

Med Life S.A.
with registered office in Bucharest, Calea Grivitei no. 365, District 1,
registration number at the National Office of the Trade Registry J40/3709/1996
sole registration code 8422035

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 regarding the issuers of financial instruments and market operations ("**Law 24/2017**") and the secondary provisions issued for the application of the aforementioned, corroborated with art. 10 of the Company's Articles of Association,

Convenes:

THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM") and
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")
(each a "Meeting" and together "the Meetings")

on **28.04.2021, 10:00** hours (Romanian time) for the OGSM and **11:00** hours (Romanian time) for the EGSM, at the Company's headquarters in Bucharest, Calea Grivitei nr. 365, CEx building, 1st District, for all shareholders registered in the shareholders' registry kept by the Central Depository S.A. valid on **20.04.2021**, considered **the reference date** for the OGSM and the EGSM, with the following agenda:

The OGSM agenda

1. The approval of the individual annual financial statements of the Company as at 31.12.2020, prepared according to the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.
2. The approval of the consolidated annual financial statements as at 31.12.2020, prepared according to the International Financial Reporting Standards, based on the reports that presented by the Board of Directors and the Company's financial auditor.
3. The approval of the management discharge of the members of the Board of Directors for the 2020 financial year, as well as of the members of the Board of Directors for which the mandate ceased during 2020, for the 2020 financial year.

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4. The approval of the Board of Directors' remuneration applicable to the entire current mandates, as follows: (i) the RON equivalent of 5,000 Euro/month in net worth for each member of the Board of Directors, except for the Chairman and (ii) the RON equivalent of 7,000 Euro/month in net worth for the Chairman of the Board of Directors.
5. The approval of the aggregate amount of 8,800,000 RON as a general limit for (i) all supplementary remunerations that can be awarded to the members of the Board of Directors and for (ii) all remunerations of the executive directors of the Company.
6. The approval of the Remuneration Policy.
7. The approval of the revenue-expenditure budget and the business plan of the Company at individual level for the 2021 financial year.
8. The approval of the revenue-expenditure budget and the business plan at consolidated level for the 2021 financial year.
9. The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to fulfil and to submit any documents, as well as to give any necessary statements and to carry out any formalities regarding the OGSM, such as publishing, including paying any fees, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned.

The EGSM agenda

1. The authorization of the Board of Directors to:
 - Negotiate with Banca Comercială Română S.A, as Agent and Lender, as well as with other entities that will participate to 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 **15 May 2020**, between Med Life S.A., Bahtco Invest S.A., Accapiens 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, subsequently, by means of adherence, Prima Medical S.R.L., as Borrowers, with the amount of **40 Million Euros**, extension of the repayment period of the existing facilities, restructuring the relevant terms and conditions, amending any security (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 to the financing together with Banca Comercială Română S.A., the terms and conditions of the amendments to the mortgage agreements by the effect of which the obligations to repay the credit granted by the Loan Agreement are guaranteed, concluded with the purpose of securing the obligations as they are to be increased.

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2. The empowerment of the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of point 1 above.
3. The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to fulfil and to submit any documents, as well as to give any necessary statements and to carry out any formalities regarding the EGSM, such as publishing, including paying any fees, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned.

Only the persons who are registered as shareholders at the Reference Date of **20.04.2021** in the Company's shareholders registry held by Depozitarul Central S.A. bear the right to participate and vote in the Meetings.

Shareholders' proposals regarding the general shareholders' meeting

One or more shareholders, owning, alone or together, at least 5% of the share capital of the Company, (hereinafter "**the Initiators**") have the right to:

- (a) add points on the agenda of the OGSM/EGSM, provided that each proposal is accompanied by a justification or a project of the resolution to be submitted for approval by the OGSM/EGSM; and
- (b) present draft resolution for the topics included or proposed to be included on the agenda of the OGSM/EGSM.

The requests of the Initiators regarding the addition of new points on the agenda, as well as the draft resolutions for the included or proposed to be included points on the agenda of the OGSM/EGSM, together with the copy of the valid identification document of the Initiator, can be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, up until **12.04.2021, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".
- b) sent to the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **12.04.2021, 16:00 hours** (Romanian local time), in a sealed envelope, with the mention written in capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **12.04.2021, 16:00 hours** (Romanian local time), at investors@medlife.ro, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".

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The agenda, completed with the points proposed by the aforementioned shareholders will be published according to all applicable law requirements as well as of the articles of association related to the Meetings' convening, with at least 10 calendar days prior OGSM or/and EGSM.

Questions related to the general shareholders meeting

The Company's shareholders, regardless of their participation in the share capital, have the right to submit questions related to agenda' points agenda, together with a copy of their valid identification document, as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District up until **27.04.2021, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- b) sent to the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **27.04.2021, 16:00 hours** (Romanian local time), in a sealed envelope, with the mention written in capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- c) sent by e-mail bearing an extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **27.04.2021, 16:00 hours** (Romanian local time), at investors@medlife.ro, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".

