

**DRAFT RESOLUTIONS OF THE ORDINARY (ANNUAL) GENERAL MEETING OF MERCATOR MEDICAL
S.A. WITH ITS REGISTERED OFFICE IN KRAKOW CONVENED ON 20 APRIL 2021.**

**Resolution No. 1
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

regarding the election of the Chairperson of the Meeting

1. Ms./Mr. [...] is elected to be a Chairperson of the Ordinary General Meeting of Mercator Medical S.A.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code.

**Resolution No. 2
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

regarding adoption of the agenda

1. The following agenda of the Ordinary General Meeting of Mercator Medical S.A. is adopted:
 - 1) Opening of the General Meeting and election of a Chairperson.
 - 2) Confirmation of the proper convening of the General Meeting and of its ability to adopt resolutions.
 - 3) Approval of the agenda of the General Meeting.
 - 4) Presentation of the Management Board's Report on the operations of Mercator Medical S.A. and the Mercator Medical S.A. Capital Group for the year 2020 and the Financial Statement of Mercator Medical S.A. and the Consolidated Financial Statement of the Mercator Medical S.A. Capital Group for 2020, as well as the Management Board's proposal on the distribution of profit for the financial year 2020.
 - 5) Presentation of the Report of the Company's Supervisory Board for the year 2020 and the Assessment of the Supervisory Board of Mercator Medical S.A. concerning the Management Board's Report on the operations of Mercator Medical S.A. and the Mercator Medical S.A. Capital Group and the Financial Statement of Mercator Medical and the Consolidated Financial Statement of the Mercator Medical S.A. Capital Group for 2020.
 - 6) Consideration of the issues and adoption of the resolutions as follows:

- a. approval of the Financial Statement of Mercator Medical S.A. for the year 2020;
 - b. approval of the Consolidated Financial Statement of the Mercator Medical S.A. Capital Group for the year 2020;
 - c. approval of the Management Board's Report on the operations of Mercator Medical S.A. and the Mercator Medical S.A. Capital Group for the year 2020;
 - d. distribution of profit for the financial year 2020;
 - e. approval of the performance by the members of the Management Board of their duties for the financial year 2020;
 - f. approval of the performance by the members of the Supervisory Board of their duties for the financial year 2020.
- 7) Adoption of the resolution on the authorisation of the Company's Management Board to purchase its own shares for the purpose of their redemption and to create a reserve capital for the purchase of its own shares for the purpose of their redemption.
 - 8) Presentation of the Report of the Company's Supervisory Board on remuneration together with the statutory auditor's assessment.
 - 9) Adoption of the resolution on expressing of the opinion concerning the Report of the Supervisory Board on remuneration.
 - 10) Closing of the meeting.
2. This resolution shall enter into force on the day of its adoption.

Justification: The resolution is of technical nature.

Resolution No. 3
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the Financial Statement of Mercator Medical S.A. for the year 2020

1. The following is hereby approved:
 - 1) The Financial Statement of Mercator Medical S.A. for the year 2020 drawn up in accordance with International Financial Reporting Standards, comprising:
 - a. statement of financial position drawn up as at 31 December 2020, which on the assets and liabilities side shows the amount of 687,775k PLN;
 - b. statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, showing a net profit of 312,025k PLN and a total income of 312,147k PLN;

- c. statement of changes in equity for the period from 1 January 2020 to 31 December 2020, showing an increase in total equity by 296,621k PLN;
 - d. cash flow statement for the period from 1 January 2020 to 31 December 2020, showing a net increase in cash by 2,843k PLN;
 - e. additional information including introduction, explanatory notes and additional information;
- 2) Financial Statement of Mercator Medical S.A. - a Hungary branch, for the period from 1 January 2020 to 4 June 2020, drawn up in accordance with International Financial Reporting Standards.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code, Accounting Act and the Company's Statutes.

