

**ADMINISTRATORS' REPORT
MED LIFE GROUP**

YEAR ENDED DECEMBER 31, 2018

1. Presentation of the Group

Med Life S.A. ("Med Life" or the "Parent Company" or the "Company") is a joint-stock company incorporated in 1996, in accordance with the laws and regulations of Romania. The Company's activity consists of providing medical services through a range of medical centers located in all the major cities of the country - cities with over 200,000 inhabitants.

Med Life Group is offering a large range of medical service having opened 20 Hyperclinics in Bucharest, Timisoara, Brasov, Arad, Iasi, Galati, Craiova, Braila, Ploiesti, Cluj and Constanta, a hyperclinic recently inaugurated in Oradea, 47 Clinics, 10 hospitals – located in Bucharest, Arad, Sibiu, Brasov and Cluj, 33 Laboratories, 10 Pharmacies and 9 Dental Clinics. The Group has also more than 140 private Clinic partners around Romania.

The Medlife Group is the largest provider of medical services in Romania based on turnover. More than 5 million unique patients have passed the threshold of Medlife medical units, and over 650,000 employees nationwide benefit from Medlife's prevention and prophylactic packages as part of the benefits provided by their employers.

Last but not least, the Medlife Group is distinguished by the significant number of medical analyzes performed annually in Medlife laboratories – 5.6 million analyzes conducted in 2018.

The registered office of Med Life is located in Bucharest, Calea Grivitei, no. 365.

Details of Med Life SA's subsidiaries at December 31, 2018 and January 1, 2018 are as follows:

	Name of subsidiary	Principal Activity	Place of operation	December 31, 2018	January 1, 2018
1	Policlinica de Diagnostic Rapid SA	Medical Services	Brasov, Romania	80.01%	80.01%
2	Medapt SRL (indirectly)	Medical Services	Brasov, Romania	80.01%	80.01%
3	Histo SRL (indirectly)	Medical Services	Brasov, Romania	48.01%	48.01%
4	Policlinica de Diagnostic Rapid Medis SRL (indirectly)	Medical Services	Sfantu Gheorge, Romania	64.01%	64.01%
5	Bahtco Invest SA	Development of building projects	Bucharest, Romania	100%	100%
6	Medsanrom SRL (Med Life Ocupational SRL)	Medical Services	Bucharest, Romania	100%	100%
7	Pharmalife Med SRL	Distribution of Pharmaceutical Products in specialised stores	Bucharest, Romania	100%	100%
8	Med Life Broker de Asigurare si Reasigurare SRL	Insurance broker	Bucharest, Romania	99%	99%
9	Accipiens SA	Rental activities	Arad, Romania	58%	58%
10	Genesys Medical Clinic SRL (indirectly)	Medical services	Arad, Romania	58%	58%
11	Biofarm Farmec SRL (indirectly)	Distribution of Pharmaceutical Products in specialised stores	Arad, Romania	58%	58%
12	RUR Medical SA	Medical services	Brasov, Romania	100%	100%
13	Biotest Med	Medical services	Constanta, Romania	100%	100%
14	Vital Test	Medical services	Iasi, Romania	100%	100%
15	Bactro SRL (indirectly)	Other healthcare services	Deva, Romania	58%	58%
16	Centrul Medical Sama S.A.	Medical Services	Craiova, Romania	55%	55%
17	Ultratest S.A.	Other healthcare services	Craiova, Romania	55%	55%
18	Diamed Center SRL	Medical Services	Bucharest, Romania	100%	100%
19	Prima Medical SRL	Medical Services	Craiova, Romania	100%	100%

	Name of subsidiary	Principal Activity	Place of operation	December 31, 2018	January 1, 2018
20	Stem Cells Bank SA	Medical Services	Timisoara, Romania	100%	100%
21	Dent Estet Clinic SA	Dental healthcare activities	Bucharest, Romania	60%	60%
22	Centrul Medical Panduri SA	Medical Services	Bucharest, Romania	90%	90%
23	Almina Trading SA	Medical services	Targoviste, Romania	80%	80%
24	Anima Specialty Medical Services SRL	Medical services	Bucharest, Romania	100%	100%
25	Anima Promovare si Vanzari SRL	Medical services	Bucharest, Romania	100%	100%
26	Valdi Medica SRL	Medical services	Cluj, Romania	55%	55%
27	Clinica Polisano SRL	Medical services	Sibiu, Romania	100%	0%
28	Solomed Clinic SA	Medical services	Pitesti, Romania	80%	0%
29	Solomed Plus SRL (indirectly)	Medical services	Pitesti, Romania	80%	0%
30	Ghencea Medical Center SA	Medical services	Bucharest, Romania	90%	0%
31	Sfatul Medicului	Medical platform	Bucharest, Romania	100%	0%
32	Transilvania Imagistica SA (indirectly)	Medical services	Oradea, Romania	58%	0%

Dent Estet Clinic SA and Solomed Clinic SRL also own the following companies as described below:

	Name of subsidiary	Principal Activity	Place of operation	December 31, 2018	January 1, 2018
1	Green Dental Clinic SRL	Dental healthcare activities	Bucharest, Romania	51%	51%
2	Dentist 4 Kids SRL	Dental healthcare activities	Bucharest, Romania	52%	52%
3	Dent A Porter SRL	Dental healthcare activities	Bucharest, Romania	51.61%	51.61%
4	Dentestet Kids	Dental healthcare activities	Bucharest, Romania	52.94%	52.94%
5	Aspen Laborator Dentar	Dental healthcare activities	Bucharest, Romania	75%	75%

MedLife's business model focuses on servicing corporations and private clients. The Group seeks to capture the private healthcare spending of these clients throughout all stages of a medical condition: prevention, diagnosis and treatment, by offering a wide range of medical services delivered in modern, high quality facilities by professional teams of doctors, nurses and support personnel. The Group puts considerable emphasis on client service, operating an IT infrastructure and customer service and sales operation that has served over 5 million unique patients, representing over 1 in 4 Romanians.

The Group divides its operations into six business lines:

- **Corporate:** The Corporate business line offers HPP to corporate clients as part of their employee benefit packages. These programmes, which focus on prevention through regular check-ups and access to diagnostic services, complement the legally required occupational health services that corporate clients also contract from MedLife under the HPP offering.
- **Clinics:** The Clinics business line includes the Group's ambulatory clinics and diagnostic imaging services. Clinics offer general practitioner and specialist consultations, diagnostic imaging services, and some of the clinics also offer day-care services.
- **Laboratories:** The Laboratories business line provides biochemistry, haematology, coagulation, immunology, microbiology, anatomy, pathology, cytology, molecular biology and toxicology laboratories tests.

- **Hospitals:** The Hospitals business line covers the Group's inpatient activities, which consist of a wide range of medical and surgical specializations. The 10 hospitals of the group are located in Arad, Bucharest, Brasov, Cluj and Sibiu. The Group holds 7 inpatient hospital licenses, which encompass the business line's activities. One of the licences was issued for one hospital unit and 3 other external sections. In addition to these, the Group was granted licenses for three additional 1-day inpatient units, which operate within Clinic locations and provide only 1-day inpatient services (i.e. Iași, Craiova and Timișoara). The financial results from these three 1-day hospital services are accounted for in the Clinics division. The Group regards these units as functional parts of the hyperclinics located in Iași, Craiova and Timișoara.
- **Pharmacies:** The Pharmacies business line offers prescription, over the counter and other related medical products in 10 pharmacies opened within the Group's clinics.
- **Stomatology:** The Stomatology business line provides a wide range of dental services from simple check-ups to complicated surgery.

