

§ 1

**General provisions**

1. Medicalgorithmics S.A. Nomination and Remuneration Committee ("Company"), hereinafter referred to as "KNiW" or "Committee", performs consulting, advisory and supporting functions for the Supervisory Board of the Company ("Supervisory Board" or "Board") in the process of appointing and dismissing members of the Management Board and determining the remuneration of members of the Management Board, and also supervising incentive programs for members of the Management Board and key management staff.
2. The Committee operates in accordance with the provisions of the Commercial Companies Code, the Company's Articles of Association, the Regulations of the Supervisory Board and these Regulations, as well as the Good Practices of Companies Listed on the Warsaw Stock Exchange applied by the Company.

§ 2

**Election and composition of the Committee**

1. The Committee consists of at least 3 (three) members, including the Chairman.
2. The number of members of the Committee within the limits indicated in par. 1 is determined by the Supervisory Board.
3. Members of the Committee, including the Chairman, are appointed by the Supervisory Board from among its members for the period of its term of office.
4. The Supervisory Board elects members of the Committee, including the Chairman, at its first meeting of a given term of office.
5. The Chairman of the Committee of the previous term of office is obliged to hand over all the documentation regarding the matters conducted by the Committee to the new Chairman of the KNiW, elected in accordance with the provisions of the Regulations of the Supervisory Board.

§ 3

**Changes in the composition of the Committee**

1. The term of office and mandate of a member of the Committee expire on the date of expiry of the mandate in the Supervisory Board.
2. In the event of the expiry of the mandate of a member of the Supervisory Board elected to the KNiW before the end of the term of office of the entire Supervisory Board, or if he resigns from his function in the KNiW, the Supervisory Board completes the composition of the Committee by electing a new member of the Committee for the period until the end of the term of office of the Supervisory Board.
3. Regardless of the situation specified in par. 1, a KNiW member may be dismissed from the Committee at any time by a resolution of the Supervisory Board.

§ 4

## **Tasks and powers of the Committee**

1. The tasks of the Committee include:

- a) evaluation of the work of individual members of the Management Board,
- b) recommending the Supervisory Board to adopt resolutions on changes in the composition of the Management Board,
- c) giving opinions on candidates for members of the Management Board,
- d) assessing the provisions of contracts concluded or to be concluded with members of the Management Board in terms of securing the interests of the Company and recommending to the Supervisory Board the necessary changes to these contracts,
- e) preparing possible proposals for amendments to contracts with members of the Management Board,
- f) giving opinions, preparing and recommending to the Supervisory Board the principles of remunerating members of the Management Board and carrying out periodic reviews of these principles,
- g) assessment of incentive programs for members of the Management Board and key management staff existing in the Company, in terms of the convergence of the interests of managers with the interests of shareholders,
- h) preparing possible proposals for changes to incentive programs,
- i) supervising the staffing of key managerial positions in the Company's capital group.

2. The Board may entrust the Committee with tasks other than those indicated in par. 1 above to the extent specified in § 1 section 1 of these Regulations.

3. In order to perform its tasks, the Committee may request from the Management Board, employees and other persons all necessary information or independent professional advice on matters falling within the competence of the Committee.

## **§ 5**

### **Powers of the Supervisory Board**

The performance by the Committee of the activities specified in these Regulations does not replace the statutory and statutory rights and obligations of the Supervisory Board, nor does it release the members of the Supervisory Board from their responsibility.

## **§ 6**

### **Responsibilities of the Committee**

1. The Committee systematically informs the Supervisory Board about its activities and the results of the Committee's work.

2. Notwithstanding the obligation referred to in par. 1, the Committee submits to the Supervisory Board:

- a) adopted positions, conclusions, recommendations and recommendations developed in connection with the performance of functions and tasks of the KNiW within a period enabling the Supervisory Board to take appropriate action,
- b) an annual report on its activities within a period enabling the Supervisory Board to include the content of this report in the annual report on the activities of the Supervisory Board, no later than by the last day of February in a given calendar year.

## § 7

### **Rules of functioning of the Committee**

1. The Committee acts collectively.
2. The work of the Committee is managed by the Chairman.
3. Meetings of the Committee are convened by the Chairman of the Committee, and in his absence, the Chairman or Vice-Chairman of the Supervisory Board, on his own initiative or on the initiative of a member of the Committee or another member of the Supervisory Board, as well as at the request of the Management Board. At the request of the Management Board, the meeting of the Committee should be held no later than 14 (fourteen) days from the date of submitting the request to the Chairman of the Committee. The meeting of the Committee can be convened via e-mail.
4. The agenda of the meeting of the Committee is determined by the person convening the meeting.
5. Individual members of the Committee, members of the Supervisory Board and members of the Management Board are entitled to bring matters to the meetings of the Committee.
6. Subject to sec. 10, the meetings of the Committee are held at the Company's registered office.
7. In the event of the absence of the Chairman of the Committee or his inability to perform his functions, his powers shall be exercised by a temporarily selected one of the present members of the Committee.
8. At the invitation of its members, other members of the Supervisory Board, members of the Management Board, employees of the Company and experts may participate in the meeting of the Committee, without the right to vote, if their participation is justified by the agenda.
9. The Committee adopts resolutions by an absolute majority of votes of its members present at the meeting, and in the event of an equal number, the Chairman has the casting vote. The Committee adopts resolutions if at least half of its members are present at the meeting and all members have been invited to the meeting.
10. In exceptional cases, the Committee may adopt resolutions in writing or by means of remote communication. The resolution is valid when all members of the Committee have been notified of the content of the draft resolution.
11. Minutes of each meeting of the Committee are drawn up and signed by the Chairman of the Committee.
12. Minutes of the meetings of the Committee together with attachments are immediately submitted to the Supervisory Board and the Management Board.

## § 8

### **Final Provisions**

1. All costs of KNiW activity are borne by the Company.
2. The Regulations come into force on the day of its adoption by the Supervisory Board.
3. Changing the content of these Regulations requires a resolution by the Supervisory Board.