

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. 30 / 3 August 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: **3 August 2023**

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 Extraordinary 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 Extraordinary General Meeting of Shareholders of MED LIFE S.A. from 3 August 2023.

The resolution is attached to this current report.

Mihail Marcu

CEO

**RESOLUTION OF
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

MED LIFE S.A.

No. 1/03.08.2023

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. 2919 of 03.07.2023 and in the newspaper "Adevarul", as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the ad hoc announcement 26 of 03.07.2023,

Legally and statutorily assembled on 03.08.2023, 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 25.07.2023 a total number of 108,587,185 shares bearing voting rights, representing 81.7461% of the total voting rights and 81.7241% of the share capital of the Company on the Reference Date,

RESOLVES

1. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,578,121 votes were cast "for" representing 99.9917% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 9,064 votes were cast "against" representing 0.0083% 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

The increase of the share capital with the amount of RON 99,652,869 from the current amount of RON 33,217,623 to RON 132,870,492 through the issuance of 398,611,476 new shares with a nominal value of RON 0.25/share (the "**Share Capital Increase**"). The Share Capital Increase will be carried out through the incorporation of share premiums and reserves (with the exception of the legal reserves), and the newly issued shares will be allocated free of charge to the Company's shareholders registered in the register of

shareholders kept by Depozitarul Central - S.A. as of 04.09.2023, established as record date ("**Record Date**"). Each shareholder registered in the register of shareholders kept by Depozitarul Central - S.A. on the Record Date will receive 3 (three) newly issued shares, free of charge for each share held on the Record Date. The increase of the Share Capital will be carried out to support the current activity of the Company.

2. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,587,185 votes were cast "for" representing 100% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

The amendment of the Articles of Association of the Company following the Share Capital Increase as follows:

- Paragraphs 4.1. and 4.2. of Article 4 *Share capital and shares* of the Articles of Association of the Company are amended and shall read as follows:

"4.1. The share capital of the Company is in amount of 132,870,492 RON, fully subscribed and paid up as follows:

a. Cash: RON 131,862,992 and USD 362,161.10;

b. In kind: RON 2,935.50.

4.2. The share capital is divided into 531,481,968 shares, with a nominal value of 0.25 RON/share."

- Annex 1 of the Articles of Association shall be amended according to the shareholding structure as of 05.09.2023, set as the payment date.

3. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,569,340 votes were cast "for" representing 99.9836% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, zero votes were cast "against" of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and 17,845 votes cast "abstained" representing 0.0164% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

Authorising the Board of Directors of the Company to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including for updating the Company's Articles of Association.

4. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 105,223,712 votes were cast "for" representing

96.9025% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 1,530,434 votes were cast "against" representing 1.4094% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and 1,833,039 votes cast "abstained" representing 1.6881% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

Authorising the acquisition by the Company, directly or through a person acting in its own name but on behalf of the Company, of a number of own shares with a total nominal value equal to maximum 10% of the Company's subscribed share capital, as of the date of the buy back, for a maximum period of 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV, at a price per share (i) minimum equal to the market price of a share on BVB at the time of the acquisition and (ii) maximum equal to the highest value between the price of the last independent trade and the highest current independent purchase bid on BVB, in accordance with the provisions of art. 3 para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. The nominal value of the treasury shares thus acquired by the Company, including those already held in its portfolio, may not exceed the threshold of 10% of the Company's subscribed share capital as of the date of the buy-back. A maximum of 6,563,289 treasury shares so acquired, by reference to the share capital of the Company at the date of the Resolution, (i.e. a maximum of 26,253,156 treasury shares so acquired, by reference to the share capital of the Company subsequent to the Share Capital Increase), shall be offered to employees and members of the management of the Company, former or current members of the management or former or current employees of some of the subsidiaries of the Company and/or shall be offered in exchange for shares held in the subsidiaries of the Company, by former or current members of the management or former or current employees of some of the subsidiaries of the Company.

5. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 105,205,867 votes were cast "for" representing 96.8861% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 1,530,434 votes were cast "against" representing 1.4094% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and 1,850,884 votes cast "abstained" representing 1.7045% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

Authorising the Board of Directors of the Company to carry out all necessary and useful operations and/or procedures in relation to the implementation of point 4 above. The Board of Directors is also

authorised to decide the change of the purpose of the shares buy-back provided for in point 4, unless the new purpose would require the approval of the general shareholders' meeting.

6. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,587,185 votes were cast "for" representing 100% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

The date of 04.09.2023, as the Record Date for the identification of the shareholders on whom the effects of the EGSM's resolution are manifested, including the right to benefit from the free of charge shares to be issued as a result of the Share Capital Increase.

7. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,587,185 votes were cast "for" representing 100% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

The date of 01.09.2023 as ex date, date from which the Company's shares will be traded without the rights deriving from the EGSM.

8. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,587,185 votes were cast "for" representing 100% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

The date of 05.09.2023 as the Payment Date for the free of charge shares to be issued as part of the Share Capital Increase.

9. By a total number of 108,587,185 shares for which valid votes have been cast, representing 81.7241% of the Company's share capital, of which 108,587,185 votes were cast "for" representing 100% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

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, inclusively the updated Articles of Association 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

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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 5 pages, today 03.08.2023.

Meeting Chairman

Mihail Marcu

Meeting Secretary

Narcisa Oprea