The participation at the general shareholders meeting

The access of the shareholders that are registered in the shareholders registry at the Reference Date entitled at participation is allowed by the simple proof of identity, as follows **(i)** for the shareholders that are natural persons, by presenting their identity document or, **(ii)** for the shareholders that are legal persons, by presenting the identity document of their legal representative and **(iii)** for the natural or legal shareholders that are represented, by presenting the proxy given to the representative, respecting all the legal provisions applicable to this matter.

The shareholders that are registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can participate in person or may be represented to the Meetings, each shareholder having the right to appoint any other natural or legal person as representative of him to participate and vote on his behalf in the OGSM and/or EGSM, respecting all the provisions of art. 92 of Law no.24/2017.

A shareholder may appoint only one representative for the OGSM and/or EGSM. However, if a shareholder owns Company's shares in more than one securities account, this restriction will not prevent him from appointing a separate

representative for the shares owned in each securities account with respect to a certain general meeting. However, the shareholder is prohibited from expressing contradictory votes based on the shares owned in the Company's share capital. For the participation through a representative, the shareholder shall appoint a representative through a special proxy drafted in the form made available to the shareholders by the Company, in Romanian as well as in English, or by a general proxy observing the conditions presented below.

A shareholder can appoint by proxy one or more replacement representatives to ensure the participation in the OGSM and/or EGSM in case the appointed representative is unable to fulfil his mandate. If by proxy more than one replacement is appointed, the order in which they can exercise their mandate has to be indicated.

If a shareholder is represented by a credit institution that provides custody services, it may vote in the OGSM and/or EGSM according to the voting instructions received through electronic communication means, without the need of a general or special proxy to be given by the shareholder. The custodian will vote in the Meetings only in conformity and within the limits of the instructions received by their clients who hold the position of shareholders at the Reference Date.

If during the OGSM and/or EGSM, with observance of legal provisions, items that were not included in the published agenda are being discussed, the representative shall vote in relation to such points in accordance with the interest of the represented shareholder.

The Special Proxy

The Special Proxy is available only for the Meeting that was given for. The special proxy can be given only by using the special proxy form made available to the shareholders by the Company according to the section *Other provisions regarding the Meetings* bellow.

The representative is obliged to vote according to the instructions given by the shareholder that appointed him. The proxies have to include specific voting instructions for each topic on the Meeting's agenda.

For the Special Proxy, an original, filled in the Romanian or English and signed by the shareholder, together with a copy of the identity documents of the shareholder and of the representative, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, CEx Building, 1st District up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, in a sealed envelope, with the clear mention written in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, CEx Building, 1st District, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time)

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for the EGSM's Meeting, in a sealed envelope, with a mention written in capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";

- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, at investors@medlife.ro, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".

In all cases, the representative shall present the organizers of the Meetings the special proxy, in original, at the time of registration.

Special provisions regarding the general proxy

The general proxy shall be valid only if: **i)** given for a period no longer than 3 years, **(ii)** expressly provides for the representative of the shareholder who gave the proxy to vote on all aspects debated in the meetings of the Company, including acts of transfer and **(iii)** is given by the shareholder, as client, to an intermediary as it is defined in the provisions of art. 2 para. (1) point 20 of Law no. 24/2017 or to a lawyer. The shareholders cannot be represented in the Meetings through a general proxy by a person which is conflicted, conflict which may arise especially out of one of the following situations:

- a) is a majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) is a member of an administration, management or supervision body of the Company, of a majority shareholder or of a controlled entity, as provided at let. a) above;
- c) is an employee or auditor of the Company or of a majority shareholder of the Company or of a controlled entity, as provided at let. a) above;
- d) is the spouse, relative or kin up to the fourth degree included of one of the natural persons mentioned at let. a)-c) above.

The general proxy has to include at least the following information: **1.** the name of the shareholder; **2.** the name of the representative (the one to whom the proxy is given); **3.** the date of the proxy, as well as the availability period, respecting the legal provisions in force; the proxies given at a later date revoke the proxies given at a previous date; **4.** the mentioning of the fact that the shareholder is empowering the representative to participate and vote on his behalf through the general proxy in the general shareholders meeting for the entire participation in the share capital of the shareholder at the Reference Date, expressly specifying the entity/entities for which the respective general proxy is used, either individually or through a generic wording relating to a particular category of issuers.

The effects of the general proxy end according to the provisions of art. 202, para. 2 of the FSA Regulation no. 5/2018.

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Before its first use, a copy of the general proxy signed by the shareholder and having the minimum content required by the FSA Regulation no. 5/2018, including specification with regards to the conformity of the copy with the original, together with a statement on his own responsibility of the intermediary's legal representative or of the lawyer as specified below, shall be submitted to the Company as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, in a sealed envelope, with the mention written in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- b) sent to the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, in a sealed envelope, with the mention written in capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, at investors@medlife.ro, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".

The statement of own responsibility given by the legal representative of the intermediary or by the lawyer who received the representation powers through the general proxy shall specify the following:

- (i) the proxy is given by the shareholder, as a client, to the intermediary or to the lawyer;
- (ii) the general proxy is signed by the shareholder, also by attaching an electronic extended signature, if the case.

