

Med Life S.A.
With registered office in Bucharest, N0. 365 Calea Grivitei, 1st District,
Registration number at the National Office of the Trade Registry J40/3709/1996
Sole registration code 8422035
Subscribed and paid share capital RON 5,536,270.5



MED LIFE S.A.
CONVENING NOTICE

The Board of Directors of the company **MED LIFE S.A.**, joint stock company governed under unitary system and functioning in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered before the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid share capital in amount of RON 5,536,270.5 (hereinafter the "**Company**"), in accordance with the provisions of art. 117 of Law 31/1990 regarding companies, republished („**Companies Law no. 31/1990**”), of Law no. 24/2017 regarding issuers of financial instruments and capital market operations („**Law no. 24/2017**”) and secondary regulations issued for the application thereof corroborated with art. 10 and art. 16 of the Constitutive Document of the Company,

Convening notice:

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (the "EGMS" or the "Meeting")

On the date of **23.07.2019, 10:00 hours** (Romanian time), at the headquarters of the Company located in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, 3rd floor, CEX room, for all shareholders registered in the shareholders' registry held by Depozitarul Central S.A. at the end of the day of **15.07.2019**, set as **reference date** to hold the EGMS ("**Date of Reference**"), considering the following order of business:

Order of business

1. Authorization of the Company's Board of Directors to:
 - a. Negotiate with Banca Comerciala Romana S.A., as well as with other entities that will participate in financing together with Banca Comerciala Romana S.A., the terms and conditions of the increase of the credit limit granted based on the Syndicated Loan Credit Facility concluded on October 31st 2018, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica de

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- Diagnostic Rapid S.A., acting as Original Borrowers and Banca Comerciala S.A., acting as Agent and Lender, BRD - Groupe Société Générale S.A., Raiffeisen Bank S.A and Banca Transilvania S.A. acting as Lenders, up to a maximum threshold of Euro 90 million, extension of the duration for reimbursement of existing facilities, rearrangement of subsequent terms and conditions, amendment of collaterals (the agreement thus modified being referred to as the “**Credit Agreement**”);
- b. Negotiate with Banca Comerciala Romana S.A., as well as with other entities that with participate in financing together with Banca Comerciala Romana S.A. the terms and conditions of adhering to the Credit Agreement as borrowers of the following companies that are part of the Company’s group of companies: (i) Clinica Polisano S.R.L.; (ii) Dent Estet Clinic S.A.; (iii) Genesys Medical Clinic S.R.L.; (iv) Central Medical SAMA S.A. (these companies, together with the Original Borrowers, being jointly referred to as the “**Borrowers**”);
 - c. Negotiate: (i) the structure to guarantee the obligations undertaken by the Company and the other Borrowers based on the Credit Agreement, including by undertaking joint collateral obligations between each of the Company and Borrowers, for the entire amount granted based on the Credit Agreement; as well as (ii) the terms and conditions for mortgage agreements by which the obligations of reimbursement of the financing granted based on the Credit Agreement shall be guaranteed.
2. Granting the power of attorney to the Company’s Board of Directors in view of performing all the necessary and useful operations and/or procedures regarding implementation of point 1 above.
 3. Granting the power of attorney to the President of the Company’s Board of Directors to draft and sign, in the Company’s name, to carry out and to submit any documents, as well as to grant any statements that are necessary and to fulfil any formalities, such as those of publicity, including to pay any taxes, to request and to receive and documents/deeds issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the previously mentioned formalities.

Only the people that are registered as shareholders on the Date of Reference **15.07.2019** in the Shareholders Registry held by Depozitarul Central S.A. have the right to attend and to vote within the Meeting.

Shareholders’ proposals regarding the general meeting of the shareholders

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One or more shareholders representing, individually or jointly, at least 5% of the Company's share capital (hereinafter referred to as "**Initiators**") have the right:

- (a) To introduce matters on the order of the business of the Meeting, provided that each point shall be accompanied by a justification or a draft decision proposed to be adopted by the Meeting; and
- (b) to present decision drafts for the points included or proposed to be included on the Meeting's order of business.

