

**DRAFT RESOLUTION OF
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
MED LIFE S.A. no. 1/21.11.2022**

The extraordinary general shareholders meeting of MED LIFE S.A. (the "**Meeting**"), 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**"), legally and statutorily convened, on the grounds of art. 117 of the Companies Law no. 31/1990, as republished, of Law no. 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, by publication of the convening notice in the Official Gazette of Romania, Part IV no. 4370/18.10.2022 and in the newspaper "Bursa", edition no 198 of 18.10.2022, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the ad hoc announcement 54 of 17.10.2022,

Legally and statutorily assembled on 21.11.2022, at 10.00 hours, in the first convening at the headquarters of the Company located in Bucharest, Calea Grivitei no. 365, district 1, attended in person or by representation as well as by casting the votes through correspondence, by a number of 49 shareholders holding on the Reference Date 14.11.2022 a total number of 104,717,568 shares bearing voting rights, representing 78.9035% of the total voting rights and 78.8118% of the share capital of the Company on the Reference Date,

RESOLVES

1. By a total number of 104,717,568 shares for which valid votes have been cast, representing 78.9035% of the Company's voting rights, respectively 78.8118% of the Company's share capital and a number of 104,717,568 cast validly, of which 104,235,364 votes were cast "for" representing 99.5395% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 482,204 votes were cast "against" representing 0.4605% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and zero votes cast "abstained" approves

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 increase.
2. By a total number of 104,717,568 shares for which valid votes have been cast, representing 78.9035% of the Company's voting rights, respectively 78.8118% of the Company's share capital and a number of 104,717,568 cast validly of which 104,688,695 votes were cast "for" representing 99.9724% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 28,873 votes were cast "against" representing 0.0276% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and zero votes cast "abstained" approves
Authorisation of 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 By unanimous votes validly cast by all shareholders attending in person, represented or casting votes by correspondence in the Meeting approves

Authorisation of 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.

The aforementioned resolutions have been prepared and signed in Bucharest, in 4 original copies, each comprising 3 pages, today 21.11.2022.

Meeting Chairman
Mihail Marcu

Meeting Secretary
Narcisa Oprea