

MED LIFE S.A.

Registered Office: Bucharest, Calea Grivitei, no. 365, district 1, Romania
Unique Registration Code at the National Office of Trade Registry: 8422035
Order number on the Trade Registry: J40/3709/1996
Subscribed and paid-in share capital: 33,217,623 RON



No. 173 /29.09.2021

**To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY**

CURRENT REPORT

Current report drafted according to the stipulations of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and Law no. 24/2017 on issuers of financial instruments and market operations

Report Date: **29 September 2021**

Name of the issuing company: **MED LIFE S.A. ("MedLife" or "The Company")**

Registered Office: **Bucharest, Calea Grivitei, no. 365, district 1, Romania**

Fax number: **0374 180 470**

Unique Registration Code at the National Office of Trade Registry: **8422035**

Order number on the Trade Registry: **J40/3709/1996**

Subscribed and paid-in share capital: **33,217,623 RON**

Regulated market on which the issued securities are traded: **Bucharest Stock Exchange, Premium Category**

Significant events to report:

Resolutions of the Ordinary and Extraordinary General Shareholders Meetings of MED LIFE S.A.

In accordance with Law no. 31/1990, Law no. 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations, Med Life S.A. informs investors regarding:

The Resolutions of the Ordinary and Extraordinary General Shareholders Meetings of MED LIFE S.A. from 29 September 2021

The resolutions are attached to this current report.

Mihail Marcu
Chairman of the Board of Directors

**RESOLUTION OF THE
ORDINARY GENERAL SHAREHOLDERS' MEETING OF
MED LIFE S.A.
No. 1 /29.09.2021**

The ordinary general shareholders' meeting of Med Life S.A. (the "**Meeting**"), a joint stock company managed in a one-tier system and operating in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st district, registered with the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid up share capital amounting to RON 33,217,623 (hereinafter the "**Company**"), legally and statutorily convened, in accordance with art. 117 of Companies Law no. 31/1990, republished, Law no. 24/2017 on issuers of financial instruments and market operations and other secondary regulations issued in the implementation of the above mentioned and with art. 10 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 3557/27.08.2021 and in the newspaper "Artificial Intelligence", edition of 27.08.2021, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 169 of 27.08.2021,

Legally and statutory assembled on **29.09.2021**, 10:00 hours, on the first convening at the Company's headquarters situated in Bucharest, Calea Grivitei nr. 365, CEx building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 29 shareholders owning a number of 104,349,761 shares with voting rights, representing 78,5666% of the total voting rights

DECIDES

- 1. It is approved, with a total number of 104,349,761 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 "abstained" votes**

Appointing ERNST & YOUNG ASSURANCE SERVICES S.R.L., with its registered headquarters in Bucharest, 1st District, 15- 17 Ion Mihalache Bvd., Bucharest Tower Center Building, 21st Floor, as financial auditor of the Company, in order to perform the annual individual and consolidated financial statements of the Company, related to the financial years that will be ended on 31 December 2021 and 31 December 2022. The duration of the financial audit agreement will be 2 years.

2. It is approved, with unanimity of votes expressed “For” of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence

Granting power of attorney to the Chairman of the Board of Directors of the Company in order to perform and sign, in behalf of the Company, to fulfill and to register any and all necessary documents, as well as to give any necessary affidavits and to fulfill any formalities related to the OGSM decisions, for example publication formalities, including to pay any taxes and fees, to request and receive any type of documents issued by any competent authority, as well as to grant the right to delegate to any other third party the given power of attorney for the afore mentioned formalities.

This Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 2 pages, today, 29.09.2021.

**RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF
MED LIFE S.A.
No. 2 / 29.09.2021**

The extraordinary general shareholders' meeting of Med Life S.A. (the "**Meeting**"), a joint stock company managed in a one-tier system and operating in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st district, registered with the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid up share capital amounting to RON 33,217,623 (hereinafter the "**Company**"), legally and statutorily convened, in accordance with art. 117 of Companies Law no. 31/1990, republished, Law no. 24/2017 on issuers of financial instruments and market operations and other secondary regulations issued in the implementation of the above mentioned and with art. 10 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 3557/27.08.2021 and in the newspaper ""Artificial Intelligence", edition of 27.08.2021, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 169 of 27.08.2021,

Legally and statutory assembled on **29.09.2021**, 11:00 hours, on the first convening at the Company's headquarters situated in Bucharest, Calea Grivitei nr. 365, CEx building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 29 shareholders owning a number of 104,349,761 shares with voting rights, representing 78.5666% of the total voting rights, respectively 78.5666% of the Company's share capital.

DECIDES

- 1. It is approved, with 102,149,253 votes expressed "for" representing 97.89% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 2,200,508 "abstained" votes representing 2.11% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence**

Authorizing the Board of Directors in order to:

- Negotiate with Banca Comercială Română S.A, in its quality of Agent and Lender, as well as with other entities that will participate in the financing, together with Banca Comercială Română S.A., the terms and conditions of the increase of the credit limit granted based on the Syndicated Credit Facility Agreement concluded on 31 October 2018, with Med Life S.A., Bahtco Invest S.A., Accipiens S.A., Policlinica De Diagnostic Rapid S.A.,*

*Clinica Polisano S.R.L., Dent Estet Clinic S.A., Genesys Medical Clinic S.R.L., Centrul Medical Sama S.A., Valdi Medica S.R.L., PharmaLife Med S.R.L. and Prima Medical S.R.L., as Borrowers (as subsequently amended by the Addendums concluded on 24 September 2019, 15 May 2020 and 29 April 2021), with the amount of **50 Million Euros**, extension of the repayment period of the existing facilities, restructuring the terms and conditions, amending any securities (the amended agreement hereinafter shall be regarded as "**Loan Agreement**");*

- *Negotiate with Banca Comercială Română S.A, as well as with other entities that will participate in the financing together with Banca Comercială Română S.A., the terms and conditions of the amendments to the mortgage agreements that guarantee the repayment of the Loan Agreement's credit obligation, concluded with the purpose of securing the obligations as they are to be increased.*

- 2. It is approved, with 81,902,748 votes expressed "for" representing 78.49% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 10,556,561 votes expressed "against" representing 10.12% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 11,890,452 "abstained" votes representing 11.39% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence**

Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a total number of 5,470,671 own shares, for a maximum period of time of 18 months from the date of publishing the OGSM Decisions in the Official Gazette part IV, at a price of between RON 10 and RON 30, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% of the total subscribed capital of the Company quota. A maximum number of 5,470,671 own shares acquired through this method will be offered to the former or present members of administration or to the former or present employees of some of the Company's subsidiaries

- 3. It is approved, with 95,144,200 votes expressed "for" representing 91.18% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 9,205,561 votes expressed "against" representing 8.82% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 "abstained" votes representing 0% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence:**

Granting power of attorney to the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above. The Board of Directors is granted power of attorney in order to also decide upon modifying the scope of the share buy-back programme mentioned at point 2 above, except for the situation in which the new scope would require the approval of the General Assembly of the Shareholders.

- 4. It is approved, with unanimity of votes expressed "for" of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence:**

Granting power of attorney to the Chairman of the Board of Directors of the Company in order to conclude and sign, on behalf of the Company, in order to fulfil and submit any documents, as well as to give any necessary affidavits and to fulfil any formalities regarding the EGSM, such as publishing, including paying any taxes, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate the aforementioned given mandate to another person.

The present Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 3 pages, today, 29.09.2021.