2. Developments in 2018

2.1. Acquisitions completed in 2018

In 2018, the Group signed the Sales Purchase Agreement for the acquisition of shares in the following companies:

- 80% of share capital in Solomed Clinic and Solomed Plus
- 90% of share capital in Ghencea Medical Center
- 100% of share capital of Clinica Polissano SRL
- 100% of share capital of medical platform Sfatul medicului
- 100% of share capital in Transilvania Imagistica SA through Genesys Medical Clinic SRL.

Acquisition Solomed Clinic ("Solomed")

In March 2018, Med Life announced the acquisition of the 80.00% majority stake in Solomed, a group of medical clinics present on Pitesti, Costesti and Curtea de Arges markets. The Solomed Group was founded in 1997 and is one of the leading local medical operators in the region. The group consists of five clinics - three in Pitesti, the other two in Costesti and Curtea de Arges - and a laboratory (Pitesti), offering to its patients a wide range of investigations from multidisciplinary consultations for a range of over 15 medical specialties and laboratory services, CT investigations, ultrasounds, medical recovery services and small laser interventions. All medical units are equipped with state-of-the-art medical equipment and have a medical team with over 90 specialists. The transaction was finalized on 14 May 2018, after the fulfilment of the conditions precedent.

Acquisition Ghencea Medical Center ("Ghencea")

In February 2018, Med Life announced the acquisition of the 90.00% majority stake in Ghencea Medical Center in Bucharest. The medical services provider has two clinics in Bucharest and Magurele with 135 employees, medical staff and support employees, offering to its patients a wide range of investigations for laboratory and imaging areas, specialized treatment for medical recovery and alternative medicine. The transaction was completed on 24 May 2018, after the conditions precedent were met.

Acquisition Clinica Polissano SRL ("Polissano")

Med Life announced in October 2017 the acquisition of the 100% stake in Polissano medical services, one of the largest private medical operators in Romania. Founded in the 90's, Polissano is the first fully integrated medical group in Romania. It includes a series of four clinics with its own laboratories located in Bucharest and Sibiu, a private hospital – Polissano European Hospital in Sibiu – recognized as one of the most modern and performing hospital units in Romania, one in vitro fertilization centre and the biggest private maternity in Transylvania. The transaction was completed on 4 April 2018, after the validation by the Competition Council and approval of the condition precedents.

Acquisition medical platform Sfatul medicului

Med Life acquired 100% majority stake in sfatulmedicului.ro platform, the largest medical information hub in Romania. Established 15 years ago, sfatulmedicului.ro is among the top sites dedicated to the Romanian health segment. The platform has a monthly average of more than 3.2 million unique users and over 12 million views. In addition to the information service, users access the medical self-evaluation service and

online analysis of the analyzes on this platform. As a result of this transaction, Sfatulmedicului.ro will retain the team that has carried out the project all these years, and in order to preserve its independence and impartiality towards the market, the management will be completely independent from Med Life and the current directors. The transaction was finalized on 14 August 2018 once the suspensive conditions were met.

Acquisition Centrul Transilvania Imagistica Oradea

Medlife has taken over Centrul Transilvania Imagistica Oradea, a provider of medical diagnostic, imaging and radiology services, one of the most important players in the northwest of the country on this segment. The center is equipped with high-performance medical equipment and investigations are carried out by a team of specialists.

2.2. Organic growth

Hyperclinica Oradea

Med Life inaugurated in 2018 the first hyperclinic in Oradea, which provides integrated services of ambulatory, imaging and laboratory analyzes all under the same roof. The MedLife Hyperclinic in Oradea is the result of an investment of 1.2 million euros, it covers an area of 1.100 square meters and is disposed on 3 levels. The unit includes a harvesting point, five investigation rooms, a post-anesthetic salon and 12 cabinets for clinical and paraclinical consultations. The team consists of over 60 doctors, nurses and support staff.

Clinica Bacau

In 2018, the first medical clinic was inaugurated under the brand of Saint Mary in Bacau, part of the Med Life group. St. Mary's medical brand has been launched in Romania for two years and operates on the medical services market with over 60 medical units at national level.

The new clinic provides ambulatory services and laboratory analyzes to patients, and they benefit from investigations and treatments for 20 medical specialties. The medical unit covers an area of 770 square meters and includes 17 cabinets and one laboratory. The medical team consists of 25 physicians and nurses plus support staff.

2.3. Expansion Plans of Existing Medical Units

Expansion plans for existing medical units aim at increasing the number of beds and operating rooms available in the Group's hospitals. Thus, in 2018, LMH Hospital in Bucharest expanded with 57 beds and 2 surgery rooms, and the Humanitas Hospital in Cluj expanded with 21 beds and a surgery room.

2.4. Initiate share repurchase program

By the AGEA decision of October 8, 2018, it was approved the redemption of a maximum of 868,000 own shares for a maximum period of 18 months from the date of publication of the decision in the Monitorul Oficial of Romania. Thus, Medlife will redeem up to 868,000 shares with a nominal value of 0.25 lei/ share, not exceeding the 10% threshold of the Company's share capital. The Own Shares acquired through the Program will be offered to former or current members of the management or former or current employees of some of the Company's subsidiaries in exchange for the shares/ shares held by them in the respective subsidiaries of the Company.

Medlife has announced, by decision of the Board of Directors adopted on 18 October 2018, the launch of the share repurchase program starting on 9 November 2018. By December 31, 2018, MedLife has redeemed a total of 224,046 to a total of 6,056,105 RON.

3. Credit facilities contracted by the Group

In November 2018, the MedLife Board of Directors signed a syndicated credit facility with the Banca Comercială Română, Raiffeisen Bank, BRD Groupe Société Générale and Banca Transilvania, for refinancing the existing facilities, extending the financing period, rearranging the related terms and conditions, of the funding limit up to a threshold of approximately EUR 66 million. The MedLife Board of Directors was authorized and delegated for this purpose at the Extraordinary General Meeting of Shareholders held on 8 October 2018.

