resulting from strengthening the Company's capital position, securing financing for its operations and development plans, and involving an Investor should contribute to the protection and enhancement of the Company's value in the long term and therefore remain in the interest of all shareholders.

In light of the foregoing, the Management Board believes that the complete exclusion of the existing shareholders' pre-emptive rights with respect to the Series S Shares is justified by the purpose of the issue, proportionate to that purpose and in the best interests of the Company within the meaning of Article 433 § 2 of the CCC.

Justification of the Method of Determining the Issue Price

The Management Board proposes that the issue price of the Series S Shares be determined by the Management Board pursuant to the authorization contained in the Resolution, provided that the issue price of one Series S Share shall not be lower than PLN 33.00 and shall be identical for all Series S Shares.

The possibility of authorising the Management Board to determine the issue price results from Article 432 § 1 item 4 of the CCC.

When determining the issue price, the Management Board shall take into account, in particular, the interests of the Company, the purpose of the issue, the Company's financial condition and development prospects, its capital needs, the size of the planned issue, prevailing market conditions, the performance and market price of the Company's shares on the regulated market, and the results of negotiations with the Investor.

Setting the minimum issue price at PLN 33.00 ensures that, if all Series S Shares are subscribed for, the Company will obtain gross proceeds of at least PLN 33,000,000.00. At the same time, authorising the Management Board to determine the issue price allows account to be taken of market conditions and the results of negotiations existing immediately before the subscription offers for the Series S Shares are made.

The minimum issue price of the Series S Shares (PLN 33.00) is 65% higher than the issue price of the Series R shares (PLN 20.00) offered to existing shareholders pursuant to pre-emptive rights. Setting the issue price of the Series S Shares at a level significantly higher than the issue price of the Series R shares limits the economic effects of dilution for the existing shareholders.

In the Management Board's opinion, the adopted method of determining the issue price adequately protects the interests of the Company and its shareholders, as it excludes the possibility of setting an issue price below PLN 33.00 while at the same time allowing a higher issue price to be set if justified by market conditions or the results of negotiations with the Investor.

Taking into account the need to obtain equity financing in the planned amount of at least PLN 33,000,000.00, the intended use of the proceeds, the benefits arising from the Investor's involvement, the effects of the issue for existing shareholders and the proposed method of determining the issue price of the Series S Shares, the Management Board concludes that the complete exclusion of the existing shareholders' pre-emptive rights with respect to the Series S Shares is in the best interests of the Company.

The Management Board issues a positive opinion on the draft Resolution and recommends that the Extraordinary General Meeting

adopt it.

MANAGEMENT BOARD OF THE COMPANY:

Krzysztof Siemionow – President of the Management Board

Michał Zapora – Member of the Management Board