

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

**MED LIFE S.A.**  
**CONVENING NOTICE**

The Board of Directors of **MED LIFE S.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 5,536,270.5 RON (hereinafter the "**Company**"), according to the provisions of art. 117 of the Companies Law 31/1990, republished ("**Law 31/1990**"), of Law 24/2017 regarding the issuers of financial instruments and market operations ("**Law 24/2017**") and the secondary provisions issued for the application of the aforementioned corroborated with art. 10 and art. 16 of the Company's Articles of Association,

**Convenes:**

**THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM") and**  
**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")**  
**(together "the Meetings")**

on the date of **23.04.2020, 10:00** hours (Romanian time) for the OGSM and **11:00** hours (Romanian time) for the EGSM, at the Company's headquarters in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, third floor, CEX room, for all the shareholders registered in the shareholders register kept by the Central Depository S.A. at the end of the **14.04.2020** day, considered **the reference date** for the OGSM and the EGSM, having the following agenda:

**The OGSM agenda**

1. The appointment of the meeting's secretary .
2. The approval of the individual annual financial statements of the Company as at 31.12.2019, prepared according to the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.
3. The approval of the consolidated annual financial statements as at 31.12.2019, prepared according to the International Financial Reporting Standards, based on the reports that presented by the Board of Directors and the Company's financial auditor.

**Med Life S.A.**

*with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON*

4. The approval of the management discharge of the Board of Directors for the 2019 financial year.
5. The approval of the revenue-expenditure budget and the business plan of the Company at individual level for the 2020 financial year.
6. The approval of the revenue-expenditure budget and the business plan at consolidated level for the 2020 financial year.
7. The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to fulfil and to submit any documents, as well as to give any necessary statements and to carry out any formalities regarding the OGSM, such as publishing, including paying any fees, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned.

**The EGSM agenda**

1. The appointment of the meeting's secretary.
2. The authorization of the Board of Directors to:
  - enter negotiations with Banca Comercială Română S.A, s Agent and Lender, as well as with other entities that will participate to the financing together with Banca Comercială Română S.A., with respect to the terms and conditions of the increase of the credit limit granted based on the Syndicated Credit Facility Agreement concluded on **September 24th 2019**, between 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., as Borrowers, up to a maximum threshold of de **110** Milion Euros, extension of the repayment period of the existing facilities, restructuring the relevant terms and conditions, amending any security (the amended agreement hereinafter shall be regarded as „**the Loan Agreement**”);
  - enter negotiations with Banca Comercială Română S.A, as well as with other entities that will participate to the financing together with Banca Comercială Română S.A., with respect to the terms and conditions of the amendments to the mortgage agreements by the effect of which the obligations to repay the financing granted by the Loan Agreement are guaranteed, concluded with the purpose of securing the obligations as they are to be increased.
3. The empowerment of the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of point 2 above.

**Med Life S.A.**

*with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996*

*sole registration code 8422035*

*subscribed and paid share capital RON 5,536,270.5 RON*

4. The authorization of the acquisition, by the Company, directly or through a person acting in his own name, but on behalf of the Company, of a maximum number of 1,770,000 of the Company's own shares, for a maximum period of 18 months from the publishing date of the resolution in the Official Gazette of Romania, part IV, at a price per share between 10 RON and 50 RON, taking into consideration that the nominal value of the so acquired own shares will not exceed the 10% threshold of the subscribed and paid share capital of the Company. A maximum number of 1,770,000 of own shares so acquired will be offered to the former or current members of the management or to the former or current employees of some of the Company's subsidiaries.
5. The empowerment of the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of point 4 above. The Board of Directors is empowered also to change the purpose of the share buy-back, except the case in which the new purpose would require approval of the general shareholders meeting.
6. The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to fulfil and to submit any documents, as well as to give any necessary statements and to carry out any formalities regarding the EGSM, such as publishing, including paying any fees, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned.
7. The approval of 12.05.2020 as the record date for the identification of the shareholders upon which the effects of the EGSM apply, according to the applicable law.

