



MED LIFE S.A.

CONVENING NOTICE

The Board of Directors of MED LIFE S.A., a joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, Calea Grivitei no. 365, District 1, registered with the National Office of the Trade Registry associated with the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having a share capital subscribed and paid of 33,217,623 RON (hereinafter the "**Company**"), according to the provisions of art. 117 of the Companies Law 31/1990, republished ("**Law 31/1990**"), of Law 24/2017 on issuers of financial instruments and market operations, republished ("**Law 24/2017**") and regulations adopted for the application thereof, corroborated with art. 10 of the Company's articles of association,

Convenes:

THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

("EGSM" or the "Meeting")

on **03.08.2023**, at **10.00** hours (Romanian time) at the Company's headquarters in Bucharest, Calea Grivitei no. 365, CEx building, district 1, for all shareholders registered in the shareholders' registry kept by the Central Depository S.A. at the end of the date of **25.07.2023**, set as the **reference** date for the EGSM, with the following agenda:

Agenda:

1. Approval of the increase of the share capital with the amount of RON 99,652,869 from the current amount of RON 33,217,623 to RON 132,870,492 through the issuance of 398,611,476 new shares with a nominal value of RON 0.25/share (the "**Share Capital Increase**"). The Share Capital Increase will be carried out through the incorporation of share premiums and reserves (with the exception of the legal reserves), and the newly issued shares will be allocated free of charge to the Company's shareholders registered in the register of shareholders kept by Depozitarul Central - S.A. as of 04.09.2023, established as record date ("**Record Date**"). Each shareholder registered in the register of shareholders kept by Depozitarul Central - S.A. on the Record Date will receive 3 (three) newly issued shares, free of charge for each share held on the Record Date. The increase of the Share Capital will be carried out to support the current activity of the Company.

2. Approval of the amendment of the Articles of Association of the Company following the Share Capital Increase as follows:
 - Paragraphs 4.1. and 4.2. of Article 4 *Share capital and shares* of the Articles of Association of the Company are amended and shall read as follows:

"4.1. The share capital of the Company is in amount of 132,870,492 RON, fully subscribed and paid up as follows:

 - a. Cash: RON 131,862,992 and USD 362,161.10;*
 - b. In kind: RON 2,935.50.*

4.2. The share capital is divided into 531,481,968 shares, with a nominal value of 0.25 RON/share."
 - Annex 1 of the Articles of Association shall be amended according to the shareholding structure as of 05.09.2023, set as the payment date.
3. Authorising the Board of Directors of the Company to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including for updating the Company's Articles of Association.
4. Authorising the acquisition by the Company, directly or through a person acting in its own name but on behalf of the Company, of a number of own shares with a total nominal value equal to maximum 10% of the Company's subscribed share capital, as of the date of the buy back, for a maximum period of 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV, at a price per share (i) minimum equal to the market price of a share on BVB at the time of the acquisition and (ii) maximum equal to the highest value between the price of the last independent trade and the highest current independent purchase bid on BVB, in accordance with the provisions of art. 3 para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. The nominal value of the treasury shares thus acquired by the Company, including those already held in its portfolio, may not exceed the threshold of 10% of the Company's subscribed share capital as of the date of the buy-back. A maximum of 6,563,289 treasury shares so acquired, by reference to the share capital of the Company at the date of the Resolution, (i.e. a maximum of 26,253,156 treasury shares so acquired, by reference to the share capital of the Company subsequent to the Share Capital Increase), shall be offered to employees and members of the management of the Company, former or current members of the management or former or current employees of some of the subsidiaries of the Company and/or shall be offered in exchange for shares



held in the subsidiaries of the Company, by former or current members of the management or former or current employees of some of the subsidiaries of the Company.

5. Authorising the Board of Directors of the Company to carry out all necessary and useful operations and/or procedures in relation to the implementation of point 4 above. The Board of Directors is also authorised to decide the change of the purpose of the shares buy-back provided for in point 4, unless the new purpose would require the approval of the general shareholders' meeting.
6. Approval of the date of 04.09.2023, as the Record Date for the identification of the shareholders on whom the effects of the EGSM's resolution are manifested, including the right to benefit from the free of charge shares to be issued as a result of the Share Capital Increase.
7. Approval of the date of 01.09.2023 as ex date, date from which the Company's shares will be traded without the rights deriving from the EGSM.
8. Approval of 05.09.2023 as the Payment Date for the free of charge shares to be issued as part of the Share Capital Increase.
9. Authorising the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to file any documents, inclusively the updated Articles of Association and to issue any required affidavits and to fulfil any formalities regarding the EGSM resolutions, such as publication formalities, including to pay any taxes, to request and receive any documents / deeds issued by any competent authorities, as well as to authorise other person to carry out the mandate in connection with the aforementioned.

