

Med Life S.A.

*With registered office in Bucharest, N0. 365 Calea Grivitei, 1st District,
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

MED LIFE S.A.

CONVENING NOTICE

The Board of Directors of **MED LIFE S.A.**, a joint stock company governed under single system administration, dully organized in accordance with Romanian laws, with its registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered with Bucharest Trade Registry Office under no. J40/3709/1996, sole registration number 8422035, subscribed and paid shared capital amounting RON 5,536,270.5 (hereinafter the “**Company**”), in accordance with the provisions of art. 117 of Law 31/1990 regarding companies, republished (hereinafter „**Law no. 31/1990**”), of Law no. 24/2017 regarding issuers of financial instruments and capital market operations (hereinafter „**Law no. 24/2017**”) and secondary regulations issued for the application thereof in conjunction with art. 10 and of art. 16 of the Company’s Articles of Association,

Hereby convenes:

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

(the "EGMS" or the "Meeting")

On **08 October 2018, 10:00 hours** (Romanian time), at Hotel “Novotel”, “Paris Rive Gauche” Hall, situated in Bucharest, no. 37B Victoriei st., 1st District, for all shareholders registered in the shareholders’ registry held by Depozitarul Central S.A. at the end of **28 September 2018**, set as **reference date** in order to hold the EGMS, with the following agenda:

Agenda

1. **Authorization of the Company’s Board of Directors to negotiate the extension of the repayment period, the rearrangement of all related terms and conditions, the refinance of the present facilities and the extension of the credit line, up to a maximum limit of Euros 80 Million, as well**

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as of the terms and conditions regarding the mortgage agreements that will guarantee the credit reimbursement obligations, with Banca Comerciala Romana S.A., as well as other financial entities that will participate in the financing process together with Banca Comerciala Romana S.A., regarding the Facility Agreement concluded on 2 March 2016, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica De Diagnostic Rapid S.A., as Original Borrowers and Banca Comercială Română S.A., as Agent and Creditor, BRD – Groupe Société Générale S.A., ING Bank N.V. Amsterdam – Bucharest Branch and Raiffeisen Bank S.A., as Creditors, with the purpose of, amongst others, to acquire shares in new companies, as well as to further acquire shares in companies belonging to the group.

2. Authorization for the company to acquire, directly or through persons acting in their own name, but on behalf of the company, of a maximum number of 868,000 own shares, over a maximum period of time of 18 months from the date of publishing the decision in the Official Gazette of Romania, part IV, for a price per share of between RON 10 and RON 50, the nominal value of the own shares acquired by this method not exceeding a maximum of 10% of the shared capital of the Company. A maximum number of 868,000 own shares, acquired through the above mentioned method will be offered to former or present members of the Board of Directors or to former or present employees of some of the Company's subsidiaries.
3. Authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of point 1 above.
4. Authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of point 2 above. The Company's Board of Directors is authorized to decide also upon changing the purpose of the own share buyback, except for the case when the new purpose might require the approval of the General Meeting of the Shareholders.
5. Granting the President of the Board of Directors full power of attorney in order to draft and sign, on behalf of the Company, to enforce the present decisions and to register any and all kinds of documents necessary, including to give any necessary affidavits and to fulfill any formalities, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.

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6. Approval of the date 29.10.2018 as Registration Date in order to identify the shareholders that will be impacted by the decisions of the EGSM, according to the applicable law.

Only the persons that are registered in the Shareholders' Registry kept by the Central Depository S.A. as shareholders on the Reference Date of **28.09.2018** have the right to participate and vote in the Meeting.

Shareholders' proposals regarding the general meeting of the shareholders

One or several shareholders representing, individually or jointly, a minimum of 5% of the Company's shared capital (hereinafter the "**Initiators**") hold the right to:

- (a) Introduce points on the Meeting's Agenda, provided that each point shall be accompanied by a justification or a drafted decision proposed to be adopted by the Meeting; and
- (b) Make a proposal of drafted decisions related to the points included or proposed to be included on the Meeting's Agenda.

The Initiators' requests regarding the introduction of new points on the Agenda, as well as the drafted decisions for the points included or proposed for inclusion on the Meeting's Agenda, accompanied by a valid copy of the identification document of the Initiator, may be forwarded as follows:

- a) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, until the date of **17.09.2018, 16:00 hours (Romanian time)**, in a sealed envelope, with the clear indication, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018**";
- b) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company's correspondence desk until the date of **17.09.2018, 16:00 hours (Romanian time)**, in a sealed envelope, with the clear indication, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018**";
- c) submitted by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, until the date of **17.09.2018, 16:00 hours (Romanian time)**, at

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investors@medlife.ro, with the subject caption **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**.