Loan contracts	<u>December 31, 2018</u>	<u>January 1, 2018</u>
Overdraft	30,911,018	2,013,469
Current portion of long term debt	23,162,490	36,642,740
Long term debt	<u>287,013,365</u>	<u>242,797,699</u>
TOTAL	<u>341,086,873</u>	<u>281,453,908</u>

As at December 31, 2018, the Group's drawn and undrawn financing facilities included the following:

- a secured club loan agreement entered into between the Medlife SA (together with the co-borrowers of the Diagnostic Rapid SA, Bahtco Invest SA and Accipiens SA) and Banca Comercială Română, Raiffeisen Bank, BRD Groupe Société Générale and Banca Transilvania, as mentioned above, the outstanding balance is 265,482,480 RON;
- a guaranteed overdraft facility between Garanti Bank S.A. and Med Life S.A., the amount drawn on 31 December 2018 is of RON 9,327,800;
- 4 secured loan contracts concluded between Banca Transilvania S.A. and Sama Medical Center S.A. for the purchase of medical equipment and the construction of a clinic, in a total amount of 797,148 RON, on 31 December 2018;
- an overdraft facility concluded between Transylvania Bank S.A. and Sama Medical Center S.A. since September 2016, having as balance on December 31, 2018 the amount of RON 900,000;
- 3 guaranteed loan contracts concluded between Banca Transilvania S.A. and Genesys Medical Center S.R.L., having on 31 December 2018 a balance of the borrowed amount of EUR 2,118,487 and RON 349,515; an overdraft facility with a balance on December 31, 2018 of RON 268,010;
- an overdraft facility between Unicredit Tirioc Bank and Prima Medical S.R.L., with a maximum credit limit of RON 800,000, drawn in full on 31 December 2018;
- a credit facility concluded between Garanti Bank S.A. and Dent Estet Clinic S.A. with the amount remaining to be reimbursed at December 31, 2018 of RON 589,272;
- a credit facility concluded between Marfin Bank Romania and Dent Estet Clinic S.A. with the amount remaining to be reimbursed at 31 December 2018 of RON 2,800,000;
- 10 guaranteed loan facilities concluded between Garanti Bank S.A. and Anima Specialty Medical Services S.R.L; the balance outstanding at 31 December 2018 is RON 4,621,906;
- an overdraft facility concluded between Garanti Bank S.A. and Anima Specialty Medical Services S.R.L within 1,500,000 RON; on 31 December 2018 the amount drawn is RON 1,000,000;
- a guaranteed loan agreement concluded between Banca Transilvania S.A. and Almira Trading S.A., with a balance outstanding at December 31, 2018 of RON 381,162;
- a guaranteed loan concluded between Bancpost and Med Life Occupational S.R.L. worth EUR 225,000; the balance outstanding at 31 December 2018 is RON 458,785;
- 3 guaranteed loan contracts concluded between Libra Internet Bank and Valdi Medica S.R.L., the balance outstanding at 31 December 2018 is RON 1,305,792;
- 2 guaranteed loan contracts concluded between Banca Transilvania S.A. and Ghencea Medical Center, the balance outstanding at 31 December 2018 is RON 783,037;
- a loan agreement and a guaranteed overdraft facility between CEC Bank S.A. and Clinica Polissano S.R.L., the balance outstanding at 31 December 2018 is RON 40,710,343.

As at December 31, 2018 none of the Group members was in breach of any applicable term of the financing facilities.

4. Financial Analysis

Analysis of the individual profit and loss

	12 months ended		Variation 2018/2017
	December 31, 2018	December 31, 2017	
Sales	794,562,861	623,219,949	27.5%
Other operating revenues	9,844,865	7,496,681	31.3%
Operating Income	804,407,726	630,716,630	27.5%
Operating expenses	(766,014,417)	(595,857,844)	28.6%
Operating Profit	38,393,309	34,858,786	10.1%
Finance cost	(17,567,816)	(14,201,686)	23.7%
Other financial income (expenses)	3,008,389	(6,380,555)	-147.1%
Financial result	(14,559,427)	(20,582,241)	-29.3%
Result Before Taxes	23,833,882	14,276,545	66.9%
Income tax expense	(7,051,245)	(5,544,920)	27.2%
Net Result	16,782,637	8,731,625	92.2%
Owners of the Group	13,370,348	4,382,702	205.1%
Non-controlling interests	3,412,289	4,348,924	-21.5%

Sales for the 12 month period ended December 31, 2018 amounted to RON 794,562,861, higher by 27.5% compared to sales recorded in the 12 month period ended December 31, 2017. This increase was mainly the result of significant growth in all of the Group's business lines, led on a percentage basis by Clinics, Hospitals, Corporate and Laboratories, as well as the impact of the acquisitions completed by the Group in 2017 and 2018.

Please see breakdown of sales below:

Business Line	12 months 2018 Sales	% of Total Sales	Q4 2017 Sales	% of Total Sales	Variation 2018/2017
Clinics	233,339,171	29.4%	166,650,648	26.7%	40.0%
Stomatology	44,733,559	5.6%	37,565,681	6.0%	19.1%
Hospitals	167,320,772	21.1%	119,106,274	19.1%	40.5%
Laboratories	134,680,878	17.0%	115,259,329	18.5%	16.9%
Corporate	169,171,271	21.3%	144,621,716	23.2%	17.0%
Pharmacies	36,111,885	4.5%	29,526,655	4.7%	22.3%
Others	9,205,325	1.2%	10,489,646	1.7%	-12.3%
Total Sales	794,562,861	100%	623,219,949	100%	27%

The main operational indicators of the Group.

Business Line		12 months ending December 31, 2018	12 months ending December 31, 2017
Clinics	Sales	233,339,171	166,650,648
Clinics	Visits	1,478,211	1,153,218
Clinics	Avg fee	157.9	144.5
Stomatology	Sales	44,733,559	37,565,681
Stomatology	Visits	102,714	99,682
Stomatology	Avg fee	435.5	376.9
Hospitals	Sales	167,320,772	119,106,274
Hospitals	Patients	75,031	58,610
Hospitals	Avg fee	2,230.0	2,032.2
Laboratories	Sales *	134,680,878	115,259,329
Laboratories	Analyses	5,666,665	5,320,695
Laboratories	Avg fee	23.8	21.7
Corporate	Sales	169,171,271	144,621,716
Corporate	PPM	649,292	568,593
Corporate	Avg fee	260.5	254.4
Pharmacies	Sales	36,111,885	29,526,655
Pharmacies	Clients	269,737	269,104
Pharmacies	Avg fee	133.9	109.7
Other Sales	Sales	9,205,325	10,489,646

Other operating revenues recorded an increase of 31.3% increase in the 12 month period ended December 31, 2018 as compared to the corresponding period of 2017, amounting to RON 9,844,865 as at December 31, 2017. Other operating revenues of the Group includes mainly operating grants income in the amount of RON 4,803,137, capitalized costs of intangible assets amounting to RON 3,053,412 and other operating revenues of RON 1,988,316.

Operating expenses include variable and fixed costs, as well as the cost of goods and materials used to provide the Group's services. The Group recorded operating expenses of RON 766,014,417 in the year ended December 31, 2018, representing an increase of 28.6%, or RON 170,156,573 as compared to the year ended December 31, 2017.

Operating expenses as a share of total operational revenues accounted for 94.5% in 2017 and 95.2% in 2018.

Operating expenses evolution	31 December, 2018	31 December, 2017	Variation 2018/2017
Consumable materials and repair materials	126,048,830	97,974,250	28.6%
Commodities expenses	29,367,048	24,115,025	21.8%
Utilities	9,056,380	6,573,637	37.8%
Repairs maintenance	8,984,186	6,435,809	39.6%
Rent	41,986,204	38,281,750	9.7%
Insurance premiums	2,538,221	2,103,123	20.7%
Promotion expense	15,011,240	10,976,803	36.8%
Communications	3,748,038	3,326,050	12.7%
Third party expenses (including doctor's agreements)	206,077,081	165,638,063	24.4%
Salary and related expenses	245,139,121	152,403,119	60.8%
Social contributions	8,136,171	34,608,368	-76.5%
Depreciation	56,982,245	43,078,621	32.3%
Other administration and operating exp.	12,939,652	10,343,226	25.1%
Total	766,014,417	595,857,844	28.6%

Operating profit increased by 10.1% over the 12-month period ended December 31, 2018, compared to the 12-month period ended December 31, 2017, from RON 34,858,786 in 2017 to EUR 38,393,309 in 2018.