Only persons registered as shareholders on the **Reference Date 25.07.2023** in the Company's shareholders registry managed by Depozitarul Central S.A. have the right to attend and vote in the EGSM.

Shareholder proposals in connection with the Meeting

One or several shareholders, holding individually or collectively, at least 5% of the share capital of the Company, (hereinafter the "**Initiators**") have the right to:

- (a) add proposals to the agenda of the Meeting, provided that each proposal is accompanied by a justification or a draft resolution submitted for approval to the EGSM; and

- (b) present draft resolutions for the proposals included or proposed to be included on the agenda of the EGSM.

The applications by Initiators to add new proposals on the agenda, and to present draft resolutions for the proposals included or proposed to be included on the agenda of the EGSM, together with a copy of the valid identification document of the Initiator shall be sent to the Company as follows:

- a) Handed at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, before **19.07.2023**, at 16.00 hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";
- b) Delivered to the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, before **19.07.2023**, at 16.00 hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";
- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature, before **19.07.2023**, at 16.00 hours (Romania time), at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**".

The agenda supplemented with the proposals of the aforementioned shareholders shall be published in compliance with the requirements of the law and of the articles of association applicable to the calling of the Meeting at least 10 calendar days prior to the EGSM.

Questions regarding the general shareholders meeting

The Company's shareholders, regardless of their quota in the share capital, may ask questions in writing concerning the proposals on the agenda of the Meeting, and such inquiries shall be sent together with a copy of the valid identification documents of the shareholder, as follows:

- a) Handed at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **02.08.2023**, at **16.00 hours** (Romania time);
- b) Delivered by any tracked courier service to the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, so that it is registered at the registration desk of the Company before **02.08.2023**, at **16.00 hours** (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";



- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature at the address investors@medlife.ro, specifying in the subject line: **"FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023"** before **02.08.2023**, at 16.00 hours (Romania time).

Attending the general shareholder meeting

The access of the shareholders registered with the shareholders registry at the Reference Date having the right to attend the Meeting is permitted with a simple proof of their identity, secured **(i)** in case of shareholders who are individuals, based on the identification document, or **(ii)** in case of shareholders that are legal persons, based on the identification documents of the legal representative thereof, and **(iii)** in case of represented shareholders who are individuals or legal persons, based on the power of attorney granted to the persons representing the shareholder, in compliance with the applicable law.

The shareholders registered at the Reference Date with the shareholders registry of the Company managed by Depozitarul Central S.A. are allowed to attend in person or by representation in the Meeting, each shareholder being entitled to appoint any individual or legal person as representative to attend and vote on their behalf in the EGSM, in compliance with the provisions of art. 105 of Law no. 24/2017.

A shareholder may appoint one person to represent them in the EGSM. Nevertheless, if the shares in the Company held by the shareholder are registered in several securities account, this restriction shall not apply and the shareholder may appoint one representative in the Meeting separately for shares held in each securities account. Nevertheless, the shareholder is prohibited from exercising different votes in respect of the shares held in the Company.

If attending by representation, the shareholder shall appoint a representative via a special proxy issued on a basis of the template made available by the Company to the shareholders in Romanian and English languages or via a general proxy issued in accordance with the provisions below.

A shareholder may appoint via the proxy one or several substitute representatives to secure their representation in the EGSM if the primary representative cannot fulfil the mandate. If several substitute representatives are listed, the proxy shall also specify the order in which they are to exercise the mandate. If the shareholder is represented by a custodian credit institution, such institution shall vote in the EGSM based on the voting instructions received by electronic communication channels, without a special or general proxy being required to be issued by the shareholder. The custodian shall vote in the Meeting exclusively within the limits of the instructions received from its clients who are shareholders in the Company at the Reference Date.

If proposals are being discussed in the EGSM that, in accordance with the applicable law, are not included in the published agenda, the representative shall vote on such proposals taking into account the interest of the represented shareholder.

The special proxy

The special proxy is valid only for the Meeting for which it has been issued. The special proxy shall be issued only on the basis of the special proxy template made available to the shareholders by the Company, as referred to in section *Other provisions concerning the Meeting* below.

