

Warsaw, 24 April 2013

**Announcement convening the Annual General 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, registered in the register of entrepreneurs in the National Court Register kept by the District Court for the capital city of Warsaw, 12 Business Department of the National Court Register, under number 0000275255, acting based on Article 399 § 1 and Article 4021 § 1 and 2 of the Code of Commercial Companies, convenes the Annual General Meeting of Shareholders that would be held on 23 May 2013, at 11:00 a.m., at the registered office of the Company, i.e. in Warsaw, ul. Słomińskiego 19 lok. 524.

The agenda of the Meeting includes:

- 1) opening of the Annual General Meeting Of Shareholders;
- 2) appointment of the Chairman of the Annual General Meeting Of Shareholders;
- 3) confirming the correctness of convening the General Meeting of Shareholders and its ability to pass resolutions;
- 4) approving the agenda;
- 5) passing the resolution on correcting resolution no.12 of the Annual General Meeting of Shareholders of 24 May 2012 on the distribution of the profit achieved by the Company in the 2011 financial year;
- 6) examining the financial statements of the Company for the 2012 financial year and passing the resolution on approving these financial statements;
- 7) examining the Directors' report on activities of the Company in the 2012 financial year and passing the resolution on approving this Directors' report;
- 8) examining the report of the Supervisory Board for the 2012 financial year;
- 9) passing resolutions on exonerating members of the Company's Management Board in respect of their duties in the 2012 financial year:
 - Adam Stanisław Rozwadowski,
 - Jacek Jakub Rozwadowski;
- 10) passing resolutions on exonerating members of the Company's Supervisory Board in respect of their duties in the 2012 financial year:
 - Anna Maria Rozwadowska,
 - Janusz Ryszard Jakubowski,
 - Anna Piszcz,
 - Zbigniew Wojciech Okoński,
 - Adam Augustyn Ciuhak;
- 11) passing resolution on the method of covering loss for 2012;
- 12) closing of the Annual General Meeting Of Shareholders.

Description of the procedures pertaining to the participation in the annual general meeting of shareholders and exercising the voting right

a) right of a shareholder to request placing certain matters on the agenda of the annual general meeting of shareholders

Pursuant to Article 401 § 1 of the Code of Commercial Companies, a shareholder or shareholders representing at least one-tenth of the share capital may request placing certain matters on the agenda of the next general meeting. The request shall be filed with the Management Board of Centrum Medyczne ENEL-MED Spółka Akcyjna no later than twenty one days prior to the proposed date of the general meeting, i.e. **until 02 May 2013**.

The request shall be drawn up for each draft resolution separately and shall include:

- 1) full name or name of the shareholder;
- 2) justification or draft resolution pertaining to the proposed matter to be placed on the agenda.

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

The aforementioned deadline shall be considered met, in the case of written form – based on the date of receipt by Centrum Medyczne ENEL-MED S.A., and in the case of electronic form – the date of receiving the request by the e-mail system of Centrum Medyczne ENEL-MED S.A.

b) right of a shareholder to present draft resolutions on matters placed on the agenda of the annual general meeting of shareholders or matters that are to be placed on the agenda prior to holding the annual general meeting of shareholders

Pursuant to Article 401 § 4 of the Code of Commercial Companies, before the date of the annual general meeting of shareholders, a shareholder or shareholders representing at least one-tenth of the share capital may submit to the company, in writing or using electronic communication means, draft resolutions on matters placed on the agenda of the annual general meeting of shareholders or matters that are to be placed on the agenda. The request shall be submitted in writing to Centrum Medyczne ENEL-MED Spółka Akcyjna ul. Słomińskiego 19 lok. 524, 00-195 Warszawa, or sent in electronic form to the e-mail address: wz@enel.pl.

The proposal shall be drawn up for each draft resolution separately and shall include:

- 1) full name or name of the shareholder;
 - 2) justification or draft resolution pertaining to the proposed matter to be placed on the agenda.
- c) right of a shareholder to present draft resolutions on matters placed on the agenda during the annual general meeting of shareholders

Pursuant to Article 401 § 5 of the Code of Commercial Companies, during the Annual General Meeting of Shareholders, any shareholder may present draft resolutions on matters placed on the agenda of the general meeting.

