



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 **21.11.2022**, 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 **14.11.2022**, set as the **reference** date for the EGSM, with the following agenda:

Agenda:

1. Authorization of the Company's Board of Directors to:
 - 1.1 negotiate with Banca Comercială Română S.A., as Arranger, Agent and Lender and with other syndicate members the terms and conditions of refinancing and extending the credit limit available on the basis of Syndicated Credit Facility Agreement entered into 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.; Prima Medical S.R.L.; Anima Specialty Medical Services S.R.L.; CED Pharma S.R.L.; Badea Medical S.A.; Centrul Medical Micromedica S.R.L.; Solomed Clinic S.A.; Vita Care Flav S.R.L. as Borrowers (as well as other group companies that are acceding on the date of this convening notice) (as further amended via addenda), by the amount of 50.7 million EUR, including but without limiting to: extending the repayment term of existing facilities,

rearranging the applicable terms and conditions, changing the security interests / guarantees (the contract as amended, referred to hereinafter as the "**Credit Contract**");

- 1.2 negotiate with Banca Comercială Română S.A, as well as other entities that will partake in the re-financing operation with Banca Comercială Română S.A., the terms and conditions of the addenda to existing contracts, including but not limited to mortgage agreements securing the repayment obligations under the Credit Contract, entered into for the purpose of securing the obligations as such will be increased.
2. Authorising the Board of Directors of the Company to execute all operations and/or procedures necessary or suitable and to enter into all necessary documents for or with the view to the implementation of decision 1 above.
3. 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 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 14.11.2022** 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 **4.11.2022**, 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 21/22 NOVEMBER 2022**";

- b) Delivered to the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, before **4.11.2022**, 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 21/22 NOVEMBER 2022**";
- c) Sent by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature, before **4.11.2022**, 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 21/22 NOVEMBER 2022**".

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 21/22 NOVEMBER 2022**" before **18.11.2022, 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 **18.11.2022, 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 21/22 NOVEMBER 2022**";
- 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 21/22 NOVEMBER 2022**" before **18.11.2022**, 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 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 21/22 NOVEMBER 2022"** before **19.11.2022, 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 **19.11.2022, 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 21/22 NOVEMBER 2022"**;
- 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 21/22 NOVEMBER 2022"** before **19.11.2022, 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 21/22 NOVEMBER 2022"** before **19.11.2022, 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 **19.11.2022, 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 21/22 NOVEMBER 2022"**;
- 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 21/22 NOVEMBER 2022"** before **19.11.2022, 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:

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) 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 21/22 NOVEMBER 2022" before **19.11.2022, 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 **19.11.2022, 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 21/22 NOVEMBER 2022"**;
- 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 21/22 NOVEMBER 2022"** before **19.11.2022, 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 **21.11.2022** (the date of the first convening of the EGSM) the legal and statutory requirements for the validity of the OGSM are not met, the respective Meeting is convened for **22.11.2022**, 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 **19.10.2022** 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.medlifeinternational.com, in the section *Investors Relations < G.M.S. Documents*)).

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 154,435 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 132,716,057 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/> <https://www.medlifeinternational.com/investor-relations>.

Chairman of the Board of Directors

MIHAIL MARCU

MED LIFE S.A.