The representative shall vote in accordance with the instructions given by the shareholder appointing them. The proxies shall include specific voting instructions for each proposal on the agenda of the Meeting.

An original copy of the proxy, completed in Romanian or English language and signed by the shareholder, together with a copy of the identification document of the shareholder and of the representative, shall be sent to the Company as follows:

- a) Handed at the registration desk of the Company in Bucharest, Calea Griviței no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023, at 08.00 hours** (Romania time);
- b) Delivered by any tracked courier service to the registration desk of the Company in Bucharest, Calea Griviței no. 365, CEx building, district 1, so that it is registered at the registration desk of the Company before **01.08.2023, at 08.00 hours** (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";
- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023, at 08.00 hours** (Romania time).

In all cases, the representative shall hand over to Meeting organizers an original copy of the proxy, upon registration.

Special provisions concerning general proxy

The general proxy shall be valid only where: (i) it is issued for a period no longer than 3 years, (ii) explicitly allows the representative of the shareholder issuing the proxy to vote in all aspects debated in the general shareholders meeting of the Company, including as concerns acts of disposition and (iii) is issued by the shareholder as client to an intermediary defined in accordance with art. 2 par. (1) point 19 of Law 24/2017 or to an attorney at law. The shareholders of the Company shall not be represented in the Meeting based on a general proxy by a person with conflicting interests arising in particular from the following circumstances:

- a) is a majority shareholder of the Company or another entity controlled by that shareholder;
- b) is a member of the administration, management or supervision body of the Company, of a majority shareholder or of a controlled entity, as referred to in let. a);
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, as referred to in let. a);
- d) is the spouse, relative or kin up to the fourth degree of an individual referred to in let. a)-c).

The general proxy shall include at least the following information: **1.** the name of the shareholder; **2.** the name of the representative (to whom the proxy is given); **3.** the date of the proxy, as well as the validity period, in compliance with the applicable law. Proxies issued at a later date shall revoke the proxies given at a previous date; **4.** An explicit statement that the shareholder is empowering the representative to participate and vote on their behalf based on the general proxy in the general shareholders meeting in respect of the entire holding of the shareholder in the share capital at the reference date, specifying explicitly the company / companies for which the general proxy is to be used, either by individual listing or through a generic reference to a particular category of issuers.

The general proxy terminates in accordance with par. (2) of art. 202 of FSA Regulation 5/2018.

Before being used for the first time, a copy of the general proxy signed by the shareholder and providing the minimum information required under FSA Regulation no. 5/2018, certified by the representative as being true to the original, together with a statement of the legal representative of the intermediary or of the attorney at law, as referred to above, shall be sent to the Company as follows:

- a) Handed at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023, at 08.00 hours** (Romania time);
- b) Delivered by any tracked courier service to the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, so that it is registered at the registration desk of the Company before **01.08.2023, at 08.00 hours** (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";
- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023, at 08.00 hours** (Romania time).

The statement by the legal representative of the intermediary or by the attorney at law receiving the general proxy shall specify the following:

- (i) The proxy is issued by the shareholder as client of the intermediary or, as applicable, of the attorney at law;
- (ii) The general proxy is signed by the shareholder, including by attaching the extended electronic signature, if applicable.

The statement must be submitted in original, signed and, if applicable stamped, without any other formalities being applicable. The statement is submitted to the Company together with the general proxy, subject to terms and deadline set out above.

The certified copies of the general proxies are kept by the Company and a note is made in the minutes of the Meeting on this matter.

Other provisions concerning representation

The shareholders can appoint and revoke their representative using electronic means of data transfer, the revocation being effective and taking effect in respect of the Company if received by the Company before the deadline for filing/sending the proxies.

The representative cannot sub-appoint another person unless this right was expressly granted to them by the shareholder in the proxy. The proxy issued to a legal person shall be performed by any individual who is a member of that legal person's administrative or management body or by its employees.

Voting by correspondence

The shareholders registered at the Reference Date in the Company's shareholders registry managed by Depozitarul Central S.A. may vote by correspondence using the correspondence voting ballot made available by the Company to its shareholders, in Romanian and English languages.

