

**MED LIFE S.A.**

Sediul social: București, Calea Grivitei, nr. 365, sector 1, România  
Codul de înregistrare fiscală: 8422035  
Număr de ordine în Registrul Comerțului: J40/3709/1996  
Capital social subscris și vărsat: 33.217.623 RON



No. 22 / 27 April 2023

**To: BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**

**CURRENT REPORT**

**In accordance with Law no. 24/2017 on issuers of financial instruments and market operations (republished) and ASF Rule no. 5/2018 on issuers of financial instruments and market operations**

Report Date: **27 April 2022**

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:**

**Resolution of the Ordinary General Meeting of Shareholders of MED LIFE S.A.**

In accordance with Law no. 31/1990, republished, as further amended and supplemented, Law no. 24/2017 on issuers and market operations, republished and FSA Regulation no. 5/2018 on issuers and market operations, Med Life S.A. informs investors regarding:

**The Resolution of the Ordinary General Meeting of Shareholders of MED LIFE S.A. from 27 April 2023.**

**The resolution is attached to this current report.**

**Mihail Marcu**

**CEO**

## RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING

**MED LIFE S.A.**

**No. 1/27.04.2023**

The ordinary 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, EUID ROONRC.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, republished, as further amended and supplemented, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as further amended and supplemented ("**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.1394/24.03.2023 and in the newspaper "Adevarul", edition 14 of 27.03.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the ad hoc announcement 16 dated 24.03.2023,

Legally and statutorily assembled on 27.04.2023, 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 54 shareholders holding on the Reference Date **19.04.2023** a total number of 109,072,114 shares bearing voting rights, representing 82,1111% of the total voting rights and 82,0890% of the share capital of the Company on the Reference Date,

### RESOLVES

1. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"  
**Approves the individual annual financial statements of the Company as at 31.12.2022, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.**
2. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes

validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"

**Approves the consolidated annual financial statements as at 31.12.2022, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.**

3. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 108,478,765 votes were cast "for" representing 99,4560% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 593,349 votes were cast "against" representing 0.5440% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and 0 votes casted "abstained"

**Approves the discharge of the members of the Board of Directors for the financial year 2022.**

4. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 108,618,783 votes cast validly, of which 101,619,343 votes were cast "for" representing 93.5560% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 6,999,440 votes were cast "against" representing 6.4440% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and 453,331 votes casted "abstained"

**Approves the aggregate amount of RON 8,800,000/year as the overall limit of (i) all additional remuneration that may be granted to members of the Board of Directors and (ii) all remuneration of the executive managers of the Company.**

5. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 96,867,098 votes cast validly, of which 60,570,596 votes were cast "for" representing 61,5296% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 36,296,502 votes were cast "against" representing 37,4704% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and 12,205,016 votes casted "abstained"

**Approves the remuneration Report of the members of the Board of Directors and executive managers of the Company for the year 2022 as made available to the shareholders.**

6. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 108,618,783 votes cast validly, of which 95,992,361 votes were cast "for" representing 88.3755% of the total number of votes validly

casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 12,626,422 votes were cast "against" representing 11.6245% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and 453,331 votes casted "abstained"

**Approves the Company's Remuneration Policy as made available to the shareholders.**

7. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"

**Approves the revenue and expenditure budget and the business programme of the Company at individual level for the financial year 2023.**

8. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"

**Approves the consolidated revenue and expenditure budget and business programme for the financial year 2023.**

9. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"

**Approves the extension of the mandate of the Company's financial auditor, namely ERNST & YOUNG ASSURANCE SERVICES S.R.L., headquartered in Bucharest, District 1, 15-17 Ion Mihalache Boulevard, Bucharest Tower Center Building, 21<sup>st</sup> floor, for the auditing of the individual and consolidated annual financial statements of the Company, for the financial years ending on 31 December 2023, and 31 December 2024. The duration of the financial audit contract will be 2 years.**

10. By a total number of 109,072,114 shares for which valid votes have been cast, representing 82.0890% of the Company's share capital and a total number of 109,072,114 votes cast validly, of which 109,072,114 votes were cast "for" representing 100.0000% of the total number of votes

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validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, 0 votes were cast "against" and 0 votes casted "abstained"

**Approves the empowerment 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 OGSM 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, today 27.04.2023.

Meeting Chairman

Mihail Marcu

Meeting Secretary

Narcisa Oprea