

**DRAFT RESOLUTION OF
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
MED LIFE S.A.**

No. [●]/[[22].12.2023]/[[23].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. [●]/[[21].11.2023] and in the newspaper "[●]", 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]/[[23].12.2023], at 10.00 hours, in the [first][second] 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 [●] shareholders holding on the Reference Date 13.12.2023 a total number of [●] shares bearing voting rights, representing [●]% of the total voting rights and [●]% of the share capital of the Company on the Reference Date,

RESOLVES

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

[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a number of [●] cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, [●] votes were cast "against" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and [●] votes cast "abstained"]

[approves] / [rejects]

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

[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a number of [●] cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, [●] votes were cast "against" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and [●] votes cast "abstained"]

[approves] / [rejects]

- 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]/

[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a number of [●] cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting, [●] votes were cast "against" representing [●]% of the total number of votes held by the shareholders attending in person, represented and have casted votes by correspondence in the Meeting and [●] votes cast "abstained"]

[approves] / [rejects]

- 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]/[23.12.2023].

Meeting Chairman

[●]

Meeting Secretary

[●]