

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. 150 /29.04.2021

**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 April 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 28 April 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 /28.04.2021**

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. 1261/26.03.2021 and in the newspaper "Artificial Intelligence", edition of 26.03.2021, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 141 of 26.03.2021,

Legally and statutory assembled on **28.04.2021**, 10:00 hours, on the first convening at the Company's administrative 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 28 shareholders owning a number of 105,503,222 shares with voting rights, representing 79.4653% of the total voting rights, respectively 79.4653% of the Company's share capital.

DECIDES

1. It is approved, with a total number of **80,231,655** votes expressed "**for**" representing **76.0466%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, **25,271,567** votes expressed "**against**" representing **23.9534%** 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

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. It is approved, with a total number of **80,231,655** votes expressed "**for**" representing **76.0466%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which

voted by correspondence, **25,271,567** votes expressed "**against**" representing **23.9534%** 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

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. It is approved, with **104,538,222** votes expressed "**for**" representing **99.0853%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, **965,000** votes expressed "**against**" representing **0.9147%** 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]

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.

4. It is approved, with **105,032,894** 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 **470,328 "abstained"** votes

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. It is approved, with **98,680,754** votes expressed "**for**" representing **93.9522%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, **6,352,140** votes expressed "**against**" representing **6.0478%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and **470,328 "abstained"** votes

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. It is approved, with **82,120,054** votes expressed "**for**" representing **78.1851%** of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, **22,912,840** votes expressed "**against**" representing **21.8149%** of the total votes validly expressed

in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and **470,328 "abstained"** votes

The approval of the Remuneration Policy.

7. It is approved, with **105,503,222** 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

The approval of the revenue-expenditure budget and the business plan of the Company at individual level for the 2021 financial year.

8. It is approved, with **105,503,222** 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

The approval of the revenue-expenditure budget and the business plan at consolidated level for the 2021 financial year.

9. It is approved, with **105,503,222** 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

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.

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of 3 pages, today, 28.04.2021.

**RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.
No. 1 / 28.04.2021**

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. 1261/26.03.2021 and in the newspaper ""Artificial Intelligence", edition of 26.03.2021, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 141 of 26.03.2021,

Legally and statutory assembled on **28.04.2021**, 11:00 hours, on the first convening at the Company's administrative 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 28 shareholders owning a number of 105,503,222 shares with voting rights, representing 79.4653% of the total voting rights, respectively 79.4653% of the Company's share capital.

DECIDES

1. It is approved, with 105,503,222 votes expressed "**for**" representing **100%** 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 **0** "**abstained**" votes

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., Accipiens S.A., Policlinica De Diagnostic Rapid S.A., Clinica Polissano 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 the "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.**

2. It is approved, with unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting

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. It is approved, with unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting

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.

The present Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 2 pages, today, 28.04.2021.