Financial loss declined in the 12-month period ended December 31, 2018 by 6,022,814 RON, or 29.3%, from a loss of 20,582,241 RON in 2017, at a loss of 14,559,727 RON in 2018.

The net result recorded in 2018 increased by RON 8,051,012 compared to 2017, or 92.2%, from a profit of RON 8,731,625 in 2017 to a profit of RON 16,782,637 in 2018. The increase represents the translation of the increase in operating profit net result and diminishing financial expenses.

Analysis of the consolidated statement of financial position

	December 31, 2018	December 31, 2018	Variation
ASSETS			
Non-current assets	590,174,447	432,342,667	36.5%
Current assets	163,919,759	171,002,820	-4.1%
TOTAL ASSETS	754,094,206	603,345,487	25.0%
LIABILITIES & SHAREHOLDER'S EQUITY			
Current Liabilities			
Current liability (excluding interest-bearing debts)	182,115,090	125,743,573	44.8%
Interest-bearing debt	376,561,576	294,743,321	27.8%
Deferred tax liability	16,436,342	15,196,634	8.2%
TOTAL LIABILITIES	575,221,304	435,683,528	32.0%
SHAREHOLDER'S EQUITY			
Equity attributable to owners of the Group	159,350,814	152,036,571	4.8%
Non-controlling interests	19,522,088	15,625,388	24.9%
TOTAL EQUITY	178,872,902	167,661,959	6.7%
TOTAL LIABILITIES AND EQUITY	754,094,206	603,345,487	25.0%

Non-current assets amounted to RON 590,174,447 at 31 December 2018, recording an increase of 157,831,780 RON or 36.5% as compared to December 31, 2017. The increase is mainly influenced by the acquisitions of Polissano, Solomed and Ghencea.

Current assets decrease by RON 7,083,061 or 4.1% from RON 171,002,820 at 31 December 2017 to RON 163,919,759 at 31 December 2018.

Current liability (excluding interest-bearing debts) increased by RON 56,479,813, or 44.9%, from RON 125,743,573 at 31 December 2017 to RON 182,223,386 at 31 December 2018.

Interest-bearing debt increased by RON 81,818,255, or 27.8%, from RON 294,743,321 as at 31 December 2017 to RON 376,561,576 at December 31, 2018. The increase is due to the financing of the current group's activity and the refinancing of some leasing contracts.

5. Main Financial Indicators

	Period ended at December 31, 2018	
1 Current ratio		
Current assets	163,919,759	=
Current liabilities	245,246,366	
		0.67

**Period ended at
December 31, 2018**

2 Debt to equity ratio

<u>Long Term Debt</u>	313,538,596	=	
Equity	178,872,902		175%
<u>Long Term Debt</u>	313,538,596	=	
Capital Assets	492,411,498		64%

**Period ended at
December 31, 2018**

3 Trade receivables turnover (days)

<u>Average receivables</u>	68,704,143	=	
Sales	794,562,861		31.13

**Period ended at
December 31, 2018**

4 Fixed assets turnover

<u>Sales</u>	794,562,861	=	
Net Fixed Assets	590,174,447		1.35

6. Non-Financial Information

Overview

The MedLife Group dedicates all its resources to ensure every client's professional medical services at the highest standards, based on state-of-the-art technological support, in impeccable safety and comfort conditions. The group has been constantly developing based on the desire to meet the most demanding and complex medical services. The goal of the group medical units is to improve the quality of life of every patient that use the group medical services. The access to the MedLife Group services is facilitated by the integrated system in place consisting in: hospital, outpatient, analytical laboratory, pharmacy, imaging and corporate subscriptions. As a result, MedLife has become the largest private healthcare provider nationwide in terms of turnover, and is making every effort to further address the needs of patients and to ensure their quality and safety.

MedLife offers its services through the largest team of doctors and nurses working in the private sector in Romania, with about 2,500 doctors and 1,800 nurses. The Group employs full-time specialists for the vast majority of specialties offered, but also on a limited-time basis for specialties or specific functions, or works with collaborating medical staff. In addition, given its commitment to provide quality medical services, the Group has consistently invested in medical equipment, which has helped sustain its market leadership in diagnostic imaging technology.

The group enjoys a high level of satisfaction among patients, achieving a high score for the reputation of its brands among clients and an increasing number of patients is recommending the group services. The company latest study reveals that MedLife is perceived as a brand that differentiates itself in particular through its openness and respect offered to its customers. The respect offered to the customer, and, at the same time, the efficacy and seriousness proved through the services makes MedLife perceived as a trustworthy partner that offers a sense of security.

MedLife received the title of "Most Trusted Brand" by Reader's Digest in the Private Clinics category in Romania for six consecutive years, 2009-2015, four Superbrand Awards including 2017, the distinction Qudal in 2016 and 2017, and is ranked first against Group competitors in the survey conducted by the Exact Research and Consulting Group in 2017 to evaluate spontaneous brand awareness.

Moreover, MedLife received the ICERTIAS certification for "Superior Excellence" in 2018. The group makes weekly patient surveys to get their opinion on the healthcare provided, and the Mystery Shopper is organized biannually at the group level.

Business Model

Med Life's concept of Hyperclinics, large scale ambulatory clinics, as well as the integration of various segments (in the Group) provides substantial potential for revenue capture. For example, an HPP client visiting a Group clinic for a preventative check-up may be advised to undertake further tests or seek further consultations not covered by the HPP. These additional services or consultations are often available within the same Hyperclinic, facilitating the client to choose the Company's services. The Company's ability to accompany the patients in many cases from prevention to diagnosis through treatment provides a continuity of treatment for the patient as well as the capture of FFS revenue for the Group. The Group's Pharmacies business line is another example of revenue capture. When a prescription is given in one of the Group's consulting rooms, patients will often use the most convenient location to fill it: a pharmacy that is within the same building where the prescription was given. The Group's expansion into the Stomatology business line adds a further leg to this strategy. Preventative dental check-ups can be included in some Health Prevention Packages, ("HPP") which may lead patients to choose the Group for any follow-up treatment as a FFS client.

Sales largely from cash-pay and HPP with low dependency on National Health Houses ("NHIH") funding

Many private healthcare providers in Romania remain dependent for a significant portion of their sales on contracts awarded by the NHIH to service State insured patients. This increases their exposure to changes in the NHIH healthcare priorities, pricings and allocation systems. With only 19% of its sales during 2018 deriving from the treatment of NHIH insured patients, MedLife can independently determine its policies and priorities.

The largest number of HPP clients in Romania

With over 650,000 HPP subscribers as at 31 December 2018, the Group has access to a significant potential client base for its FFS activities. This base is further expanded when the HPP subscribers bring family members and provide referrals to others for the Group's FFS offering. The HPP client base also provides opportunities for up-selling as many of the HPP clients begin with basic medical services packages and gradually move to more comprehensive services.

The Company's continuous investments in new medical facilities set the basis for potential new HPP clients, as the Company's ability to service HPP subscribers in its own medical facilities is often key to the clients' purchasing decision. The market outside Bucharest remains, in the Group's view, underdeveloped for HPP and as such represents an opportunity for further growth by acquiring and integrating local and regional providers, thus expanding its footprint on a regional level and increasing its appeal to HPP clients.