The voting by correspondence may be exercised by a contractual representative of the shareholder only where such representative received a special / general proxy from that shareholder that is submitted with the Company in accordance with art. 105 par. (14) of Law no. 24/2017 or where the representative is a credit institution providing custodian services, in accordance with art. 105 par. (11) of Law no. 24/2017. If the person representing the shareholder and attending the Meeting in person is not the same as the person who has cast the vote by correspondence, the validity of the vote cast by the attending representative shall be recognised if the representative presents to the EGSM meeting secretary a written revocation of the vote cast by correspondence signed by the shareholder or by the representative who has cast the vote by correspondence. This is not necessary if the shareholder or their legal representative attends the EGSM in person.

In case of voting by correspondence, the voting ballots, completed in Romanian or English language and signed, together with a copy of the identification document of the shareholder shall be sent as follows:

În cazul votului prin corespondență, buletinele de vot, completate în limba română sau engleză și semnate, împreună cu o copie a actului de identitate al acționarului, pot fi înaintate după cum urmează:

- a) Handed at the registration desk of the Company in Bucharest, Calea Griviței no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023, at 08.00 hours** (Romania time);
- b) Delivered by any tracked courier service to the registration desk of the Company in Bucharest, Calea Griviței no. 365, CEx building, district 1, so that it is registered at the registration desk of the Company before **01.08.2023, at 08.00 hours** (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**";
- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 3/4 AUGUST 2023**" before **01.08.2023**, at 08.00 hours (Romania time).

Other provisions concerning the Meeting

Proof of shareholding and of the legal representative of the shareholder – legal person or legal entity without legal personality – is secured by the shareholders' list at the Reference Date received by the Company from DEPOZITARUL CENTRAL - S.A., based on the following documents submitted by the shareholder with the Company, issued by DEPOZITARUL CENTRAL - S.A. or by the participants providing custodian services:

- a) Account excerpt identifying the shareholder and the number of shares held;
- b) Documents confirming registration of the information on the legal representative with DEPOZITARUL CENTRAL - S.A./the relevant participants.

The documents confirming the legal representative issued in a foreign language other than English language shall be accompanied by a translation in Romanian or English language by an authorised translator, without any form of legalisation or apostille being required. In each of the circumstances described above where reference is made to:

- (a) The identification documents of a person, the following documents are taken into consideration: for individuals – identity bulletin / card / passport; for legal persons – identity bulletin / card / passport

of the legal representative registered in the list of the Company's shareholders, issued by DEPOZITARUL CENTRAL - S.A.;

- (b) The representative of the shareholders registered in the list of shareholders issued by Depozitarul Central - S.A.. If the representative is not registered in the records of Depozitarul Central - S.A., in order to assist the Company in the identification of the shareholder's representative in case of legal person, the representative shall present a confirmation certificate issued by the Trade Registry or an equivalent document, in original or in certified copy, issued by a competent authority of the state where the shareholder is legally incorporate, within the validity period and attesting the legal representatives of the shareholder.

Failure to submit the general/special proxies/voting by correspondence ballots before the deadline is sanctioned with the loss of the voting rights by correspondence/representation within the EGSM. The special proxies/voting by correspondence ballots that do not include all minimum information specified in the templates made available by the Company do not take effects as concerns the Company, the general proxies that do not include the minimum information required by the legal provisions for their validity are to be dealt with in the same manner.

If on **03.08.2023** (the date of the first convening of the EGSM) the legal and statutory requirements for the validity of the EGSM are not met, the respective Meeting is convened for **04.08.2023**, in the same place and at the same hour and with the same agenda.

The documents and supporting materials concerning the proposals on the agenda of the Meeting, this convening notice, the draft resolutions, the total number of shares and voting rights at the time of the convening, as well as the special proxy templates and voting by correspondence ballots for the Meeting will be made available to the shareholders in Romanian and in English languages, starting with **03.07.2023** at the Company's headquarters in Romania, Bucharest, Calea Grivitei no. 365, District 1 and will also be available on the website of the Company (www.medlife.ro, secțiunea *Relația cu investitorii* < *Adunările Generale ale Acționarilor*)).

On the date of the convening notice, the share capital of the Company is represented by a number of 132,870,492 nominative shares, of which 35,746 are treasury shares without voting rights. Therefore, the total number of voting rights attaching to shares issued by the Company on the date of the convening notice is 132,834,746 voting rights.

The draft resolutions proposed by the shareholders shall be published on the website of the Company as soon as possible after being received.



Additional information may be found with the Investor Relation Department, at the telephone number +40 735 300 926 and on the website of the Company <https://www.medlife.ro/relatia-cu-investitorii>.

Chairman of the Board of Directors

MIHAIL MARCU

MED LIFE S.A.