The amended Agenda, containing the points, as proposed by the above-mentioned shareholders, shall be published as to meet the requirements provided by the law and the Company’s Articles of Association, related to convening the Meeting, at least 10 calendar days prior to the Meeting.

Questions regarding the general meeting of the shareholders

The Company’s shareholders, regardless of the level of participation to the shared capital, may register written questions regarding the points included in the Meeting’s Agenda, accompanied by a valid copy of the shareholder’s identification document, as follows:

- a) submitted to the Company’s correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, in a sealed envelope, with the clear indication, in capital letters, **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**, until the date of **07.10.2018, 16:00 hours (Romanian time)**;
- b) submitted to the Company’s correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company’s correspondence desk until the date of **07.10.2018, 16:00 hours (Romanian time)**, in a sealed envelope, with the clear indication, in capital letters, **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**;
- c) submitted by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, until the date of **07.10.2018, 16:00 hours (Romanian time)**, at investors@medlife.ro, with the subject caption **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**

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Attendance at the general meeting of shareholders

The access of the shareholders registered in the shareholder's registry on the Reference Date and that are entitled to attend the Meeting is allowed by simple proof of their identity, made **(i)** in case of individual shareholders, based on their identification document or, **(ii)** in case of legal entity shareholders, based on their legal representative identification document and **(iii)** in case of individual and legal entity shareholders that are being represented, based on the power of attorney granted to the person that represents them, in compliance with the relevant applicable legal provisions.

The shareholders registered on the Reference Date in the shareholder's registry held by Central Depository S.A. may attend the Meeting, personally or by representative, each shareholder bearing the right to appoint any other individual or legal entity as representative in order to attend and express the vote on their behalf, within the Meeting, in compliance with the provisions of art. 92 of Law no. 24/2017.

A shareholder may assign one single person to represent them for the Meeting. Nevertheless, should a shareholder hold shares of the Company in multiple securities' accounts, such restriction shall not prohibit them from assigning a separate representative for all shares held in all securities accounts, regarding a certain general meeting. However, the shareholder is prohibited from expressing different votes based on the shares they hold in the Company's shared capital.

In case of attendance by representation, the shareholder shall assign a representative by a special power of attorney drafted on the basis of the special power of attorney template made available by the Company for all shareholders, both in Romanian and in English language, or by a general power of attorney granted under the conditions presented below.

A shareholder may assign by power of attorney one or more alternate representatives, in order to secure their representation in the Meeting, in case the assigned representative is unable to fulfil their mandate. In case the power of attorney designates multiple alternate representatives, the order in which they may execute their mandate must also be indicated.

In case a shareholder is represented by a credit institution that renders custody services, the latter shall be able to vote in the Meeting based on voting instructions received by electronic communications means, without requiring drafting a special or general power of attorney by the shareholder. The curator shall vote in the Meeting exclusively in accordance with and within the limits of instructions received from their clients, bearing the quality of shareholders on the Reference Date.

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In case that, during the Meeting and according to the applicable legal provisions, some points that were not included in the published agenda will be discussed, the Attorney-in-Fact shall be able to express their vote, according to the best interest of the represented shareholder.

Special Power of attorney

The Special Power of Attorney is valid only for the Meeting for which it was requested. The special power of attorney may be granted solely by utilizing the special power of attorney template made available by the Company to the shareholders as per section *Other provisions regarding the Meeting* presented below.

The representative is under the obligation to vote in accordance with the instructions stated by the assigning shareholder. The special powers of attorney must include specific voting instructions for each point on the Meeting's Agenda.

In case of a special power of attorney, an original counterpart, filled in either Romanian or English and signed by the shareholder, together with a copy of the identification document of the shareholder and of the representative, shall be transmitted to the Company as follows:

- a) submitted at the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, in sealed envelope, accompanied by the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**, until **06.10.2018, 08:00 hours** (Romanian time);
- b) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company's correspondence desk until the date of **06.10.2018, 08:00 hours** (Romanian time), in a sealed envelope, with the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**;
- c) submitted by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, until the date of **06.10.2018, 08.00 hours** (Romanian time), at investors@medlife.ro, with the subject caption **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**

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In all cases, the representative shall present, upon registration, the organisers of the Meeting, an original counterpart of the special power of attorney.