Experienced management able to generate and manage activity development both by organic growth and acquisitions

The Company's track record of organic and acquisition growth is largely due to the Company's strong management team. The Company has developed systems for screening potential acquisitions, completing detailed analysis and decision making in a timely manner, and implementing, post transaction, a fast and efficient integration process. The Company has a reputation in the market as a "friendly acquirer", mainly because the targets' founder/owners are often given the opportunity to stay in the business as minority shareholders, and managers of the subsidiary. Through this approach, MedLife retains their accumulated experience and market knowledge while being able to fully integrate the acquisition into its own systems and revenue capture opportunities. Since the founding of the company in 1996 the Group has opened and acquired 129 facilities providing the Group with valuable knowledge and experience to find the best path for continued and successful expansion.

Strategy

The MedLife strategy focuses on maintaining leadership. The Group strives to expand its portfolio of units and services, ensuring profitable national coverage to meet the needs of existing and new Group customers. At the same time, the Group remains committed to ensure safe and quality medical treatment for clients, ensuring a balance between the Group's health risks and opportunities and business objectives. As a result,

the MedLife Medical Unit Network comprised at the end of 2016 of 18 hyperclinics, 21 clinics, 8 hospitals, 26 laboratories, 8 dental clinics and 9 pharmacies, and at the end of 2018 MedLife network consists of 20 hyperclinics, 47 clinics, 10 hospitals, 33 laboratories, 9 dental clinics and 10 pharmacies, MedLife being the only medical attendant with large clinics in all cities with over 200,000 inhabitants.

The Group is pursuing opportunities to capture additional revenues and achieve synergies within its current networks and services. The Group aims to achieve this goal through organic growth and the acquisition of smaller providers of medical services on the market. As a result of this strategy, over the past two years, the MedLife Group has been characterized by significant increases in turnover from one reporting period to the next, as follows: a 24% increase in 2017 compared to 2016, reaching a turnover of 623,219,949 RON, respectively increase of 27.5% in 2018 compared to 2017, reaching a turnover of 794,562,861 RON.

The increase in turnover was accompanied by an increase in EBITDA in absolute value and also the EBITDA margin: 43% increase in absolute value in 2017 compared to 2016, reaching RON 77,937,407 EBITDA and an EBITDA margin of 12.5 % (up from 10.9% EBITDA margin in 2016) and a 22.4% increase in absolute value in 2018 compared to 2017, reaching EBITDA 95,375,554 and an EBITDA margin of 12%.

Organic growth

During the period 2014 – December 2018, the Company opened a number of new clinics and other facilities, particularly sampling points for its Laboratories business line. Many of these facilities are believed to still have the capacity to service greater numbers of patients, which should allow for the increase in their revenue and profit contribution, as they reach fuller utilization. Further, the Company and the Group continue to optimize the range of services offered at its other facilities to the specific local market conditions, seeking to improve the revenue and margins of each location. As a result, the constant and accelerated ramp-up of these facilities is expected to improve margins as well as deliver further sales growth.

People and resources

The Company services patients through the largest private pool of doctors and nurses in Romania. As of December 31, 2018, the Group, on an overall level, was collaborating with a number of approximately 2,500 physicians and 1,800 qualified nurses across its business lines, including both employees working exclusively for the Group and collaborators, providing services as independent professionals. In addition, more than 1,500 full time employees were working in support and administrative functions as of December 31, 2018.

The Company's objective is that its medical staff be formed exclusively of full-time employees, even if certain specialties and functions either do not justify full-time engagements or such personnel are not available. In these circumstances, the Company enters into part-time employment or collaboration arrangements with the respective staff. The type of contractual arrangement between the Group and its medical staff depends on various criteria, such as the professional context or the time that the medical staff can allocate to services provided to the Company. Medical staff under services agreements are seen by the Group as commercial partners, providing services to the Company as independent contractors, in compliance with the applicable legislation.

The Company seeks to provide adequate compensation and incentives to physicians and other medical staff in exchange for quality medical care and commitments to promote the MedLife business model. The usual compensation package offered by the Company to its employees includes fixed remuneration, to which a variable remuneration is added, determined based on a revenue sharing mechanism connected to appointment and consulting activity. Collaborators are compensated based on their appointment and consulting activity.

Collaborators are rewarded according to their number of appointments and consultations. The Group does not operate retirement plans or long-term benefit plans.

The group invests in human resources programs such as the Life Academy, Good Practice School Initial Assistants, the Medlife National Conference (2018 with the theme "Treatment Etiology and Prevention of Medical Errors"). These training programs are designed to ensure the professional continuation of its employees, both those in support and administrative staff, as well as those in the medical setting.

As for the relationship with colleagues, the Group provides a safe working environment in which employees are treated fairly and with respect, and the differences between employees are accepted. The Group is committed to providing colleagues with the opportunity to excel and reach their full potential and reward them on a merit basis.

The group does not tolerate any discrimination, intimidation or harassment of colleagues or between them. The group encourages clear and open communication with and between colleagues. They can and must promptly express any concerns about any unethical or illegal behaviour by presenting these concerns to the human resources department within the Group. The Group undertakes to investigate such concerns brought to good faith, maintaining the confidentiality of these steps.

Quality Standards

MedLife has implemented the following standards for Quality, Environment and Occupational Health & Safety management systems:

- ISO 9001:2015 (Quality Assessment) through which the organization demonstrates that it has identified the risks and acts to eliminate or limit their effects, which may have a negative impact on the quality management system's ability to achieve the desired results, and a negative impact on customer satisfaction.
- ISO 14001:2015 (Environmental Management System) Implementation of this standard ensures management of the company and its employees as well as external stakeholders (shareholders, investors, institutions, authorities) that the organization's environmental impact is measured and constantly improved.
- OHSAS 18001:2007 (Occupational health & safety management system) represents a working model for the organizations that intend to have a better control over the professional risks.

All of the Company's laboratory facilities are accredited by the Romanian Accreditation Association with ISO 15189 for Quality management.

Health, Safety, Security and Environment

The Company is subjected, and complies with Romanian laws and regulations related to health, safety, security and environment matters. These laws and regulations refer, among other things, to management and disposal of hazardous substances and medical waste, exposure to hazardous materials and protection of health and safety of employees. The Company is required to obtain environmental permits, licenses and authorizations and provide notification to local authorities prior to opening new administrative and medical units.

As of December 31, 2018, the Company is in various stages of procedures for obtaining or updating its fire prevention authorizations for certain of its medical units and other premises. The completion of these procedures is subject to various requirements, such as the performance of certain works and upgrades to the Company's facilities. The Company regards the amounts of the required investments as being immaterial; however, the completion of the necessary works and upgrades is subject to, in certain cases, additional authorizations and clearances, or other procedures in which the Group has engaged. As at December 31, 2018, the Company does not have all fire prevention authorizations in place.

Equipment and Technology

The Group purchases medical equipment to ensure professionally qualified to the highest standards medical services to every client. These devices include, but are not limited to: optical coherence tomography systems, magnetic resonance imaging equipment, computerized tomography equipment, bone density measuring instruments, imaging and identification systems used in dermatoscopy, measurement equipment hepatic rigidity, laser, vacuum systems to reduce fat deposits by cryolysis (LipoCryo), video capsule endoscopy systems.

