



MED LIFE S.A.
CONVENING NOTICE

The Board of Directors of **MED LIFE S.A.**, a joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, no. 365, Calea Grivitei, district 1, registered with the National Office of the Trade Registry associated with the Bucharest Tribunal under no. J1996003709402, EUID:ROONRC.J1996003709402, sole registration code 8422035, having a share capital subscribed and paid of RON 132,870,492 (hereinafter the "**Company**"), according to the provisions of art. 117 of the Companies Law 31/1990, republished ("**Law 31/1990**"), of Law 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,

Convenes:

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

on **18.03.2025**, at **10.00** hours (Romanian time) for the EGSM, and **10.30** hours (Romanian time) for the OGSM, at the Company's headquarters in Bucharest, no. 365, Calea Grivitei, CEx building, district 1, for all shareholders registered in the shareholders' registry kept by the Central Depository S.A. at the end of the date of **06.03.2025**, set as the **Reference Date** for the EGSM and the OGSM, with the following agenda:

The EGSM Agenda:

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 (with the possibility of adding an additional "*Accordion Facility*"), the extension of the repayment period of existing facilities, rearranging the related terms and conditions, as

well as the amendment and/or supplementation of guarantees to cover both the existing facilities and the additional amount. The credit facilities whose limits are to be increased were granted under the Term and Revolving Credit Facilities Agreement dated 13.12.2022, as amended and supplemented including (without limitation) by the additional act of amendment and reaffirmation dated 14 March 2024, with a total value of the borrowed capital of over EUR 268 million, with Med Life S.A., BAHTCO INVEST S.R.L., 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., BADEA MEDICAL S.A., CENTRUL MEDICAL MICROMEDICA S.R.L., SOLOMED CLINIC S.A., VITA CARE FLAV S.R.L., PHARMACHEM DISTRIBUTIE S.A., SANO PASS S.R.L., MNT ASSET MANAGEMENT S.R.L., MNT HEALTHCARE EUROPE S.R.L., SWEAT CONCEPT ONE S.A., ONCO CARD S.R.L., ONCOCARD INVEST S.R.L., STEM CELLS BANK S.A., SFATUL MEDICULUI.RO S.A., MEDICI'S S.A., CENTRUL MEDICAL PANDURI S.R.L., MUNTENIA MEDICAL COMPETENCES S.A., SPITAL LOTUS S.R.L. and ONCO TEAM DIAGNOSTIC SRL, as Borrowers (as well as other companies within MedLife Group, if applicable), (the contract to be amended referred to hereinafter as the "Credit Contract"). In accordance with the Credit Agreement, the Company will have the possibility of including in the syndicate an additional facility, called the "*Additional Facility*" or "*Accordion Facility*", within the limit of EUR 25 million. Through this facility, the companies within the MedLife Group will have the possibility of refinancing the existing bilateral loans;

- 1.2 negotiate with Banca Comercială Română S.A, as well as with the other credit institutions that will participate 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 additional acts and new financing documents to be signed will be concluded for the purpose of guaranteeing (or confirming the guaranteeing) the obligations assumed by the Borrowers

in relation to the credits granted to the Borrowers, as such will be increased, as well as for the purpose of guaranteeing the Additional Facility, if it is activated.

2. Authorising the Board of Directors of the Company to execute all necessary and useful operations and/or procedures and to conclude all necessary documents for or regarding the implementation of point 1 above.
3. Authorising 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 OGSM Agenda:

1. Appointment of Deloitte Audit SRL, in its capacity as auditor of the Company, to perform independent limited assurance services on the Sustainability Report prepared in accordance with the Corporate Sustainability Reporting Directive (CSRD) 2022/2464 and delegated act no. 5303/2023 on European Sustainability Reporting Standards (ESRS) supplementing the CSRD Directive, transposed into national legislation by MFP Order 85/2024 for the regulation of aspects related to sustainability reporting, for the financial years 2024 and 2025, respectively for the periods between January 1, 2024 and December 31, 2024, and January 1, 2025 and December 31, 2025.
2. Empowerment 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 OGSM 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.

Only the persons registered as shareholders on the Reference Date **06.03.2025** in the Company's shareholders registry kept by the Central Depository S.A. have the right to attend and vote in the EGSM, and OGSM respectively.

Shareholder proposals in connection with the Meetings

One or several shareholders, holding individually or collectively, at least 5% of the share capital of the Company, (hereinafter the "**Initiators**") have the right to:

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

The applications by Initiators to add new proposals on the agenda, as well as the draft resolutions for the proposals included or proposed to be included on the agenda of the OGSM, respectively EGSM, together with a copy of the valid identification document of the Initiator shall be sent to the Company as follows:

- a) handed at the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEx building, district 1, before **03.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**";
- b) delivered to the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEx building, district 1, by any form of courier, with confirmation of receipt, so that the documents are registered at the registration desk of the Company before **03.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**";
- c) sent by email with the qualified electronic signature incorporated, as regulated under Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, before **03.03.2025**, at **10.00** hours (Romania time), at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**".

The agenda supplemented with the proposals of the aforementioned shareholders shall be published in compliance with the requirements provided by law and the Articles of Association for convening the Meeting at least 10 calendar days prior to the EGSM, and OGSM respectively.