Only the persons who are registered as shareholders at the Reference Date of **14.04.2020** in the Company's shareholders register held by Depozitarul Central S.A. have the right to participate and vote within the Meetings.

### **IMPORTANT INFORMATION RELATED TO THE COVID-19 PANDEMIC AND ITS IMPLICATIONS**

Taking into consideration that (i) the current exceptional status caused at a global level by the COVID-19 virus and (ii) the establishment of the state of emergency, as well as the preventive measures taken by the Romanian authorities, the limitations regarding the gathering of people, we underline that the management of the Company endorses this kind of measures and wishes to limit as much as possible the human interactions related to Company's corporate events. In this regard, the Company strongly recommends the

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

shareholders to use methods of distance interaction (electronic or by remote) in relation to the OGSM/EGSM, like:

- I. accessing the materials related to the OGSM/EGSM on electronic format, rather than the physical copy. The materials related to the topics on the agenda of the OGSM/EGSM will be available on the website of the Company as described in the convening notice;
- II. sending by shareholders of (i) questions related to the OGSM/EGSM, (ii) proposals for the appointment of the meeting's secretary, (iii) requests for supplementing the agenda of the OGSM/EGSM, by e-mail with electronic signature as described below in this convening notice, rather than by physical mail, courier or in person at the Company's registry;
- III. voting by correspondence and, preferably, by e-mail using electronic signature as described below in this convening notice, rather than by physical mail, courier or in person at the Company's registry.

We consider that in this extreme conditions brought upon by the COVID-19 virus it would be advisable that the OGSM/EGSM are held as much as possible without the physical participation of the shareholders (except the meeting's secretary). In this regard, we decided that the appointment of the meeting's secretary should be a distinct point on the OGSM/EGSM agendas, so that the secretary may be appointed also through voting by correspondence.

Also, we recommend that each shareholder that will attend in person the OGSM/EGSM should follow the recommendations of the authorities regarding the health condition suitable for human interaction and to ensure that is not suffering from COVID-19 specific symptoms.

We mention that the attendance to public gatherings (that respect the potential limitations imposed on them by the authorities at that time) exposes the participants to a potential contamination and the Company does not assume any obligation and cannot be held responsible for such a risk.

Depending on future variations in the effects of COVID-19 spread, from the time of the publication of this convening notice to the time at which the OGSM/EGSM are held, we will adopt the relevant, necessary or imposed by the authorities measures and we are committed to update the shareholders of the Company as soon as possible with respect to the OGSM/EGSM of the Company.

*Proposals of the shareholders regarding the general shareholders meeting*

One or more shareholders, owning, alone or together, at least 5% of the share capital of the Company, (hereinafter "**the Initiators**") have the right to:

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

- (a) add points on the agenda of the OGSM/EGSM, provided that each proposal is accompanied by a justification or a project of the resolution to be submitted for approval by the OGSM/EGSM; and
- (b) present draft resolution for the topics included or proposed to be included on the agenda of the OGSM/EGSM.

The requests of the Initiators regarding the addition of new points on the agenda, as well as the draft resolutions for the included or proposed to be included points on the agenda of the OGSM/EGSM, together with the copy of the valid identification document of the Initiator, can be submitted as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6 up until **06.04.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **06.04.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **06.04.2020, 16:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

The agenda, completed with the proposed points by the aforementioned shareholders will be published in line with the requirements provided by the law and the articles of association for the convening of the Meetings with at least 10 calendar days before the Meetings.

*Proposals from the shareholders for the appointment of the meeting's secretary*

Any shareholder of the Company has the right to submit proposals regarding the OGSM's and EGSM's secretary. According to law, the meeting's secretary has to be (i) natural person, shareholder of the Company, (ii) legal representative of the legal person that is shareholder of the Company or (iii) person empowered by general/special proxy by the natural or legal person, shareholder of the Company. The

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

shareholder that submits a proposal also has to submit to the Company proof of acceptance from the natural person proposed as the meeting's secretary for the due processing of his personal data.

Also, the Board of Directors shall submit a proposal for the OGSM's and EGSM's secretary, which will be made available to the shareholders and included in the proxies, the voting by correspondence forms and in the voting ballots.

