

Warsaw, dated 23 April 2015.

**Announcement on convening the Annual Meeting of Shareholders
of Centrum Medyczne ENEL-MED Spółka Akcyjna**

The Management Board of Centrum Medyczne ENEL-MED Spółka Akcyjna with its registered office in Warsaw, ul. Słomińskiego 19 lok. 524, entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw, the 12th Commercial Division of the National Court Register under No. 0000275255, hereinafter referred to as the Company, and acting pursuant to Article 399 §1 and Article 402¹ § 1 and 2 of the Code of Commercial Partnerships and Companies, hereby convenes the Ordinary General Meeting of Shareholders to be held on 20 May 2015 at 10.30 a.m. in the registered office of the Company, that is in Warsaw, ul. Słomińskiego 19 lok. 524.

The agenda shall be as follows:

- 1) Opening the General Meeting;
- 2) Electing the Chairperson of the General Meeting;
- 3) Stating that the General Meeting has been properly convened and is competent to adopt resolutions;
- 4) Approving the agenda;
- 5) Examining the financial statements of the Company for the financial year 2014 and adopting the resolution on their approval;
- 6) Examining the report of the Management Board on the Company's activities in the financial year 2014 and adopting the resolution on its approval;
- 7) Examining the consolidated financial statements of the Capital Group of Centrum Medyczne ENEL-MED for the financial year 2014 and adopting the resolution on their approval;
- 8) Examining the report of the Management Board on the activities of the Capital Group of Centrum Medyczne ENEL-MED in the financial year 2014 and adopting the resolution on its approval;
- 9) Examining the report of the Supervisory Board for the financial year 2014;
- 10) Adopting the resolution on granting of the vote of acceptance to the following members of the Management Board to confirm the discharge of their duties in the financial year 2014:
 - Adam Stanisław Rozwadowski;
 - Jacek Jakub Rozwadowski;
- 11) Adopting the resolution on granting of the vote of acceptance to the following members of the Supervisory Board to confirm the discharge of their duties in the financial year 2014:
 - Anna Maria Rozwadowska,
 - Janusz Ryszard Jakubowski,
 - Anna Piszcz,
 - Zbigniew Wojciech Okoński,
 - Adam Augustyn Ciuhak;

- 12) Adopting the resolution on the distribution of profit earned by the Company in the financial year 2014;
- 13) Adopting the resolution on the determination of a number of members of the Supervisory Board of the Company;
- 14) Adopting the resolutions on the election of the members of the Supervisory Board of the Company for the next term of office;
- 15) Adopting the resolution on the determination of the remuneration for the members of the Supervisory Board, including the remuneration for the Chairperson of the Supervisory Board;
- 16) Closing the General Meeting.

Description of the procedures related to participation in the general meeting and exercise of voting rights

a) the shareholder's right to request that specific items be placed on the agenda of the general meeting

Pursuant to Article 401 § 1 of the Code of Commercial Partnerships and Companies (hereinafter referred to as the CCPC), the shareholder(s) representing at least one-twentieth of the initial capital may request that specific items be placed on the agenda of the nearest general meeting. Such a request shall be submitted to the Management Board of Centrum Medyczne ENEL-MED Spółka Akcyjna no later than twenty-one days before the set date of the general meeting, that is **by 29 April 2015**.

The motion shall be drawn up separately for each draft resolution and include the following:

- 1) first name and surname or business name of a shareholder;
- 2) justification or draft resolution concerning the proposed item on the agenda.

The request may be submitted in writing to Centrum Medyczne ENEL-MED Spółka Akcyjna ul. Słomińskiego 19 lok. 524, 00-195 Warszawa or in an electronic form sent to the following e-mail address: wz@enel.pl.

The observance of the aforementioned time-limit shall be determined respectively by the date of receipt by Centrum Medyczne ENEL-MED S.A. in the case of a written form, and by the date of entering the request in the system of electronic mail of Centrum Medyczne ENEL-MED S.A. in the case of an electronic form.

b) the shareholder's right to submit draft resolutions concerning the items placed on the agenda of the general meeting or the items to be placed on the agenda before the date of the general meeting

Pursuant to Article 401 § 4 of the CCPC, the shareholder(s) representing at least one-twentieth of the initial capital may submit to the company – before the date of the general meeting, in writing or via electronic means of communication – the draft resolutions concerning the items placed on the agenda of the general meeting or the items to be placed on the agenda. The request in writing shall be delivered to the address of Centrum Medyczne ENEL-MED Spółka Akcyjna ul. Słomińskiego 19 lok. 524, 00-195 Warszawa or in an electronic form sent to the following e-mail address: wz@enel.pl.