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

A shareholder being a natural person may participate in the Annual General Meeting of Shareholders and exercise his/her voting right in person or by proxy. A shareholder who is not a natural person may participate in the Annual General Meeting of Shareholders and exercise its voting right by a person authorised to represent this shareholder or by proxy.

A proxy shall exercise all rights of the shareholders at the Annual General Meeting, unless the power of attorney states otherwise.

A proxy may grant a further power of attorney if it is permitted by the power of attorney, but in this case, a proxy of a shareholder shall be obliged to present subsequent powers of attorney at the Annual General Meeting of Shareholders.

A proxy may represent more than one shareholder and vote differently from shares of each shareholder.

A shareholder holding share registered on more than one securities account, may appoint separate proxies to exercise rights from shares registered on each account.

The power of attorney to participate in the Annual General Meeting of Shareholders and to exercise voting right shall be drawn up in writing under pain of invalidity or granted in electronic form, while granting the power of attorney in electronic form shall not require putting a secure electronic signature authenticated by a valid qualified certificate.

The power of attorney may be granted by filling in, in a complete and correct manner, the form bearing the shareholders' signature. The power of attorney form is available on the website of the company: <http://inwestor.enel.pl/pl/o-enel-med/walnezgromadzenie/najblizsze-walne-zgromadzenie>.

The form published on the website of Centrum Medyczne ENEL-MED Spółka Akcyjna is not obligatory.

The power of attorney and the notification on granting the power of attorney in electronic form shall be sent by the shareholder to Centrum Medyczne ENEL-MED Spółka Akcyjna ul. Słomińskiego 19 lok. 524, 00-195 Warszawa, in form of a scan in PDF format, to the e-mail address: wz@enel.pl. Together with the notification on granting the power of attorney, the shareholder shall send the scan of the power of attorney granted and his/her ID card, passport or driving licence allowing authenticating the shareholder as the principal as well as the proxy appointed. If the power of attorney 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 transcript from the register of the shareholder. Documents drawn up in a foreign language sent in electronic form should be additionally translated into Polish by a certified translator. Together with sending the notification of granting the power of attorney to Centrum Medyczne ENEL-MED Spółka Akcyjna, the shareholder shall send the e-mail address and the telephone number of the shareholder and the proxy, enabling Centrum Medyczne ENEL-MED Spółka Akcyjna to communicate with the shareholder and his/her proxy. Sending the aforementioned documents in electronic form shall not release the proxy from the duty to present documents allowing his/her authentication upon drawing up the register of attendance of persons entitled to participate in the Annual General Meeting of Shareholders.

The power of attorney form in electronic form, filled in in correct and complete manner, shall be submitted to Centrum Medyczne ENEL-MED Spółka Akcyjna, to e-mail address: wz@enel.pl no later than on 21 May 2013, until 04.00 p.m., due to a need to carry out verification activities.

After receiving the notification of granting the power of attorney, Centrum Medyczne ENEL-MED Spółka Akcyjna will undertake relevant steps aimed at authenticating the shareholder and his/her proxy in order to verify the validity of the power of attorney granted in electronic form. The verification may involve, *inter alia*, the question asked back in electronic form or by telephone to the shareholder and the proxy in order to confirm granting the power of attorney.

Principles for authentication of the shareholder and the proxy shall apply in the case of revocation of the power of attorney. The notification of granting or revoking the power of attorney inconsistent with the aforementioned procedure shall not have any legal effect on Centrum Medyczne ENEL-MED Spółka Akcyjna.

Pursuant to Article 412² § 3 of the Code of Commercial Companies, if a member of the management board, member of the supervisory board, liquidator, employee of a public company or a member of authorities or employee of a company or a cooperative controlled by such company is a proxy at the Annual General Meeting, the power of attorney may authorise to represent this entity only during one general meeting. The proxy shall be obliged to disclose to the shareholder circumstances indicating an

existing or potential conflict of interest. Granting a further power of attorney shall be excluded. The aforementioned proxy shall vote in accordance with instructions given by the shareholder.

- e) possibility and a manner of participating in the annual general meeting using electronic communication means, method of speaking during the annual general meeting using electronic communication means and the manner of exercising voting rights by correspondence or using electronic communication means

It is possible to vote using electronic communication media, but this does not mean the possibility to participate in the Annual General Meeting of Shareholders using electronic communication means, as provided for in Article 406⁵ of the Code of Commercial Companies.