The Initiators' requests regarding introducing new points on the order of business, as well as draft decisions for the points included or proposed for inclusion on the order of business of the Meeting, accompanied by the copy of the valid identification document of the Initiator, may be forwarded as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, until the date of **21.06.2019, 16:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019**";
- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **21.06.2019, 16:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019**";
- c) transmitted by email with electronic extended signature, incorporated as per Law no. 455/2001 on the electronic signature, until the date of **21.06.2019, 16:00 hours** (Romanian time), at the address investors@medlife.ro, mentioning at the subject "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019**".

The order of business supplemented with the points proposed by the above-mentioned shareholders shall be published with fulfilment of the requirements provided by law and constitutive document to convene the Meeting with at least 10 calendar days prior to the Meeting.

Questions regarding the general meeting of the shareholders

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The Company's shareholders, regardless of the level of participation to the share capital, may lodge questions in writing on the points included in the Meeting's order of business, accompanied by a copy of the valid identification document of the shareholder, as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"**, until the date of **22.07.2019, 16:00 hours** (Romanian time);
- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **22.07.2019, 16:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"**;
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Attendance at the general meeting of shareholders

Access of shareholders registered in the shareholders registry on the Date of Reference and entitled to attend the Meeting is allowed by simple proof of their identity, made (i) in case of individual shareholders, with their identification document or, (ii) in case of legal entity shareholders, with the identification document of the legal representative and (iii) in case of represented individual and legal entity shareholders, with the power of attorney granted to the represented person, in compliance with the relevant applicable legal provisions.

The shareholders registered on the Date of Reference in the shareholders registry held by Depozitarul Central S.A. may attend the Meeting, personally or by representation, each shareholder having the right to appoint any other individual or legal entity as representative to attend and to vote in their name within the Meeting, in compliance with the provisions of art. 92 of Law no. 24/2017.

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A shareholder may assign a single person to represent them at the Meeting. Nevertheless, should a shareholder hold Company shares in multiple securities accounts, such restriction shall not prohibit them from assigning a separate representative for all shares held in each securities account regarding a certain general meeting. However, the shareholder is restricted from expressing different votes based on the shares they hold in the Company's share capital.

In case of attendance by representation, the shareholder shall assign a representative by a special power of attorney drafted on the basis of the special power of attorney template made available for shareholders by the Company, both in Romanian and in English, or by a general power of attorney granted under the conditions presented below.

A shareholder may assign by power of attorney one or more replacing representatives to secure their representation in the Meeting in case the assigned representative is unable to fulfil their mandate. In case the power of attorney designates multiple replacing representatives, the order in which they shall exercise their mandate shall also be indicated.

In case a shareholder is represented by a credit institution that renders custody services, the latter shall be able to vote in the Meeting based on voting instructions received by electronic communications means, without requiring draft of a special or general power of attorney by the shareholder. The custodian shall vote in the Meeting exclusively in accordance with and within the limits of instructions received from their clients having the position of shareholders on the Date of Reference.

If discussing within the Meeting, in accordance with the legal provisions, of points not included on the published order of business, the attorney in fact may vote on such issues in accordance with the interest of the represented shareholder.

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Special Power of attorney

The Special Power of attorney is valid only for the Meeting for which it was requested. The special power of attorney may be granted only by using the special power of attorney template made available to the shareholders by the Company as per the section *Other provisions regarding the Meeting* as presented below. The representative has the duty to vote in accordance with the instructions stated by the assigning shareholder. The special powers of attorney shall include specific instructions to vote for each point on the Meeting's order of business.

In case of a special power of attorney, an original counterpart, filled in either in Romanian or in English and signed by the shareholder, together with a copy of the identification document of the shareholder and of the representative, shall be transmitted to the Company as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"** until the date of **21.07.2019, 08:00 hours** (Romanian time);
- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **21.07.2019, 08:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"**;
- c) transmitted by email with electronic extended signature, incorporated as per Law no. 455/2001 on the electronic signature, at the address investors@medlife.ro, mentioning at the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"** until the date of **21.07.2019, 08:00 hours** (Romanian time).

In all cases, the representative shall present to the organisers of the Meeting, an original counterpart of the special power of attorney at registration.