The motion shall be drawn up separately for each draft resolution and include the following:

- 1) first name and surname or business name of a shareholder;

2) justification or draft resolution concerning the proposed item on the agenda.

c) the shareholder's right to submit draft resolutions concerning the items placed on the agenda during the general meeting

Pursuant to Article 401 § 5 of the CCPC, each shareholder may present the draft resolutions concerning the items placed on the agenda during the General Meeting.

d) the manner of exercising the voting right by a proxy and the manner of notifying the company of appointing a proxy with the use of electronic means of communication

A shareholder that is a natural person may participate in the General Meeting and exercise their voting right in person or by proxy. A shareholder that is not a natural person may participate in the General Meeting and exercise their voting right by a person(s) authorised to represent this shareholder or by a proxy.

The proxy shall exercise all rights of the shareholder at the General Meeting unless the proxy document provides otherwise.

The proxy may grant further proxy if the proxy document so allows. In such a case, the shareholder's proxy shall be required to present the relevant series of proxy documents at the General Meeting.

The proxy may represent more than one shareholder and cast different votes from the shares held by each shareholder.

A shareholder holding the shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts.

The proxy to participate in the General Meeting and exercise the voting rights shall be in writing, otherwise null and void, or shall be granted in an electronic form provided that the granting of the proxy in an electronic form does not require the secure electronic signature verified with the use of a valid qualified certificate.

The proxy may be granted through correct and complete filling in of a form signed by the shareholder. The proxy document form is available at the corporate website: <https://enel.pl/inwestor/o-enel-med/walne-zgromadzenie>

The use of the form made available at the website of Centrum Medyczne ENEL-MED Spółka Akcyjna shall not be obligatory.

The proxy document and the notification of granting the proxy in an electronic form shall be sent by the shareholder to Centrum Medyczne ENEL-MED Spółka Akcyjna as a scan in PDF format to the following address: wz@enel.pl. Together with the notification of granting the proxy, the shareholder shall send the scan of the granted proxy and a scan of ID card, passport or driving licence allowing the authentication of the shareholder as the principal as well as the appointed proxy. If the proxy is granted by a legal person or an organisational unit referred to in Article 33¹ of the Civil Code, the shareholder shall additionally send a scan of the certified copy of an entry into the register in which the shareholder has been registered. Foreign-language documents sent by electronic means should be translated into Polish by a sworn translator. A shareholder sending the notification of granting the proxy shall also send Centrum Medyczne ENEL-MED Spółka Akcyjna the e-mail address and the telephone number of the shareholder and the proxy to be used by Centrum Medyczne ENEL-MED Spółka Akcyjna to communicate with the shareholder and their proxy. The fact of sending the

aforementioned documents by electronic means shall not release the proxy from the obligation to present documents allowing their authentication upon drawing up the list of attendance of persons entitled to participate in the General Meeting.

The proxy document in an electronic form - correctly and duly completed - shall be sent to Centrum Medyczne ENEL-MED Spółka Akcyjna to the following address: wz@enel.pl at the latest on 18 May 2015 by 2.00.p.m. in connection with the necessity of performing verification activities.

Having received the notification of granting the proxy, Centrum Medyczne ENEL-MED Spółka Akcyjna undertakes appropriate activities aimed at the identification of the shareholder and their proxy to verify the validity of the proxy granted in an electronic form. The verification may include but is not limited to asking back a question in an electronic form or by telephone to the shareholder and the proxy in order to confirm that the proxy has been granted.

The principles in the scope of authentication of the shareholder and the proxy shall be correspondingly applied in the case of revoking the proxy. If the notification of granting or revoking the proxy does not follow the procedure specified hereinabove, it shall have no legal effect on Centrum Medyczne ENEL-MED Spółka Akcyjna.