The proposals for the OGSM's and EGSM's secretary, as well as the proof of acceptance of the natural person proposed as such for the due processing of his personal data, together with the copies of a valid identification documents of the shareholder that submits the proposal as well as of the person proposed to be secretary, shall be registered as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6 up until **06.04.2020, 16:00 hours** (Romania's hour), in closed envelope, with the clear mention written with capital letters "**PROPOSAL FOR SECRETARY FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020**".
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **06.04.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, "**PROPOSAL FOR SECRETARY FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020**".
- d) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **06.04.2020, 16:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket "**PROPOSAL FOR SECRETARY FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020**".

#### Questions related to the general shareholders meeting

The Company's shareholders, regardless of their participation in the share capital, have the right to submit questions regarding the points on the agenda of the Meetings, together with a copy of their valid identification document, as follows:

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6 up until **22.04.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **22.04.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **22.04.2020, 16:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

*The participation at the general shareholders meeting*

The access of the shareholders that are registered in the shareholders registry at the Reference Date entitled at participation is allowed by the simple proof of identity, as follows (i) for the shareholders that are natural persons, by presenting their identity document or, (ii) for the shareholders that are legal persons, by presenting the identity document of their legal representative and (iii) for the natural or legal shareholders that are represented, by presenting the proxy given to the representative, respecting all the legal provisions applicable to this matter.

The shareholders that are registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can participate in person or may be represented to the Meetings, each shareholder having the right to appoint any other natural or legal person as representative of him to participate and vote on his behalf in the Meetings, respecting all the provisions of art. 92 of Law no.24/2017.

A shareholder may appoint only one representative for the OGSM/EGSM. However, if a shareholder owns Company's shares in more than one securities account, this restriction will not prevent him from appointing a separate representative for the shares owned in each securities account with respect to a certain general meeting. However, the shareholder is prohibited from expressing contradictory votes based on the shares owned in the Company's share capital.



**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

For the participation through a representative, the shareholder shall appoint a representative through a special proxy drafted in the form made available to the shareholders by the Company, in Romanian as well as in English, or by a general proxy observing the conditions presented below.

A shareholder can appoint through proxy one or more replacement representatives to ensure the participation to the Meetings in case of inability by the appointed representative to fulfil his mandate. If by the proxy are appointed more than one replacement representatives, the order in which they shall exercise their mandate has to be indicated.

If a shareholder is represented by a credit institution that provides custody services, it may vote in the Meetings according to the voting instructions received through electronic communication means, without the need of a general or special proxy to be given by the shareholder. The custodian will vote in the Meetings exclusively in conformity and within the limits of the instructions received by their clients having the quality of being shareholders at the Reference Date.

If during the Meetings, with observance of legal provisions, points that were not included in the published agenda are being discussed, the representative shall vote in relation to those points in accordance with the interest of the represented shareholder.

### The Special Proxy

**The Special Proxy** is available only for the OGSM/EGSM that was given for. The special proxy can be given only by using the special proxy form made available to the shareholders by the Company according to the section *Other provisions regarding the Meetings* bellow.

The representative is obliged to vote according to the instructions given by the shareholder that appointed him. The proxies have to include specific voting instructions for each topic on the OGSM's/EGSM's agenda. For the Special Proxy, an original, filled in the Romanian or English and signed by the shareholder, together with a copy of the identity documents of the shareholder and of the representative, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building , ground floor, room 6 up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;



**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **21.04.2020, 09:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

In all cases, the representative shall present to the organizers of the Meeting the special proxy in original at the time of registration.