Medlife laboratories also feature state-of-the-art equipment such as the Abbot Accelerator A3600 automatic line placed in MedLife Grivita laboratory, the first in Romania and in Eastern Europe. Significantly contributes to increasing the accuracy of analyses, reducing execution time, and better traceability and tracking of each patient's samples.

With the help of these equipment and technologies used by MedLife doctors, several surgical interventions have been successfully completed, becoming even a medical premiere in Romania.

Information Technology

The Company relies on international providers for its IT hardware infrastructure. With regards to communication between the Company's various locations, the Company uses a virtual private network, which ensures effectiveness, security and privacy of communications.

The Company has also implemented a robust IT infrastructure within all its hospitals, which covers admission and surgery appointments, medical procedures, patient check-in and check-out, medical supplies and consumables management, billing on a per-customer basis and generating general management reports.

The Laboratories business line has been equipped with software to manage the lab test processes including the management of samples, patient records, barcode labelling and automated procedures for final results.

Respecting the human rights principles

The group is committed to properly treat patients, competitors and providers. All colleagues must always act with integrity and honesty, continuously protecting the Group's reputation when dealing with patients, competitors and suppliers.

The group seeks to create and maintain mutually beneficial relationships with its patients by promoting a climate of trust and transparency doubled by innovation and good medical practice. The Group ensures that all suppliers are selected and contracted based on merit and objective business standards so as to avoid real or perceived favouritism.

The group is adept of a free and fair competition and has no dealings with its competitors. The Group respects all laws and regulations in its field of activity, along with industry standards and internationally accepted practice.

Anti-Bribery and Anti-Corruption principles

In accordance with the Articles of Incorporation, all payments made by MedLife to public authorities, in the jurisdictions in which MedLife is operating, are in comply with all applicable legal provisions and are made exclusively for the purpose of ensuring the execution of routine governmental action.

The group has a zero tolerance policy regarding bribery and corruption. Group Policy prohibits promising, offering or paying bribes, as well as requesting, accepting or receiving bribes.

The group also forbids colleagues to accept gifts, hospitality, or gifts that are intended to influence business decisions.

Corporate Social Responsibility

Medlife values include:

- Responsibility: The Medlife Group guides its actions according to what is important to people's lives and health;
- Professionalism: The Medlife Group reunites for 2,500 doctors, professors, lecturers, doctors in medicine who work day by day with dedication and professionalism;
- Innovation: The Medlife Group has a constant concern about methods, technology and organization that will result in better and more effective medical solutions;
- Care and respect: Every patient is important and respected, and everyone's needs are treated with care and attention.

More technological advances have allowed medicine to evolve to minimally invasive techniques that expose patients to low risks and allow for a faster recovery period. In developed countries, it is common practice for many years: patients to be able to go home without requiring over night hospitalization. In 2005, MedLife was the first to introduce this concept to the Romanian market. MedLife has created space in hospitals and hyperclinics, where patients can benefit from minimally invasive techniques. The MedLife concept "We Make Romania Well" started with the desire to bring good in Romania in as many forms, not just in health and in the medical system. Thus, the Medlife Group has developed and supported a number of projects, events and ideas for the well-being of employees or healthcare professionals at the beginning. The company also organized or participated in medical events where

doctors from the country or from abroad had the opportunity to share new knowledge, technologies or procedures.

InfoLine magazine

The InfoLine magazine, already at its 90th edition, supports the Medlife Group's patients with information and articles about common illnesses, new technologies implemented in the Group's units, new perspectives and interviews with medical staff.

Blood donation campaign

MedLife has launched a national blood donation program to support blood transfusion centers and promote this behavior in Romanian society.

Started five years ago, the program runs in the largest cities in the country.

Pro-bono cases

Medlife's commitment remains to treat and help patients in need of interventions, regardless of the environment they come from or their financial situation. Whether it's light or serious, MedLife doctors handle cases brought by humanitarian foundations or identified cases by the group's employees.

The MedLive platform

In order to reduce the phenomenon of self-diagnosis and auto-medication and to encourage correct information, directly from the doctor, MedLife launched the MedLive.ro online platform. The MedLive platform is an education platform for MedLife patients as well as for doctors or medical students. In the eight years since the platform was launched, users were able not only to keep up-to-date with the latest news about prevention or maintenance of a healthy lifestyle, but also to interact directly with MedLife doctors.

Good for the Environment - The Green Project for Romania

The Green project, together with every action taken by MedLife, is the essence of the brand. And this time, besides respecting the promise of a quality medical act and excellence proven to every patient, the campaign is MedLife's desire to get even more involved in the future of new generations.

Therefore, the project requires that for each child born in MedLife's maternity clinics, the company plans to plant a tree in a deforested area of the Fagaras Mountains through the FCC (Conservation Carpathia Foundation). Results 2017-2018 include three stages of afforestation, dozens of Medlife employees and volunteers involved, 40,000 seedlings planted.

Also, for the environment, the Medlife Group has created a set of good rules that all Medlife employees such as: reducing electricity consumption; selective collection - paper, plastic, electronic, waste; reducing water consumption.

7. Corporate Governance

The corporate governance statement

MedLife and its board members comply with the corporate governance regime established by the Companies Law with the following exceptions:

- Because some members of the Board of Directors and some executive managers hold various positions in the administration, management or control bodies in the subsidiaries of the Company, any lending by the Company to such subsidiaries can be considered a loan by the Company to its directors which is prohibited under the Companies Law;
- Because some members of the Board of Directors and some executive managers hold various positions in the administration, management or control bodies in the subsidiaries of the Company and other positions within the Company (e.g. executive managers, legal advisors, employees) there is the possibility of occurrence of conflicts of interests.

Starting with January 4, 2016, a new corporate governance code issued by the Bucharest Stock Exchange has entered into force and is applicable to all issuers of securities traded on the regulated spot market of the Bucharest Stock Exchange.

MedLife SA has adhered to the Corporate Governance Code of the Bucharest Stock Exchange considering the quality of the issuer on the capital market. The Corporate Governance Code of the BVB can be found on the official website of the BSE (www.bvb.ro). See in this respect the Declaration on Compliance with the Corporate Governance Code that reflects the MedLife compliance status on 31 December 2018.

The Med Life SA website also includes the following policies and procedures: Organization and Deployment Policy for General Shareholders' Meetings, Code of Ethics and Conduct, Social Responsibility Code, Forecasting Policy and Corporate Governance Statute.

7.1. Shareholding structure

As of December 31, 2018 the shareholders' structure of Med Life SA, the parent company of Med Life Group, is as presented below:

	No. of shares	%
Marcu Mihail	4,119,320	18.60%
Marcu Nicolae	3,110,115	14.04%
Cristescu Mihaela Gabriela	2,913,800	13.16%
Others	12,001,847	54.20%
TOTAL	22,145,082	100%

7.2 Company Management

MedLife is managed in a unitary system by the Board of Directors consisting of 7 members appointed by the Ordinary General Meeting of Shareholders for a four-year term with the possibility of being re-elected. Out of 7 members of the Medlife Board of Directors, 2 members are independent members. The Board of Directors is responsible for MedLife's management, acting in the interest of society and protecting the interests of its shareholders by ensuring a sustainable development of the company. According to the Articles of Incorporation, the Board of Directors is responsible for all necessary and necessary acts in order to fulfill the MedLife object of activity, including the management of MedLife subsidiaries or investments, except for the attributions attributable to the General Meeting of Shareholders by law.

