

**Nota de fundamentare a Consiliului de
 Administratie al Med Life S.A. (MedLife sau
 Compania) pentru Adunarea Generala
 Extraordinara a Actionarilor (AGEA) din data
 de 21 noiembrie 2022/22 noiembrie 2022
 (punctele 1 si 2 de pe ordinea de zi)**

Referitoare la termenii si conditiile refinantarii si majorarii limitei de credit acordate in baza Contractului de facilitare de credit sindicalizat incheiat la data de 31 octombrie 2018 (astfel cum a fost acesta ulterior modificat prin actele aditionale)

Temei legal:

- Legea Societatilor nr. 31 / 1990, republicata;
- Legea nr. 24 / 2017 privind emitentii de instrumente financiare si operatiuni de piata, republicata;
- Actul Constitutiv Med Life S.A.

Fundamentare economica:

MedLife este consecventa cu strategia sa de expansiune atent aliniată contextului macroeconomic, mentinandu-si pozitia de lider national si isi concentreaza in continuare eforturile pe extinderea ofertei de servicii medicale prin diversificarea liniilor de business dar si a acoperirii geografice.

Astfel, Compania este in egala masura preocupata de cresterea liniilor de finantare pentru a sustine strategia de extindere si consolidare a infrastructurii medicale, atat prin crestere organica, cat si prin achizitii, context in care evalueaza permanent diverse oportunitati.

In urma celor expuse, se propune AGEA:

1. Autorizarea Consiliului de Administratie al Societatii pentru a:
 - 1.1 negocia cu Banca Comerciala Romana S.A, in calitate de Aranjor, Agent si Imprumutator, precum si cu alte entitati din cadrul sindicatului termenii si conditiile refinantarii si majorarii limitei de credit acordate in baza Contractului de facilitare de Credit Sindicalizat incheiat la data de

**Med Life S.A. (MedLife or the Company)
 Board of Directors' Substantiation Note
 for the Extraordinary General Meeting of
 Shareholders (EGMS)
 on 21 November 2022/ 22 November 2022
 (items 1 and 2 of the agenda)**

Regarding 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 (as it was subsequently modified by the addendums)

Legal background:

- Companies Law no. 31 / 1990, republished;
- Law no. 24 / 2017 on issuers of financial instruments and market operations, republished;
- Med Life S.A.' Articles of Association

Economic substantiation:

MedLife is consistent with its growth strategy carefully aligned to the macro-economic context, maintaining its position as a national leader and continues to focus its efforts on expanding the offer of medical services by diversifying business lines and geographical coverage.

Thus, the Company is equally concerned with increasing the financing lines to support the strategy of expanding and consolidating the medical infrastructure, both through organic growth and acquisitions, a context in which it constantly evaluates various opportunities.

Following the above, it is proposed to the EGMS:

1. Authorization of the Company's Board of Directors to:
 - 1.1 negotiate with Banca Comerciala Romana 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

- 31 octombrie 2018 cu 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. in calitate de Imprumutati (precum si alte societati din grup, in curs de aderare la data acestui convocator) (astfel cum a fost acesta ulterior modificat prin actele aditionale), cu suma de 50,7 Milioane Euro, inclusiv dar fara a se limita la: prelungirea duratei de rambursare a facilitatilor existente, rearanjarea termenelor si conditiilor aferente, modificarea garantiilor (contractul astfel modificat fiind denumit "**Contractul de Credit**");
- 1.2 negocia cu Banca Comerciala Romana S.A, precum si cu alte entitati care vor participa la re-finantare impreuna cu Banca Comerciala Romana S.A., termenii si conditiile amendamentelor la contractele existente, inclusiv dar fara a se limita la contractele de ipoteca prin care se garanteaza obligatiile de rambursare a finantarii acordate prin Contractul de Credit, incheiate in scopul confirmarii garantarii obligatiilor asa cum vor fi acestea majorate.
2. Imputernicirea Consiliului de Administratie al Societatii in vederea executarii tuturor operatiunilor si/sau procedurilor necesare si utile si incheierii tuturor documentelor necesare pentru sau cu privire la implementarea punctului 1 de mai sus.

Mihail Marcu
Presedinte Consiliu de Administratie

- 2018 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. 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 Comerciala Romana S.A, as well as other entities that will partake in the re-financing operation with Banca Comerciala Romana 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 increased.
2. Authorising 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.

Mihail Marcu
Chair of the Board of Directors