Special provisions regarding the General Power of Attorney

The General Power of Attorney shall be valid only under the condition that: **(i)** it is granted for a period that shall not exceed 3 years, **(ii)** expressly allows the representative of the shareholder the power of attorney to vote in all matters under debate in the Company's general meetings of the shareholders, including acts of transfer and **(iii)** it is granted by the shareholder, as client, to an intermediary defined as per art. 2 par. (1) pct. 20 of Law 24/2017 or to a lawyer. The Company's shareholders may not be represented in the Meeting based on the general power of attorney by a person that is under conflict of interests that may especially appear in one of the following cases:

- a) he/she/it is a majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) he/she is a member of a director, management or supervising body of the Company, of a majority shareholder or of an entity controlled by the Company, according to the provisions of letter a);
- c) he/she is an employee or an auditor of the Company or of a majority shareholder or of an entity controlled by the Company, according to the provisions of letter a);
- d) he/she is the spouse, relative or in-law relative up to the fourth degree including, to one of the individuals provided above by letters a) – c).

The general power of attorney must contain at least the following information: **1.** name/denomination of the shareholder; **2.** name/denomination of the representative (the one being granted the power of attorney); **3.** date of the power of attorney, as well as the validity period thereof, in compliance with legal provisions; powers of attorney bearing a subsequent date will dully revoke previously granted powers of attorney; **4.** provision of the fact that the shareholder empowers the representative to attend and to vote in their name by the general power of attorney in the general meeting of the shareholders for the entire shares; participation belonging to the shareholder at the reference date, with express mentioning of the company/companies for which the respective power of attorney is used for.

The general power of attorney ceases in accordance with par. 2 of art. 202 of ASF Regulation 5/2018.

Before its first use, a copy of the general power of attorney signed by the shareholder and containing the minimum requirements provided by ASF Regulation 5/2018, including the mentioning of conformity with

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the original under the representative's signature, together with a copy of the shareholders' identification document and an affidavit of their intermediary or of the attorney as per the below shall be transmitted to the Company as follows:

- a) submitted at the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, in sealed envelope, accompanied by the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**, until **06.10.2018, 08:00 hours** (Romanian time);
- b) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company's correspondence desk until the date of **06.10.2018, 08:00 hours** (Romanian time), in a sealed envelope, with the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**;
- c) submitted by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, until the date of **06.10.2018, 08.00 hours** (Romanian time), at investors@medlife.ro, with the subject caption **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**.

The affidavit given by the intermediary's legal representative or by the lawyer receiving general the power of attorney shall specify the following:

- (i) the power of attorney is granted by the respective shareholder, acting as client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching the extended digital signature, if applicable.

The statement shall be submitted in original, signed and, as applicable, stamped, without fulfilment of other formalities in relation with its form. The statement is registered with the Company together with the general power of attorney, under the conditions and terms provided above.

Certified copies of the general powers of attorney are retained by the Company and such a mention shall be made in the Meeting's minutes.

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Other provisions regarding representation

The shareholders may assign and revoke their representative by digital means of data transmission, the revoking subsequently producing its effects and being opposable to the Company if received by the Company until the deadline for submission/transmission of the powers of attorney.

The attorney in fact may not be substituted by another individual unless such right has been expressly granted by the shareholder by the power of attorney. In such case that the empowered individual is a legal entity, the latter may fulfil the granted mandate through any individual that is part of their director or management bodies or by one of their employees.

In case a shareholder is represented by a credit institution that renders custody services, the latter shall be able to vote in the Meeting under the condition it will provide the company an affidavit, signed by the credit institution's legal representative, in which the following shall be mentioned:

- (i) clearly stated name/denomination of the shareholder for whom the credit institution participates and votes in the Meeting for;
- (ii) the credit institution provides custody services for the respective shareholder.

The affidavit must be submitted/sent to the Company at least 48 hours prior to the starting hour of the Meeting, until **06.10.2018, 08.00 hours** (Romanian time) respectively, in original, signed and, if the case, stamped, without the need of fulfilment of other formalities regarding its format, as follows:

- a) submitted at the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, in sealed envelope, accompanied by the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**, until **06.10.2018, 08:00 hours** (Romanian time);
- b) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company's correspondence desk until the date of **06.10.2018, 08:00 hours** (Romanian time), in a sealed envelope, with the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**;

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- c) submitted by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, until the date of **06.10.2018, 08.00 hours** (Romanian time), at investors@medlife.ro, with the subject caption **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**.