The Board of Directors meeting takes place at the Company's headquarters. During the year 2018 there were 4 meetings of the Board of Directors to which all 7 members were present personally.

Component of the MedLife Board of Directors

As at the date of December 31, 2018, the Board of Directors consists of the following members:

Name	Date of Birth	Title
Mihail Marcu	30.09.1970	Member and Chairman of the Board of Directors
Ana Maria Mihaescu	29.07.1955	Member of the Board of Directors - independent member
Ion Nicolae Scorei	22.12.1974	Member of the Board of Directors
Dimitrie Pelinescu-Onciul	11.08.1947	Member of the Board of Directors
Dorin Preda	03.04.1976	Member of the Board of Directors
Marius-Leonard Gherghina	21.02.1964	Member of the Board of Directors - independent member
Nicolae Marcu	26.10.1968	Member of the Board of Directors

Mihail Marcu has been the Chairman of the Board of Directors of MedLife since August 2006. Mihail Marcu is a graduate of Bucharest University, the Mathematics and Computer Science Faculty in 1995, and has further graduated other post-graduate and advanced training courses delivered by the Romanian Banking Institute, the Open University, DC Gardner training or Codecs, both in Romania, and abroad. Prior to his position as a director of MedLife, Mihail Marcu used to be the chief executive officer of MedLife between January 2004 and August 2006; before that, he held the office of Vice-Chairman of RoBank S.A. (currently, OTP Bank Romania S.A.), being authorised in this capacity by the National Bank of Romania. Earlier, Mihail Marcu held various positions in Credit Bank Romania S.A. and RoBank S.A., including credit

inspector, head of credit unit, manager of the credit department, and manager of the corporate department.

Mihail Marcu is also an independent member of the Board of Directors of SC Prutul SA.

Ana Maria Mihăescu is a member of the MedLife Board of Directors starting from 2017. In the last 20 years, Ana Maria Mihăescu has led the mission of the International Finance Corporation of Romania, a World Bank's Division and the largest private sector financier in emerging countries. Between 2011 and 2016, Ana Maria Mihăescu had a decision-making role regarding the IFC projects in several European countries, including Romania. Previously, she held top management positions in the banking sector. Since 2016, she has been a member of the Raiffeisen Bank's Supervisory Board, serving as an independent member for a four-year term. He is also an independent member of the Board of Directors of Black Sea Oil and Gaz and ICME ECAB SA.

Ion Nicolae Scorei has been a member of the Board of Directors of MedLife since 2006. He is also an attorney-at-law, member of the Bucharest Bar, and coordinating partner of Scorei și Asociații Law Firm. Ion Nicolae Scorei is a graduate of the Romanian-American University, Faculty of Law (1998).

Dimitrie Pelinescu-Onciul has been a member of the Board of Directors of MedLife since 2008. He is a graduate of the Carol Davila Medicine and Pharmacy University of Bucharest, Faculty of Medicine (1972), specialising in obstetrics and gynecology (residency 1978-1981), and became Doctor in Medical Sciences in 1994. Dimitrie Pelinescu-Onciul is a member of 11 Romanian scientific societies in Romania and of 7 scientific societies abroad, and held among other the office of President of the Romanian Perinatal Medicine Association (2006-2008). Before joining the MedLife team in 2004, Dimitrie Pelinescu-Onciul used to render work for Filantropia Clinical Hospital of Bucharest (1994-2004), Titan Clinical Hospital of Bucharest (1986-1991), Brâncovenesc Clinical Hospital (1978-1981), and Sinești Rural Hospital, county of Vâlcea (1972-1978), as primary care physician, obstetrics and gynecology, head of clinics or hospital director.

Dorin Preda has been a member of the Board of Directors of MedLife since 2008. He is a graduate of the Economics Academy of Bucharest, Faculty of Finance, Insurance, Banks and Stock Exchanges (1998). Before joining the MedLife team, Dorin Preda used to be the Chief Executive Officer (CEO) of Asilife Insurance Broker S.R.L. (2007-2008), Branch Manager with HVB –Țiriac Bank S.A. (2006-2007), HVB Bank S.A. (2005-2006), Banca Comerciala Ion Țiriac (2004-2005) and Banca Comerciala RoBank S.A. (2003-2004). Similarly, he used to hold the positions of Manager of Loans and Marketing Department of Banca Comerciala RoBank S.A. (2001-2002), credit analyst with the same bank (2000-2001), and Manager of the Loans Department of Banca Dacia Felix S.A. (1999-2000).

Leonard Gherghina has been a member of the Board of Directors of MedLife since 2009. He is a graduate of the Polytechnics University of Bucharest, Faculty of Aerospace Engineering (1998), and of a Master in Business Administration (MBA) programme of McGill University of Montreal, Canada and of the International Directors Programme and Managing Partnerships and Strategic Alliances at INSEAD, Fontainebleau, France. Before joining the MedLife team, Leonard used to be a partner for Central Europe in Value4Capital Eastern Europe Holding V Limited (2006-2012), partner for Central Europe in Baring Private Equity Partners (1998-2006), and senior investment officer in the Romanian-American Enterprise Fund (1995-1998).

Nicolae Marcu has been a member of the Board of Directors of MedLife since December 2016. Nicolae Marcu is a graduate of Carol Davila Medicine and Pharmacy University of Bucharest, Faculty of Medicine (1996), and has been a doctoral student in psychiatry since 2000. Nicolae Marcu graduated a number of postgraduate studies in psychiatry in the country and abroad. Prior to joining the MedLife team, Nicolae Marcu was a specialised physician in psychiatry with "Dr. Al Obregia" Psychiatric Hospital.

Executives

The Executive Committee is headed by Mr. Mihail Marcu, member of the Board of Directors and General Manager, Nicolae Marcu, Member of the Board of Directors and Director of Health and Operations, Dorin Preda, member of the Board of Directors and responsible for Finance and Treasury. Under the guidance of the above-mentioned key managers, there is a group of executive managers, many of whom have a solid experience within the Group, which manages functions, business lines and headquarters. These professionals have a significant degree of independence and freedom in implementing the budgets established for units and business lines. The composition of the Executive Committee is detailed below:

Name	Title
Mihail Marcu	Chief Executive Officer (CEO)
Nicolae Marcu	Chief Healthcare and Operations Officer
Dorin Preda	Chief Finance and Treasury
Adrian Lungu	Chief Financial Officer
Radu Petrescu	Human Resource Manager
Geanina Durigu	Laboratory Manager
Mariana Brates	Purchasing Manager
Mihai-Stelian Vârciu (until April 30, 2018) Larisa Chirirac (stratin May 1, 2018)	Medical Manager
Vera Firu	Accounting and Tax Manager
Mirela Dogaru	Corporate and Marketing Manager

7.3 Audit Committee

The audit committee has three members:

Name	Date of Birth	Title
Ana Maria Mihaescu	29.07.1955	Member of the Board of Directors
Ion Nicolae Scorei	22.12.1974	Member of the Board of Directors
Marius-Leonard Gherghina	21.02.1964	Chairman of the audit committee, Member of the Board of Directors

The Audit Committee has mainly, the following tasks:

- to examine and review the annual financial statements and the profit distribution proposal;
- to carry out annual assessments of the internal control system;
- to evaluate the effectiveness of the internal control system and risk management system;
- to monitor the application of generally accepted legal standards and standards;
- to assess conflicts of interest in affiliated party transactions;
- to analyze and review transactions with affiliated parties that exceed or may be expected to exceed 5% of the net assets of the company in the previous financial year;
- to make CA recommendations.

