

**MED LIFE S.A.**

Registered Office: Bucharest, 365, Calea Grivitei, 1st district, 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: 132,870,492 RON



No. 45 / 22 December 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 Regulation no. 5/2018 on issuers of financial instruments and market operations**

Report Date: **22 December 2023**

Name of the issuing company: **MED LIFE S.A. ("MedLife" or "The Company")**

Registered Office: **Bucharest, Calea Grivitei, no. 365, district 1, Romania**

Telephone / 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: **132,870,492 RON**

Total number of shares: **531,481,968 (out of which 162,984 shares without voting rights and 531,318,984 shares with voting rights)**

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 22 December 2023**

The resolution is attached herein to this current report.

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Mihail Marcu  
Chief Executive Officer

**RESOLUTION OF  
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
MED LIFE S.A.  
No. 1/22.12.2023**

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. 5199/21.11.2023 and in the newspaper "Adevarul", edition of 21.11.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the ad hoc announcement no. 40 of 21.11.2023,

Legally and statutorily assembled on 22.12.2023, 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 52 shareholders holding on the Reference Date 13.12.2023 a total number of 434,714,038 shares bearing voting rights, representing 81.8179% of the total voting rights and 81.7928% of the share capital of the Company on the Reference Date,

**RESOLVES**

By a total number of 434,714,038 shares for which valid votes have been cast, representing 81.7928% of the Company's share capital and a number of 434,714,038 cast validly, of which 424,750,966 votes were cast "for" representing 97.7081% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, 1,873,324 votes were cast "against" representing 0.4309% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and 8,089,748 votes cast "abstained" representing 1.8609% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence

approves

**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 credit institutions that are syndicate members acting as Lenders, the terms and conditions of extending the credit limit by an additional amount of up to EUR 50 Million. The loans the limits of which are subject to the increase have been granted based on the Syndicated Credit Facility Agreement entered into on 13 December 2022, with a total principal amount of EUR 228 Million, with 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.; 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.; MNT Asset Management S.R.L.; MNT

Healthcare Europe S.R.L.; Pharmachem Distributie S.A.; Sano Pass S.A.; Sweat Concept One S.R.L.; Onco Card S.R.L.; OncoCard Invest S.R.L.; Diamed Center S.R.L.; Stem Cells Bank S.A.; Sfatul Medicului S.R.L. and Medici's S.A. as Borrowers (as well as other companies within Medlife Group, as applicable) (the contract to be amended referred to hereinafter as the "**Credit Contract**");

- 1.2 negotiate with Banca Comercială Română S.A, as well as with the other credit institutions that will partake in extending the credit limit with Banca Comercială Română S.A., the terms and conditions of the addenda to the existing financing contracts and to the new / additional financing documents to be concluded, including but not limited to movable and immovable mortgage agreements securing the obligations undertaken by the Borrowers in connection with the financing arrangements under the Credit Contract. The addenda and the new financing documents to be concluded shall be entered into for the purpose of securing (or confirming the securing of) the obligations undertaken by the Borrowers in connection with the loans granted to the Borrowers, as such will be increased.

By a total number of 434,714,038 shares for which valid votes have been cast, representing 81.7928% of the Company's share capital and a number of 434,714,038 cast validly, of which 426,624,290 votes were cast "for" representing 98.1391% 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" and 8,089,748 votes cast "abstained" representing 1.8609% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting

approves

- 2. 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.**

By unanimous votes validly cast by all shareholders attending in person, represented or casting votes by correspondence in the Meeting

approves

- 3. 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 drawn and signed in Bucharest, in 4 original copies, each comprising 2 pages, today 22.12.2023.

Meeting Chairman

Mihail Marcu

Meeting Secretary

Narcisa Oprea