Vote by correspondence

The Companies' Shareholders registered on the Reference Date in the Company's shareholders' registry held by the Central Depository S.A. have the opportunity to vote by correspondence by using the correspondence voting form made available by the Company to the shareholders, in both Romanian and in English language.

The Vote by correspondence may be cast by a conventional representative of the shareholder only in case the latter received a special/general power of attorney that is registered with the Company in accordance with art. 92 of Law no. 24/2017 or if the representative is a credit institution that provides custody services. If the person representing the shareholder by personal attendance at the Meeting differs from the one expressing the vote by correspondence, in such case, in order for the vote to be valid the former presents to the Meeting's secretary a written revocation of the vote by correspondence signed by the shareholder or by the representative that expressed the vote by correspondence. Such requirement is not necessary in case the shareholder or their legal representative are attending the Meeting personally.

In case of vote by correspondence, the voting ballots, completed in Romanian or English language and signed, together with a copy of the shareholder's identification document, may be registered as follows:

- a) submitted at the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, in sealed envelope, accompanied by the clear indication, in capital letters, **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**, until **06.10.2018, 08:00 hours** (Romanian time);
- b) submitted to the Company's correspondence desk in Bucharest, no. 222 Calea Victoriei, postal code 010099, by any courier delivery means, with a confirmation of receipt, in order for it to be registered as received at the Company's correspondence desk until the date of **06.10.2018, 08:00 hours** (Romanian

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time), in a sealed envelope, with the clear indication, in capital letters, **“FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018”**;

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Other provisions regarding the Meetings

In case of legal entity shareholders or entities without legal persona, the quality of legal representative is ascertained based on the list of shareholders valid on the Reference Date, provided by the Central Depository S.A., based on the following documents presented to the Company by the shareholder and issued by the Central Depository S.A. or by the participants that provide custody services:

- a) bank account excerpt from which the quality of shareholder and the number of owned shares results from;
- b) documents attesting the registration of the information regarding the legal representative with the Central Depository S.A. / the participants in question.

Documents attesting the quality of legal representative that are concluded in a foreign language, other than English, shall be accompanied by a translation made by a Romanian or English authorized translator, without the need of it being legalized or apostilled.

In all cases described above in which reference is made to:

- a) identification documents of a person - the following documents are taken into consideration: for individuals – identity card/bulletin, and in case of legal entities – identity card/bulletin belonging to the legal representative registered on the list of the Company’s shareholders, issued by the Central Depository S.A.;
- b) the representative of the shareholders is registered in the list of shareholders issued by the Central Depository S.A., if the respective representative is not registered as such in the evidences of the Central Depository S.A., in order to identify the representative of the legal entity shareholder, a certificate issued by the Trade Registry or any other equivalent document shall be transmitted, in original or in certified copy issued by a competent authority of the state in which the shareholder is duly registered

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and that acknowledges the position of legal representative, such certificate or equivalent document not older than 3 months prior to publication of the Meeting's convening notice.

Failure to transmit the general or special powers of attorney/correspondence voting bulletins until the established date is sanctioned with the loss of voting right by representative/by correspondence within the Meeting. Special powers of attorney/correspondence voting bulletins that do not contain at least the information comprised in the template made available by the Company are not opposable to the Company, nor are the general powers of attorney that do not contain the minimum information required by the legal provisions.

If on the date of **08.10.2018** (date of the first convening notice of the Meeting) the statutory and legal validity conditions in order to hold the Meeting are not met, the respective Meeting is convened for **09.10.2018** in the same place, at the same hour and having the same Agenda.

Informative documents and materials regarding the points included on the Meeting's Agenda, the present convening notice, the drafts of the decisions, total number of shares and voting rights on the date of convening, as well as the templates for the special powers of attorney and the templates for the correspondence vote for the Meeting shall be made available to the shareholders, both in Romanian and in English language, **starting with the date of 31.08.2018**, at the registered office of the Company in Romania, Bucharest, no. 365 Calea Grivitei, 1st District and shall be made available on the Company's webpage (www.medlife.ro, section *Investor Relations < General Meetings of the Shareholders*).

On the date of convening, the shared capital of the Company is comprised of 22,145,082 nominative shares, each share granting the right to one vote; therefore, the total number of voting rights on the date of convening is 22,145,082.

The decision drafts as proposed by the shareholders shall be added on the Company's webpage as soon as possible, pursuant to their reception by the Company.

Additional information may be obtained from the Department of Financial Markets, the telephone number +40 730 593 022 and on the Company's website www.medlife.ro.