*Special provisions regarding the general proxy*

**The general proxy** shall be valid only if: **i)** given for a period no longer than 3 years, **(ii)** expressly provides for the representative of the shareholder who gave the proxy to vote on all aspects debated in the meetings of the Company, including acts of transfer and **(iii)** is given by the shareholder, as client, to an intermediary as it is defined in the provisions of art. 2 alin. (1) of Law no. 24/2017 or to a lawyer. The shareholders cannot be represented in the OGSM/EGSM through a general proxy by a person that is conflicted, conflict which may arise especially out of these situations:

- a) is a majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) is a member of an administration, management or supervision body of the Company, of a majority shareholder or of a controlled entity, as provided at point a) above;
- c) is an employee or auditor of the Company or of a majority shareholder of the Company or of a controlled entity, as provided at point a) above;
- d) is the spouse, relative or kin up to the fourth degree included of one of the natural persons mentioned at points a)-c) above.

The general proxy has to include at least the following information: **1.** the name of the shareholder; **2.** the name of the representative (the one to whom the proxy is given); **3.** the date of the proxy, as well as the availability period, respecting the legal provisions in force; the proxy given at a later date revoke the proxy given at a previous date; **4.** the mentioning of the fact that the shareholder is empowering the

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

representative to participate and vote on his behalf through the general proxy in the general shareholders meeting for the entire participation in the share capital of the shareholder at the Reference Date, expressly specifying the entity/entities for which the respective general proxy is used.

The effects of the general proxy end according to the provisions of art. 202, para. 2 of the FSA Regulation no. 5/2018.

Before its first utilization, a copy of the general proxy signed by the shareholder and having the minimum content required by the FSA Regulation no. 5/2018, including specification with regards to the conformity of the copy with the original, together with copy of the identity documents of the shareholder and a statement on his own responsibility of the intermediary or lawyer as specified bellow, shall be submitted to the Company as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6 up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **21.04.2020, 09:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

The statement of own responsibility given by the legal representative of the intermediary or by the lawyer who received the representation powers through the general proxy shall specify the following:

- (i) the proxy is given by the shareholder, as a client, to the intermediary or to the lawyer;
- (ii) the general proxy is signed by the shareholder, also by attaching an electronic extended signature, if the case.

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

The statement has to be filed in original, signed and, if the case, stamped, without the need of further formalities regarding its form. The statement is registered with the Company together with the general proxy, following the terms and conditions specified above.

The copies of the general proxiess including the specification with regards to the conformity of the copy with the original are retained by the Company, that being mentioned in the OGSM's/EGSM's minutes.

*Other provisions regarding representation*

The shareholders can appoint and revoke their representative through electronic means of transferring data, the revocation being effective and opposable to the Company if it was received by the Company up until the deadline for filing/sending the proxies.

The representative cannot substitute himself with another person unless this right was expressly given to him by the shareholder through the proxy. If the representative is a legal person, it can exercise its mandate through any natural person that is part of the legal person's administrative or management body or through its employees.

If a shareholder is represented by a credit institution that provides custody services, the credit institution can participate and vote in the OGSM/EGSM if it provides the Company a statement on own responsibility signed by the legal representative of the credit institution, which should include the following:

- (i) in clear, the name of the shareholder on behalf of whom the credit institution is participating and voting in the OGSM/EGSM;
- (ii) that the credit institution is offering custody services to the respective shareholder.

The statement has to be filed/sent to the Company 48 hours prior to the beginning of the OGSM/EGSM, respectively up until **21.04.2020 09:00 hours** (Romanian local time), in original, signed and, if the case, stamped, without the need of further formalities regarding its form, as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building , ground floor, room 6, in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020**";
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

as received at the Company's registry up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;

- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

#### Voting by correspondence

The shareholders of the Company registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can vote by correspondence by using the voting ballot form made available to the shareholders by the Company, in Romanian as well as in English.

The vote by correspondence can be expressed by a conventional representative of the shareholder only if the representative received from the shareholder a special/general proxy which is filed to the Company according to the provisions of art. 92 of Law no. 24/2017 or if the representative is a credit institution that provides custody services. If the person that represents the shareholder by personal attendance at the OGSM/EGSM is another person from the one who expressed the vote by correspondence, then, for the validity of his vote, the representative shall present to the OGSM's/EGSM's secretary a written revocation of the vote expressed by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This procedure is unnecessary if the shareholder or his legal representative is present at the OGSM/EGSM.