**Resolution No. 4
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

on the approval of the Consolidated Financial Statement of the Mercator Medical S.A. Capital Group
for the year 2020

1. The Consolidated Financial Statement of the Mercator Medical S.A. Capital Group for the year 2020 drawn up in accordance with International Financial Reporting Standards is hereby approved, comprising:
 - 1) consolidated statement of financial position drawn up as at 31 December 2020, which on the assets and liabilities side shows the amount of 1,289,312k PLN;
 - 2) consolidated statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, showing a net profit of 930,185k PLN for the shareholders of the parent company and a total income of 922,374k PLN for the shareholders of the parent company;
 - 3) consolidated statement of changes in equity for the period from 1 January 2020 to 31 December 2020, showing an increase in total equity for the shareholders of the parent company by 906,833k PLN;
 - 4) consolidated cash flow statement for the period from 1 January 2020 to 31 December 2020, showing a net increase in cash and cash equivalents by 385,057k PLN;
 - 5) additional information including introduction, additional information and explanatory notes.

2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code, Accounting Act and the Company's Statutes.

Resolution No. 5
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the Management Board's Report on the operations of Mercator Medical S.A. and
the Mercator Medical S.A. Capital Group for the year 2020

1. The Management Board's Report on the operations of Mercator Medical S.A. and the Mercator Medical S.A. Capital Group for the year 2020 is hereby approved.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code, Accounting Act and the Company's Statutes.

Resolution No. 6
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the distribution of profit for the financial year 2020

1. The following is hereby decided: the net profit achieved by the Company in the financial year 2020 in the amount of PLN 312,025,147.32 (three hundred and twelve million twenty-five thousand and one hundred and forty-seven zloty, thirty-two grosz) shall be divided in such a way that the amount of PLN 312,025,147.32 (three hundred and twelve million twenty-five thousand and one hundred and forty-seven zloty, thirty-two grosz) shall be allocated to a reserve capital of the Company for the repurchase of its own shares for the purpose of their redemption.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code. The recommendation of the Management Board of the Company remains consistent with information submitted as a part of the current report no. 61/2020 of 9 December 2020, the current report no. 13/2021 of 17 March 2021 and the current report no. 14/2021 of 24 March 2021. When proposing the method of distribution of the net profit shown in the individual financial statement for the year 2020 in the amount accounting for around one third of the consolidated net profit of the Mercator Medical Group for the year 2020, the Management Board of the Company is guided, among others, by the need to provide the Company with capital necessary for the development of its business

and takes into account, in particular, the current and future financial situation of the Mercator Medical Group, strategic goals and the efficiency of investment projects planned by the Group.

Resolution No. 7
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the performance by the member of the Management Board of his duties

1. Mr Wiesław Żyznowski – President of the Management Board of Mercator Medical S.A. – is hereby granted approval of the performance of his duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 8
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the performance by the member of the Management Board of his duties

1. Mr Witold Kruszewski – Member of the Management Board of Mercator Medical S.A. – is hereby granted approval of the performance of his duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 9
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the performance by the member of the Management Board of her duties

1. Ms Monika Żyznowska – Member of the Management Board of Mercator Medical S.A. – is hereby granted approval of the performance of her duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 10

**of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

on the approval of the performance by the member of the Management Board of his duties

1. Mr Dariusz Krezymon – Member of the Management Board of Mercator Medical S.A. – is hereby granted approval of the performance of her duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

**Resolution No. 11
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

on the approval of the performance by the member of the Supervisory Board of her duties

1. Ms Urszula Żyznowska – Chair of the Supervisory Board of Mercator Medical S.A. – is hereby granted approval of the performance of her duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

**Resolution No. 12
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

on the approval of the performance by the member of the Supervisory Board of his duties

1. Mr Jarosław Karasiński – Member of the Supervisory Board of Mercator Medical S.A. – is hereby granted approval of the performance of his duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

**Resolution No. 13
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021**

on the approval of the performance by the member of the Supervisory Board of his duties

1. Mr Marian Słowiaczek – Member of the Supervisory Board of Mercator Medical S.A. – is hereby

granted approval of the performance of his duties in the financial year 2020.

