

The Statute of Corporate Governance of Med Life SA

The Corporate Governance in Med Life S.A. ("**MedLife**") operates according to the provisions of the Companies Law no. 31/1990, republished, with the subsequent modifications and complements, of the Law no. 297/2004 concerning the capital market, with the subsequent modifications and complements, , and of the secondary legislation adopted by the Financial Surveillance Authority ("**ASF**") for the application of the Law no. 297/2004, of the Code of Bucharest Stock Exchange ("**BVB**") and of the Bucharest Stock Exchange Code of Corporate Governance ("**Applicable Law**"), as well as in accordance with the provisions of the Articles of Association in force of MedLife (link to access the Articles of Association: [Act Constitutiv](#)) and of the internal regulations applicable.

General Assembly of Shareholders

The supreme managing body of MedLife is the General Assembly of Shareholders ("**AGA**"). The ordinary and extraordinary duties of AGA are provided in the Articles of Association and in the Applicable Law. AGA is organized and operates in accordance with the relevant provisions of the Applicable Law, in the Articles of Association, and in the Procedure for the Organization and Activity of the General Assemblies of MedLife Shareholders.

MedLife undertakes to respect all the rights of its shareholders and to ensure an equitable treatment for them and, for that purpose, it has created and has been implemented the following procedures, systems, and rules to facilitate the exercise by the shareholders of the rights conferred to them by the shares held within MedLife:

- it has created on its website, in the section Relations with investors (link to access the section Relations with investors: [Link to section](#)), a system of effective and active communication with its shareholders;
- it has created an internal corporate structure, which is adequate for the relation with its shareholders and with the investors, in general;
- it has published on its website a Code for the Organization and Activity of the General Assemblies of Shareholders (link to access Code of Organization : [Link to section](#)) which:
 - facilitates the participation of the shareholders in the works of AGA and the exercise of their rights related to AGA, including the participation by representation (by proxy) or by correspondence;
 - indicates the set of documents that will be made available for the shareholders by MedLife for each individual AGA, including, without limitation to informative materials related to each item on the agenda of the AGA;
 - presents in an exhaustive manner the shareholders' rights related to the AGA;
 - present the voting procedure within AGA.

The Board of Administration

MedLife is managed in a unitary system by the Board of Administration ("**CA**") consisting of 7 members appointed by the ordinary AGA for a 4-year mandate, with the possibility to be reelected. The CA is responsible for the management of MedLife, acting in the interest of the company and protecting the general interests of its shareholders, by ensuring a sustainable development of the company. According to the Articles of Association, the CA is responsible for all acts required and useful with a view to accomplish the scope of activity of MedLife, including with regard to the management of subsidiaries of investments of MedLife, except for the duties reserved by law to the AGA.

CA convenes whenever necessary, but at least one every 3 months.

In its annual report, the CA will include a declaration of conformity to the provisions of the Code of Corporate Governance of BVB, which will include a self-evaluation of the way of accomplishment of the provisions of the code that must be observed and the measures adopted with a view to observe the measures which are not accomplished entirely, such as information on the number of CA meetings that took place during the past year and the participation of each administrator to such meetings. Every year, the CA evaluates its own performance and that of its committees and it includes the key measures and the changes resulted from such evaluation in the declaration of conformity to the provisions of the Code of Corporate Governance of BVB.

CA approved and posted on the company's website a Code of Ethics and Conduct, which sets forth behavior standards that must be observed within MedLife and its subsidiaries at all levels: administrator, executive directors, directors, employees, suppliers and subcontractors or consultants, irrespective of whether they are employees or work on a permanent or temporary basis.

The composition of the CA may be consulted by accessing the section "Board of Administration" (link to access the section: [Link to section](#)).

Consultative Committees

According to the Articles of Association, the CA may set up consultative committees made of at least 2 CA members, who will formulate recommendations for the CA in various fields.

Audit Committee

CA created an Audit Committee and approved the operating rules thereof. The Audit Committee has the following main duties:

- to examine and review the annual financial situations and the proposal for profit distribution;
- to make annual evaluations of the internal control system;
- to evaluate the effectiveness of the internal control system and of the risk management system;
- to monitor the application of the legal standards and of the generally accepted internal audit standards;
- to evaluate the conflicts of interests in the transactions made with affiliated parties;
- to analyze and review the transactions made with affiliated parties which exceed or may be expected to exceed 5% of the net assets of the company in the previous financial year;
- to make recommendations for the CA.

The composition of the Audit Committee may be consulted by accessing the following link: [Link to section](#).

The Investment Committee

The CA created an Investment Committee and approved the operating regulations thereof. The Investment Committee has the following main duties:

- to define the regulating framework for the investment projects;
- to monitor and report to the CA the stage of the investment projects under way.

The composition of the Investment Committee may be consulted by accessing the following link: [Link to section](#).

The Appointments and Remuneration Committee

CA will set up an Appointments and Remuneration Committee made up of non-executive members of the CA, who, among others, will lead the procedure of appointments of new CA members and will make recommendations for the CA and lead the process of evaluation of the CA activity. Until such committee is set up, the CA, as a result of the self-evaluation process:

- will approve a description of the role and of the conditions of eligibility required for a certain position in the CA or in the Executive Committee;
- will identify the candidates for the position of administrator, if applicable;
- will ensure a suitable remuneration policy, compatible with the strategy and the long term interests of MedLife;
- will ensure the publication of the direct and indirect remuneration of the administrators and executive directors in the annual report, making a distinction between the fixed and variable components of such remuneration.

Subsequent to the setting up of the Appointments and Remuneration Committee, the composition thereof will be available for consultation on the following link: [Link to section](#).

Executive Committee

CA has delegated the management of MedLife to the directors thereof, and the delimitation of the duties between the CA and the company's directors, including the value thresholds of competence for legal acts to be concluded by the company is included in the internal regulations of the CA.

The CA appoint a maximum number of 10 directors for a 4-year mandate and decides by its regulations or by decisions on the directors' competences and duties. The directors are, in general, responsible for the day-to-day activity of MedLife within the limits established by the CA, by the Articles of Association, and by the Applicable Legislation.

The Directors of MedLife compose the Executive Committee. The decisions requiring a decision of the Executive Committee, the decisions that can be made by a director and the way of de organization and operation of the Executive Committee are set forth by the regulations of organization and operation of the Executive Committee approved by the CA.

The composition of the Executive Committee may be consulted by accessing the following link: [Link to section](#).

Powers of Representation

In its relation with third parties, MedLife is represented and legally bound by the signature of the following persons:

- (a) the General Director – individual signature; or
- (b) two directors – joint signature; or
- (c) one director who is a member of the Executiv Committee and any other person appointed as having powers of representation by the CA.