For the voting by correspondence, the voting forms, filled in Romanian or English and signed, together with a copy of the identity documents of the shareholder and of the representative, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;
- b) sent to the Company's registry in Bucharest, Grigore Manolescu street no. 7A, District 1, Enel building, ground floor, room 6, through any delivery service with acknowledgement of receipt, so to be registered

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

as received at the Company's registry up until **21.04.2020, 09:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**;

- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **21.04.2020, 09:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 23/24 OF APRIL 2020"**.

Other provisions regarding the Meetings

The status of shareholder, as well as, for the shareholders that are legal persons or other entities without legal status, the status of legal representative, is acknowledged based on the shareholders' list at the Reference Date/ record date, received by the Company from Depozitarul Central S.A., based on the following documentation provided by the shareholder to the Company and issued by Depozitarul Central S.A. or by the participants that provide custody services:

- a) the account excerpt that certifies and status of shareholder and the amount of owned shares;
- b) documents that certify the registration with Depozitarul Central S.A./respective participants of information regarding the legal representative.

Documents that certify the status of legal representative drafted in a foreign language, other than English, shall be followed by a translation by an authorized translator in Romanian or English, without the need for them to be legalized or apostilled.

In all of the cases described above which make reference to

- a) identity document of a person, the following documents are taken into consideration: for natural persons – identity card/bulletin/passport, and for legal persons – identity card/bulletin/passport of their legal representative that is registered in the Company's shareholders list issued by Depozitarul Central S.A.;
- b) the representative of the shareholder registered in the shareholders list issued by Depozitarul Central S.A., if the respective representative is not registered as such in the database of Depozitarul Central S.A., for the identification of the representative of the legal person shareholder, a Trade Registry's excerpt will be submitted or any other equivalent documentation, in original or copy including specification with regards to the conformity of the copy with the original, issued by a competent authority from the state in which the shareholder is legally registered, being issued inside the required

**Med Life S.A.**  
with registered office in Bucharest, Calea Grivitei no. 365, District 1,  
registration number at the National Office of the Trade Registry J40/3709/1996  
sole registration code 8422035  
subscribed and paid share capital RON 5,536,270.5 RON

time-frame for it to be considered valid, that certifies the status of legal representative of the aforementioned.

Failure to submit the general/special proxies/voting by correspondence ballot forms by the established deadline is sanctioned with the loss of the right to exercise the voting rights by correspondence/personal attendance within the OGSM/EGSM. The special proxies/voting by correspondence ballot forms that do not include at least the information mentioned in the forms that are made available by the Company are not opposable to the Company, as well as the general proxies that do not include the minimum information required by the legal provisions for their validity.

If on **23.04.2020** (the date of the first convening of the Meetings) the legal and statutory requirements for the validity of the OGSM/EGSM are not met, the respective OGSM/EGSM is convened for **24.04.2020**, in the same place, at the same hour and having the same agenda.

The documents and informative materials regarding the points included on the agenda of the OGSM/EGSM, this convening notice, the draft resolutions, the total number of shares and voting rights at the time of the convening, as well as the special proxy forms and voting by correspondence ballot forms for the OGSM/EGSM will be made available to the shareholders in Romanian as well as in English, starting **with 23.03.2020** at the Company's headquarters in Romania, Bucharest, Calea Grivitei no. 365, District 1 and will also be available on the website of the Company (<https://www.medlifeinternational.com/investor-relations>, section *Investor Relations < General Shareholders Meetings information*).

At the date of the convening, the share capital of the Company is comprised of 22,145,082 nominative shares. The Company owns, at the date of the convening, 129,731 own shares that do not give voting rights for the period in which they are owned by the Company (shares with suspended voting rights); consequently, the total number of voting rights at the time of the convening is of 22,015,351.

The draft resolutions proposed by shareholders will be added to the website of the Company as soon as possible, after they are received by the Company.

Additional information is available at the Capital Markets Department, at the telephone number +40 730 593 022 and on the Company's website <https://www.medlifeinternational.com/investor-relations>.

Chairman of the Board of Directors

MIHAIL MARCU

**MED LIFE S.A.**