7.4 Internal Control

MedLife established a system of internal control throughout the group. Internal control is an activity of objective and independent evaluation with consultative purpose performed in order to increase value added and improving the activity of the Group.

Internal control helps the group achieve the objectives set by systematic and disciplined approach, whose goal is to appreciate and improve the efficiency of risk management, control systems and general management.

The objectives of the internal control are:

- Assessment and evaluation of the accuracy of realized tasks;
- Evaluation of conformity with internal procedures;
- Detection of cases with lack of economic spirit, waste, abuses and other irregularities indicating the persons/ posts responsible for them;
- Presentation to the Board of Directors of objective information from areas covered by internal control and of recommendations in order to eliminate identified issues and follow-up
- Rendering of services in terms of assessments, evaluations, recommendations for the Board of Directors

The Group's internal control checked: compliance with the laws in force; application of the decisions made by the management; good operation of the internal activity; efficient use of resources; prevention and control of the risk of failing to reach the goals set; ensuring an accounting management and financial monitoring of the Company's activities.

Internal control is applicable:

- prior to conducting the operations, upon the preparation of the budget, which would allow subsequently to conducting the operations, the budget control;

- during the operations and after their completion, a case where it is analysed the profitability of the operations and it is ascertained the existence of the conformity or possible irregularities, which need to be adjusted.

7.5 Investment Committee

The Investment Committee consists of the following members:

1. Leonard Ghergina, Independent Non-Executive Administrator
2. Nicolae Marcu, Executive Administrator
3. Dorin Preda,
4. Adrian Lungu, Executive Committee member
5. Mihai Virciu, member Executive Committee

The Investment Committee has the following attributions:

- to define the regulatory framework for investment projects;
- to approve investment projects;
- to monitor and report to the CA the status of the ongoing investment projects.

7.6 Nomination and Remuneration Committee

The nomination and remuneration committee consists of the following members:

1. Ana Maria Mihaescu, Independent Non-Executive Administrator
2. Leonard Ghergina, Independent Non-Executive Administrator
3. Radu Petrescu, executive board member

The nomination and remuneration committee has the following attributions:

- To approve a description of the role and eligibility conditions required for a particular position in the CA or in the Executive Committee;
- To identify candidates for the position of administrator, if applicable;
- Ensure an appropriate remuneration policy consistent with MedLife's long-term strategy and interests;
- Ensure the publication of direct and indirect remuneration of directors and executives in the annual report, distinguishing between fixed and variable components of remuneration.

8. Risk exposures

Capital risk

The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Group consists of debt, which includes borrowings from bank and IFC and also financial leasing, cash and cash equivalents and equity, comprising issued capital, reserves and retained earnings.

The Group's risk management reviews the capital structure regularly. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

Financial risk management objectives

The Group's Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

Market risk

The Group's activities expose it primarily to foreign exchange rate risks. There were no changes in the Group's exposure to market risks or the way they manage and assess their risk.

Foreign exchange rate risk

The Group operates and carries out transactions denominated in various currencies. The management analyses the exposure to currency risk and takes the necessary measures to protect itself.

Interest rate risk

The management of the Group analyses the financial costs of borrowing from banks and financial leasing and takes the necessary measures to protect itself against interest rate risk.

Credit risk

The financial assets that might expose the Group to a credit risk concentration mainly consist of receivables (trade receivables and similar receivables). Given the large number of clients of the Group, credit risk is rather limited.

The Group has also developed certain procedures to assess legal entities as customers prior to signing contracts, aimed at providing preventive and prophylactic health care packages (PPMs) and monitoring their ability to meet the payments during the course of contracts.

Liquidity risk/ cash flow risk

The Group's policy is to maintain sufficient liquidities to pay for its obligations when such become due. The ultimate responsibility for liquidity risk management rests with the board of directors, which has set up an appropriate liquidity risk management framework to manage short, medium and long-term funding requirements and liquidity management.

The Group manages liquidity risk by maintaining reserves, continuously monitoring the estimated and effective cash flows and reconciling the maturities of financial assets and liabilities.

Fiscal environment

The taxation system in Romania is still developing and is subject to various interpretations and constant changes, which may sometimes be retroactive. Although the actual tax due for a transaction may be minimum, delay interests may be significant, as they can be calculated at the value of the transaction and at a rate of 0.02% per day (interest) and 0.01% (penalties) per day in 2018.

In Romania the statute of limitation for tax controls (audits) is of 5 years. Management believes that the tax obligations included in these financial statements are adequate.

Transfer pricing

The fiscal legislation from Romania includes the "market value" principle, according to which the transactions between related parties have to be performed at the market value. The local tax payers, who carry transactions with related parties, have to prepare and make available to the tax authorities from Romania, at their written request, the transfer pricing documentation file. If the companies do not prepare the documentation or they present an incomplete transfer pricing file may attract penalties for non-conformity, and additionally to the information presented in the transfer pricing file, the fiscal authorities may have a different interpretation of the transactions and the circumstances compared to the management's assessment and, as a result, they may impose additional fiscal obligations as a result of

adjusting transfer prices. The management of the Group is confident that, if required, they will submit the necessary information in due time to the fiscal authorities. The transactions with related parties and group companies are performed based on the market value principle.

Litigation

The Group is involved in various litigations as part of normal course of business. Management has assessed the legal status together with the Group's legal advisors and all necessary adjustments have been recorded in the consolidated financial statements.

9. Subsequent events

Increase participation in Sama Craiova and PDR Brasov groups

Medlife has announced the acquisition of a 35% stake in Sama Group Craiova, which is why Medlife has become the shareholder with 90% shares (from 55% of the initial package). Also, Medlife has acquired another 3 percent of PDR Group Brasov (Policlinica de Diagnostic Rapid), the company currently owning 83% of the package (from 80% initial package). The additional shares of Sama and PDR groups were acquired by Medlife as a result of an exchange with Medlife's shares, a decision taken by the Board of Directors of the Company, empowered by the Extraordinary General Meeting of Shareholders on October 8, 2018. This operation aims the alignment at the group level through which encourages the contribution of the founders of the subsidiaries to the integrated activity of the Medlife Group, which is also in line with the acquisition strategy.

Acquisition of Rozsakert Medical Center Hungary

Medlife announced the first international transaction: the purchase of 51% of the majority package of Rozsakert Medical Center in Hungary. Rozsakert Medical Center is among the top 10 private health care providers in Hungary. The company is comprised of a multidisciplinary clinic that includes a compartment equipped with a small surgery room and a dental center. Over 40,000 patients access a diverse range of outpatient clinical and paraclinical services and investigations, as well as a comprehensive range of interventions.

There were no other significant subsequent events after December 31, 2018.

Administrator