The statement has to be filed in original, signed and, if the case, stamped, without the need of further formalities regarding its form. The statement is registered with the Company together with the general proxy, following the terms and conditions specified above.

The copies of the general proxies including the specification with regards to the conformity of the copy with the original are retained by the Company, that being mentioned in the minutes of each Meeting.

Other provisions regarding representation

The shareholders can appoint and revoke their representative through electronic means of transferring data, the revocation being effective and opposable to the Company if it was received by the Company up until the deadline for filing/sending the proxies.

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The representative cannot substitute himself with another person unless this right was expressly given to him by the shareholder through the proxy. If the representative is a legal person, it can exercise its mandate through any natural person that is part of the legal person's administrative or management body or through its employees.

Voting by correspondence

The shareholders of the Company registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can vote by correspondence by using the voting ballot form made available to the shareholders by the Company, in Romanian as well as in English.

The vote by correspondence can be expressed by a conventional representative of the shareholder only if the representative received from the shareholder a special/general proxy which is filed to the Company according to the provisions of art. 92 para. (14) of Law no. 24/2017 or if the representative is a credit institution that provides custody services, according to the provisions of art. 92 para. (11) of Law 24/2017 . If the person that represents the shareholder by personal attendance at the OGSM and/or EGSM is another person from the one who expressed the vote by correspondence, then, for the validity of his vote, the representative shall present to the OGSM's and/or EGSM's secretary a written revocation of the vote expressed by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This procedure is unnecessary if the shareholder or his legal representative is present at the OGSM and/or EGSM.

For the voting by correspondence, the voting forms, filled in Romanian or English and signed, together with a copy of the identity documents of the shareholder, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, in a sealed envelope, with the mention written in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- b) sent to the Company's registry in Bucharest, 365 Calea Griviței, CEx Building, 1st District, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, in a sealed envelope, with the mention written in capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**";
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **26.04.2021, 08:00 hours** (Romanian local time) for the OGSM's Meeting and up until **26.04.2021, 09:00 hours** (Romanian local time) for the EGSM's Meeting, at investors@medlife.ro, with the subject "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 28/29 OF APRIL 2021**".

Other provisions regarding the Meetings

The shareholder status, as well as the status of legal representative, for the shareholders that are legal persons or for other types of entities without a legal status, is acknowledged based on the shareholders' list at the Reference Date / record date, issued by Depozitarul Central S.A., based on the following documentation provided by the shareholder to the Company and issued by Depozitarul Central S.A. or by the participants that provide custody services:

- a) the account excerpt that certifies the status of shareholder and the amount of owned shares;
- b) documents that certify the registration with Depozitarul Central S.A./ respective participants of information regarding the legal representative.

Documents that certify the status of legal representative drafted in a foreign language, other than English, shall be followed by a translation by an authorized translator in Romanian or English, without the need for them to be legalized or apostilled.

In all of the cases described above which make reference to

- a) identity document of a person, the following documents are taken into consideration: for natural persons – identity card/bulletin/passport, and for legal persons – identity card/bulletin/passport of their legal representative that is registered in the Company's shareholders list issued by Depozitarul Central S.A.;
- b) the shareholder's representative registered in the shareholders list issued by Depozitarul Central S.A., if the respective representative is not registered as such in the database of Depozitarul Central S.A., for the purpose of identifying the representative, a Trade Registry's excerpt will be submitted or any other equivalent document, in original or a copy that will also include the specification regarding the conformity with the original, issued by a competent authority from the state in which the shareholder is legally registered, issued validly within the required time-frame and that certifies the status of legal representative of the aforementioned.

Failure to submit the general/special proxies/voting by correspondence ballot forms until the deadline is sanctioned with the loss of the voting rights by correspondence/personal attendance within the OGSM and/or EGSM. The special proxies/voting by correspondence ballot forms that do not include all the minimum information mentioned in the forms that are made available by the Company are not opposable to 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 **28.04.2021** (the date of the first convening of the OGSM, respectively of the EGSM) the legal and statutory requirements for the validity of the OGSM and/or EGSM are not met, the respective Meeting is convened for **29.04.2021**, in the same place and at the same hour and having the same agenda.

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The documents and informative materials regarding the points included on the agenda of the Meetings, 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 forms and voting by correspondence ballot forms for the Meetings will be made available to the shareholders in Romanian as well as in English, starting **with 26.03.2021** 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 (<https://www.medlifeinternational.com/investor-relations>).

At the date of the convening, the share capital of the Company is comprised of 132,870,492 nominative shares. The Company holds, at the convening date, a number of 104,082 own shares that do not provide any voting rights, consequently, the total number of voting rights at the convening date is 132,766,410.

The draft resolutions proposed by shareholders will be added to the website of the Company as soon as possible, after they are received by the Company.

Additional information is available at the Capital Markets Department, at the telephone number +40 730 593 022 and on the Company's website <https://www.medlifeinternational.com/investor-relations>.