Date of registration of participation in the annual general meeting of shareholders, referred to in Article 406¹ of the Code of Commercial Companies and the information that only persons being shareholders of the company on the date of registration of participation in the annual general meeting of shareholders are entitled to participate in the general meeting.

Pursuant to Article 406¹ § 1 of the Code of Commercial Companies, only persons being shareholders of Centrum Medyczne ENEL-MED Spółka Akcyjna sixteen days before the date of the Annual General Meeting of Shareholders (date of registration of participation in the annual general meeting) i.e. as at 07 May 2013, are entitled to participate in the Annual General Meeting of Shareholders.

Pursuant to Article 406³ § 1 of the Code of Commercial Companies, bearer shares in form of a certificate give the right to participate in the annual general meeting of shareholders of a public company, provided that the share certificate is deposited with the company no later than on the date of registration of participation in the Annual General Meeting of Shareholders and are not collected prior to closing thereof. Instead of shares, it is possible to file the certificate attesting that shares have been deposited with a notary public, bank or investment firm having its registered office or branch on the territory of the European Union or a country being a party to the Agreement on the European Economic Area, as specified in the announcement convening the Annual General Meeting of Shareholders.

Pursuant to Article 406³ § 2 of the Code of Commercial Companies, at the request of the person entitled based on dematerialised bearer shares, filed no earlier than upon the announcement convening the Annual General Meeting of Shareholders and no later than on the first working day after registration of participation in the Annual General Meeting of Shareholders, the entity keeping the securities account shall issue the personalised certificate of the right to participate in the annual general meeting of shareholders. Such certificate shall include the following information:

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

At the request of the person entitled based on dematerialised bearer shares, the certificate shall refer to a part of or all shares registered on his/her securities account.

The list of persons entitled based on dematerialised bearer shares to participate in the Annual General Meeting of Shareholders of Centrum Medyczne ENEL-MED Spółka Akcyjna shall be determined

based on shares deposited with the company and the list drawn up by the entity keeping the deposit of securities in accordance with regulations on trading in financial instruments. This list, including full names or names of entities entitled, their places of residence or registered offices, number, type and numbers of shares and the number of votes to which they are entitled, shall be made generally available at the office of the Management Board of Centrum Medyczne ENEL-MED Spółka Akcyjna, for three days before the Annual General Meeting of Shareholders, i.e. on 20 May 2013, 21 May 2013 and 22 May 2013, from 9.00 a.m. to 02.00 p.m., as well as at the place and during the Annual General Meeting of Shareholders, i.e. on 23 May 2013, from 11.00 a.m. at the registered office of the Company, i.e. in Warsaw, ul. Słomińskiego 19 lok. 524.

Any shareholder may inspect the list of shareholders at the office of the Management Board and request a copy thereof against issue costs. Any shareholder may also request free sending a copy of the list of shareholders by e-mail, by giving the address to which the list shall be sent. A shareholder shall have the right to request copies of motions concerning matters placed on the agenda, within one week prior to holding the general meeting. Such request shall be drawn up in writing, signed by the shareholder or his authorised representative and sent to e-mail address: wz@enel.pl in PDF format.

Pursuant to Article 406⁴ § 1 of the Code of Commercial Companies, a shareholder may transfer shares during the period from the date of registration of participation in the Annual General Meeting of Shareholders to the day of closing thereof.

Information on the place and manner of obtaining by a person entitled to participate in the general meeting full text of the documentation to be presented to the annual general meeting of shareholders and draft resolutions or, if no resolutions are going to be passed, comments of the management board or the supervisory board of the company pertaining to matters placed on the agenda of the annual general meeting of shareholders or matters to be placed on the agenda prior to holding the general meeting:

The full text of the documentation to be presented to the annual general meeting and draft resolutions are available since the date of convening the Annual General Meeting of Shareholders, on the website of Centrum Medyczne ENEL-MED Spółka Akcyjna, at: www.inwestor.enel.pl.

Information on the website where the information on the annual general meeting of shareholders will be available:

The information on the annual general meeting will be published on the website of Centrum Medyczne ENEL-MED Spółka Akcyjna, at: www.inwestor.enel.pl.