2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 14
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the performance by the member of the Supervisory Board of his duties

1. Mr Piotr Solorz – Member of the Supervisory Board of Mercator Medical S.A. – is hereby granted approval of the performance of his duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 15
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the approval of the performance by the member of the Supervisory Board of her duties

1. Ms Gabriela Stolarczyk-Zadęcka – Member of the Supervisory Board of Mercator Medical S.A. – is hereby granted approval of the performance of her duties in the financial year 2020.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Commercial Companies Code and the Company's Statutes.

Resolution No. 16
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on the authorisation of the Company's Management Board to purchase its own shares for the purpose of their redemption and to create a reserve capital for the purchase of its own shares for the purpose of their redemption

1. In accordance with Article 362 § 1(5) and (8) of the Commercial Companies Code, the Management Board of Mercator Medical S.A. is hereby authorised to purchase the Company's own shares under the following conditions:

- 1) the Company's own shares shall be purchased for the purpose their redemption, in order to reduce the Company's share capital; the redemption shall be effected pursuant to § 5(5) of the Company's Statutes and Article 359 § 1 and § 2, as a voluntary redemption;
 - 2) under this Resolution, the total number of the Company's own shares to be purchased shall not exceed 624,050 (six hundred and twenty-four thousand and fifty):
 - (1) ordinary bearer shares of the Company, dematerialised, admitted to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie SA (Warsaw Stock Exchange), with the code PLMRCTR00015 and
 - (2) shares not admitted to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie SA (Warsaw Stock Exchange), with the code PLMRCTR00056;
 - 3) the authorisation to purchase the Company's own shares is granted for a period of one year from the date of adoption of the resolution by the General Meeting of the Company;
 - 4) only fully covered shares may be purchased;
 - 5) the purchase price shall not be lower than PLN 500.00 (five hundred zlotys) and shall not be higher than PLN 770.00 (seven hundred and seventy zlotys) per share;
 - 6) the total purchase price of the Company's own shares, plus the cost of their purchase, may not be higher than the reserve capital created for this purpose pursuant to paragraph 2 of this resolution from the profit earned by the Company in the financial year 2020;
 - 7) all shareholders shall be entitled to submit offers to the Company for the sale of the Company's shares;
 - 8) the Management Board shall be obliged to purchase own shares while ensuring the equal and proportionate access of shareholders to the exercise of the right to sell shares;
 - 9) the shares may be purchased through the investment company selected by the Management Board.
2. The reserve capital shall be created for the purchase of the Company's own shares in the amount of PLN 312,025,147.32 (three hundred and twelve million twenty-five thousand and one hundred and forty-seven zloty, thirty-two grosz), which will be used to finance the purchase of own shares together with the costs of their purchase.
 3. The Management Board shall be authorised to take all legal and factual steps to implement this resolution, subject to the conditions set out herein, i.e. to conclude an agreement with the selected investment company to act as an intermediary in the purchase of shares. The Management Board shall be authorised to determine the detailed conditions for the purchase of own shares within the limits set out in this resolution.
 4. This resolution shall enter into force on the day of its adoption.

Justification: The recommendation of the Management Board of the Company remains consistent with information submitted as a part of the current report no. 61/2020 of 9 December 2020, the current report no. 13/2021 of 17 March 2021 and the current report no. 14/2021 of 24 March 2021. When proposing the method of distribution of the net profit shown in the individual financial statement for the year 2020 in the amount accounting for around one third of the consolidated net profit of the Mercator Medical Group for the year 2020, the Management Board of the Company is guided, among others, by the need to provide the Company with capital necessary for the development of its business and takes into account, in particular, the current and future financial situation of the Mercator Medical Group, strategic goals and the efficiency of investment projects planned by the Group.

Resolution No. 17
of the Ordinary General Meeting of Mercator Medical S.A.
of 20 April 2021

on expressing of the opinion concerning the Report of the Supervisory Board on remuneration

1. The Ordinary General Meeting gives a favourable opinion on the Report of the Supervisory Board on remuneration.
2. This resolution shall enter into force on the day of its adoption.

Justification: The necessity for the resolution arises from the provisions of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and public companies (Journal of Laws of 2020, Item 2080, as amended) and from the provisions of the Commercial Companies Code.