Pursuant to Article 412² § 3 of the CCPC, if the proxy at the General Meeting is a member of the management board, member of the supervisory board, liquidator, employee of a public company or member of the bodies or an employee of a company or cooperative dependent on such a company, then the proxy may include the authorisation to represent only at one general meeting. The proxy shall be obliged to inform the shareholder about the circumstances indicating the existence or the possibility of occurrence of the conflict of interests. The granting of further proxy shall be hereby excluded. A proxy referred to hereinabove shall vote in accordance with the instructions issued by the shareholder.

e) the possibility and manner to participate in the general meeting with the use of electronic means of communication, the manner of taking the floor during the general meeting with the use of electronic means of communication, and the manner of exercising the voting right by mail or with the use of electronic means of communication

The voting may be carried out with the use of electronic communication media; yet, it does not mean the possibility of participating in the General Meeting with the use of electronic communication means as provided in Article 406⁵ of the CCPC.

The date of registration for the general meeting referred to in Article 406¹ of the CCPC, and the information that the right to participate in the general meeting is held only by the persons being the shareholders of the company on the day of registration for the general meeting.

Pursuant to Article 406¹ §1 of the CCPC, the right to participate in the General Meeting shall be held only by the persons being the shareholders of Centrum Medyczne ENEL-MED Spółka Akcyjna sixteen days before the date of the General Meeting (the date of registration for the general meeting), that is on 4 May 2015.

Pursuant to Article 406³ §1 of the CCPC, the bearer shares in the form of a document shall give the right to participate in the general meeting of a public company if the share documents are deposited with the company not later than on the date of registration for the General Meeting and are not collected before the end of that day. Instead of shares, it is possible to submit a certificate attesting

that the shares have been deposited with a notary public, bank or investment company with their registered office or branch in the territory of the European Union or a country being a party to the Agreement establishing the European Economic Area which are indicated in the announcement on convening the General Meeting.

Pursuant to Article 406³ §2 of the CCPC, at the request of the entity entitled based on the dematerialised bearer shares submitted not earlier than after the announcement on convening the General Meeting and not later than on the first business day after the registration for the General Meeting, the entity managing the securities account shall issue a personalised certificate confirming the right to participate in the general meeting. Such a certificate shall include the following information:

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

At the request of the entity entitled based on the dematerialised bearer shares, the content of the certificate should specify a part of or all shares registered in the securities account of such an entity.

The list of entities entitled to participate in the General Meeting of Centrum Medyczne ENEL-MED Spółka Akcyjna based on the bearer shares shall be determined pursuant to the shares deposited with the company and the list prepared by the entity managing the depository for securities in accordance with the regulations related to trading in financial instruments. Such a list - including the first names and surnames or business names of the entitled entities, their place of residence or registered office, quantity, type and numbers of shares and the number of votes to which they are entitled - shall be available at the premises of the Management Board of Centrum Medyczne ENEL-MED Spółka Akcyjna for three business days before holding the General Meeting, that is on 15 May 2015, 18 May 2015, and 19 May 2015 from 9.00 a.m. to 2.00 p.m., as well as in the place and at the time of holding the General Meeting, that is on 20 May 2015 from 10.30 a.m. at the registered office of the Company, that is in Warsaw, ul. Słomińskiego 19 lok. 524.

A shareholder may view the list of shareholders in the office of the Management Board and request the certified copy of the list upon covering the costs of making such a copy. The shareholder may also request that a free copy be sent to them by an e-mail by giving an e-mail address to which the list should be sent. The shareholder shall have the right to request that the copies of motions concerning the items on the agenda be issued to them one week before the general meeting. Such a request

shall be drawn up in writing, signed by the shareholder or the persons authorised to represent the shareholder and sent to the following e-mail address in PDF file: wz@enel.pl.

Pursuant to Article 406⁴ of the CCPC, a shareholder may transfer the shares in the period between the date of registration for the general meeting and the date of ending the general meeting.

Information on the place and manner in which a person entitled to participate in the general meeting may obtain the full text of the documentation to be presented to the general meeting and the draft resolutions or, if no resolutions are to be adopted, comments of the management board or the supervisory board of the company on the items placed on the agenda of the general meeting or the items to be placed on the agenda prior to the general meeting date:

The full text of the documentation to be presented to the general meeting and the draft resolutions shall be available from the date of convening the General Meeting at the website of Centrum Medyczne ENEL-MED Spółka Akcyjna at <https://enel.pl/inwestor/>.

Address of the website at which the information relative to the general meeting is to be made available:

The information relative to the general meeting shall be made available at the website of Centrum Medyczne ENEL-MED Spółka Akcyjna at <https://enel.pl/inwestor/>.