Special provisions regarding the general power of attorney

The General power of attorney shall be valid only if: (i) is granted for a period that shall not exceed 3 years, (ii) expressly allows the representative of the shareholder that granted such a power of attorney to

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vote in all aspects under debate in the Company's general meetings of the shareholders, including regarding acts of transfer and (iii) is granted by the shareholder, as client, to an intermediary defined as per art. 2 par. (1) pct. 20 of Law 24/2017 or to a lawyer. The Company's shareholders may not be represented at the Meeting based on the general power of attorney by a person that is affected by a conflict of interests that may appear especially in one of the following cases:

- a) is a majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) is member of a director, management or oversight body of the Company, of a majority shareholder or of a controlled entity, according to the provisions at letter a);
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, according to the provisions at letter a);
- d) is the spouse, relative or relative by alliance up to the fourth degree inclusively to one of the individuals provided above at letters a) – c).

The general power of attorney shall contain at least the following information: **1.** name/denomination of the shareholder; **2.** name/denomination of the representative (the one being granted the power of attorney); **3.** date of the power of attorney, as well as the validity period thereof, in compliance with legal provisions; powers of attorney bearing a subsequent date have as effect the revocation of previously granted powers of attorney; **4.** provision of the fact that the shareholder empowers the representative to attend and to vote in their name by the general power of attorney in the general meeting of the shareholders for the entire participation of the shareholder at the date of reference, with express specification of the company/companies for which the respective power of attorney is used.

The general power of attorney ceases in accordance with par. 2 of art. 202 of FSA Regulation 5/2018.

Before its first use, a copy of the general power of attorney signed by the shareholder and having the minimum content provided by FSA Regulation 5/2018, including the mention of conformity with the original under the representative's signature, together with a copy of the identification document of the shareholder and a statement on own account of their intermediary or of the attorney as per the below shall be transmitted to the Company as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"** until the date of **21.07.2019, 08:00 hours** (Romanian time);

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- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **21.07.2019, 08:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"**;
- c) transmitted by email with electronic extended signature, incorporated as per Law no. 455/2001 on the electronic signature, at the address investors@medlife.ro, mentioning at the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019"** until the date of **21.07.2019, 08:00 hours** (Romanian time).

The statement on own liability granted by the intermediary's legal representative or by the lawyer receiving the power of attorney to represent through the general power of attorney shall specify the following:

- (i) the power of attorney is granted by the respective shareholder, acting as client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching the extended electronic signature, if applicable.

The statement shall be submitted in original, signed and, as applicable, stamped, without fulfilment of other formalities in relation with its form. The statement is lodged at the Company along with the general power of attorney, under the conditions and terms provided above.

Copies of the general powers of attorney being certified as true to the original are held by the Company, a mention being made of them in the minutes of the Meeting.

Other provisions regarding representation

The shareholders may assign and revoke their representative by electronic means of data transmission, the revocation subsequently producing its effects and being opposable to the Company if received by the Company until the deadline for submission/transmission of the powers of attorney.

The attorney in fact may not be substituted by another individual unless such right has been expressly granted by the shareholder through the power of attorney. Under the conditions in which the empowered individual is a legal entity, the latter may carry out the granted mandate through any individual that is part of their director or management bodies or by one of their employees.

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In the situation when a shareholder is represented by a credit institution which provides custody services stipulated, the credit institution may participate and vote at the Meeting, provided that it submits to the Company a statement on own liability, signed by the legal representative of the credit institution, stating:

- (i) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the Meeting;
- (ii) the credit institution provides custody services to that shareholder.

The statement shall be submitted to the Company with 48 hours before the opening of the Meeting, respectively until the date of **21.07.2019, 08:00 hours** (Romanian time), in original, signed and stamped, if necessary, without further formalities in relation to its form, as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, in sealed envelope, with the clear mention with capital letters **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019”**;
- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **21.07.2019, 08:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019”**;
- c) transmitted by email with electronic extended signature, incorporated as per Law no. 455/2001 on the electronic signature, at the address investors@medlife.ro, mentioning at the subject **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019”**.

Vote by correspondence

The Companies' Shareholders registered on the Date of Reference in the Company's shareholders registry held by Depozitarul Central S.A. have the opportunity to vote by correspondence by usage of the correspondence voting form made available to shareholders by the Company, both in Romanian and in English.

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Correspondence voting may be expressed by a conventional representative of the shareholder only in case the latter received from the respective shareholder a special/general power of attorney that is lodged at the Company in accordance with art. 92 of Law no. 24/2017 or if the representative is a credit institution providing custody services. If the person representing the shareholder by personal attendance at the Meeting differs from the one expressing the correspondence voting, for validity of the vote the former presents to the Meeting's secretary of the session a written revocation of the correspondence voting signed by the shareholder or by the representative that expressed the voting by correspondence. This is not necessary if the shareholder or their legal representative are personally attending the Meeting.

In case of correspondence voting, the voting bulletins, filled in in Romanian or in English and signed, together with a copy of the shareholder's identification document and of the representative's identification document, may be lodged as follows:

- a) submitted at the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, in sealed envelope, with the clear mention with capital letters **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019”** until the date of **21.07.2019, 08:00 hours** (Romanian time);
- b) transmitted towards the Company's correspondence desk in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, ground floor, room 6, by any form of courier delivery with confirmation of receipt, so that it shall be registered as being received at the Company's correspondence desk until the date of **21.07.2019, 08:00 hours** (Romanian time), in sealed envelope, with the clear mention with capital letters **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. FROM 23rd/24th JULY 2019”**;
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Other provisions regarding the Meetings

The capacity of shareholder, as well as in case of legal entity shareholders or entities without legal persona, the capacity of legal representative is ascertained based on the list of shareholders from the Date of Reference, received from Depozitarul Central S.A. or, as the case may be, on the basis of the following

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documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the participants which provides custody services:

- a) the bank statement showing the shareholder capacity and the number of shares held;
- b) documents evidencing the entry of information on the legal representative to Depozitarul Central S.A./ the respective participants.

Documents attesting the position of legal representative drafted in a foreign language, other than English, shall be accompanied by a translation performed by an authorised translator in Romanian or in English, without requiring legalisation or apostille of such documents.

In all cases described above in which reference is made to:

- a) identification documents of a person the following documents are considered: in case of individuals – identity card/bulletin/passport, while in case of legal entities – identity card/bulletin/passport of the legal representative registered on the list of Company shareholders, issued by Depozitarul Central S.A.;
- b) the representative of the shareholders is registered in the list of shareholders issued by Depozitarul Central S.A., if the respective representative is not registered as such in the evidences of Depozitarul Central S.A., to identify the representative of the legal entity shareholder, an ascertaining certificate issued by the Trade Registry or any other equivalent document shall be transmitted, in original or in certified copy to the original by a competent authority from the state in which the shareholder is duly registered, within its term of validity and that attests the capacity of legal representative.

Failure to transmit the general or special powers of attorney/correspondence voting bulletins until the set date is sanctioned with the loss of the voting right by representative/by correspondence within the Meeting. Special powers of attorney/ correspondence voting bulletins that do not contain at least the information comprised in the template made available by the Company are not opposable to the Company, nor are the general powers of attorney that do not contain the minim information required by the legal provisions.

If on the date of **23.07.2019** (date of the first convening notice of the Meeting) statutory and legal validity conditions are not met to hold the Meeting, the respective Meeting is convened for **24.07.2019** in the same place, at the same hour and having the same order of business.

Information documents and materials regarding the points included on the order of business of the Meeting, the hereby convening notice, draft decisions, total number of shares and the voting rights on the date of convening, as well as the templates for the special power of attorney and the correspondence voting templates for the Meeting shall be made available to the shareholders, both in Romanian and in English,

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starting with the date of 21.06.2019, at the registered office of the Company in Romania, Bucharest, no. 365 Calea Grivitei, 1st District and shall be available on the Company's webpage (<https://www.medlifeinternational.com>, section *Investor Relations < General Meetings of the Shareholders*).

On the date of convening, the share capital of the Company is comprised of 22,145,082 nominative shares. The Company holds on the date of convening 103,650 own shares that do not entitle it to a right to vote for the duration of their holding by the Company (shares with suspended voting right); subsequently, the total number of voting rights on the date of convening is of 22,041,432 rights to vote.

The decision proposals made by the shareholders shall be added on the internet page of the Company as soon as possible, pursuant to their reception by the Company.

Additional information may be obtained from the Department of Financial Markets, at the telephone number +40 730 593 022 and on the Company's website <https://www.medlifeinternational.com>.

President of the Board of Directors

MIHAIL MARCU

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