Questions regarding the general shareholders meeting

The Company's shareholders, regardless of their quota in the share capital, may submit questions in writing concerning the proposals on the agenda of the Meetings, and such inquiries shall be sent together with a copy of the valid identification document of the shareholder, as follows:

- a) handed at the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEX building, district 1, in a sealed envelope, with the clear inscription in capital letters " **FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time);
- b) delivered to the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEX building, district 1, by any form of courier, with confirmation of receipt, so that the documents are registered at the registration desk of the Company before **14.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**";
- c) sent by email with the qualified electronic signature incorporated, as regulated under Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time).

Attending the General Shareholders Meetings

The access of the shareholders registered with the shareholders registry at the Reference Date having the right to attend the Meetings is permitted with a simple proof of their identity, secured (i) in case of shareholders who are individuals, based on their identification document, or (ii) in case of shareholders that are legal persons, based on the identification documents of the legal representative thereof, and (iii) in case of represented shareholders who are individuals or legal persons, based on the power of attorney granted to the persons representing the shareholder, in compliance with the applicable law.

The shareholders registered at the Reference Date with the Company's shareholders registry kept by Depozitarul Central S.A. are allowed to attend in person or by representation in the Meetings, each shareholder being entitled to appoint any individual or legal person as

representative to attend and vote on their behalf in the OGSM and/or EGSM, in compliance with the provisions of art. 105 of Law no. 24/2017.

A shareholder may appoint one person to represent them in the OGSM and/or EGSM. Nevertheless, if the shares in the Company held by the shareholder are registered in several securities accounts, this restriction will not prevent the shareholder to appoint one representative in the Meetings separately for the shares held in each securities account. Nevertheless, the shareholder is prohibited from exercising different votes in respect of the shares held in the Company's share capital.

If attending by representation, the shareholder shall appoint a representative via a special proxy issued on a basis of the template made available by the Company to shareholders, in Romanian and English languages both, or via a general proxy issued in accordance with the provisions below.

A shareholder may appoint via proxy one or several substitute representatives to secure their representation in the OGSM and/or EGSM, if the primary representative cannot fulfil the mandate. If several substitute representatives are listed, the proxy shall also specify the order in which they are to exercise the mandate.

If the shareholder is represented by a custodian credit institution, such institution shall vote in the OGSM and/or EGSM based on the voting instructions received by electronic communication channels, without a special or general proxy being required to be issued by the shareholder. The custodian shall vote in the Meetings exclusively within the limits of the instructions received from its clients who are shareholders in the Company at the Reference Date.

If proposals are being discussed in the OGSM and/or EGSM that, in accordance with the applicable law, are not included in the published agenda, the representative shall vote on such proposals taking into account the interest of the represented shareholder.

The Special proxy

The Special proxy is valid only for the Meeting for which it has been issued. The Special proxy shall be issued only on the basis of the Special proxy template made available to shareholders by the Company, as referred to in section *Other provisions concerning the Meetings* below.

The representative has the obligation to vote in accordance with the instructions given by the shareholder appointing them. The Special proxies shall include specific voting instructions for each proposal on the agenda of the Meeting.

An original copy of the Special proxy, completed in Romanian or English language and signed by the shareholder, together with a copy of the identification document of the shareholder and of the representative, shall be sent to the Company as follows:

- a) handed at the registration desk of the Company in Bucharest, Calea Griviței no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time);
- b) delivered to the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEx building, district 1, by any form of courier, with confirmation of receipt, so that the documents are registered at the registration desk of the Company before **14.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**";
- c) sent by email with the qualified electronic signature incorporated, as regulated under Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time).

In all cases, the representative shall hand over to Meeting organizers an original copy of the Special proxy, upon registration.

Special provisions concerning General proxy

The General proxy shall be valid only if: (i) it is issued for a period no longer than 3 years, (ii) explicitly allows the representative of the shareholder issuing the proxy to vote in all aspects debated in the general shareholders meetings of the Company, including as concerns acts of disposition and (iii) is issued by the shareholder as client to an intermediary defined in accordance with art. 2 par. (1) point 19 of Law 24/2017 or to an attorney at law. The shareholders of the Company shall not be represented in the Meetings based on a General proxy

by a person with conflicting interests arising in particular from any of the following circumstances:

- a) is a majority shareholder of the Company or another entity controlled by that shareholder;
- b) is a member of the administration, management or supervisory body of the Company, of a majority shareholder or of a controlled entity, as referred to in let. a);
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity, as referred to in let. a);
- d) is the spouse, relative or kin up to the fourth degree of an individual referred to in let. a)-c).

The General proxy shall include at least the following information: **1.** the name of the shareholder; **2.** the name of the representative (to whom the proxy is given); **3.** the date of the proxy, as well as the validity period, in compliance with the applicable law; proxies issued at a later date shall revoke the proxies given at a previous date; **4.** an explicit statement that the shareholder is empowering the representative to participate and vote on their behalf based on the general proxy in the general shareholders meeting in respect of the entire holding of the shareholder at the reference date, specifying explicitly the company / companies for which the general proxy is to be used, either by individual listing or through a generic reference to a particular category of issuers.

The general proxy terminates in accordance with par. (2) of art. 202 of FSA Regulation 5/2018. Before being used for the first time, a copy of the general proxy signed by the shareholder and providing the minimum information required under FSA Regulation no. 5/2018, certified under signature by the representative as being true to the original, together with an affidavit of the legal representative of the intermediary or of the attorney at law, as referred to below, shall be sent to the Company as follows:

- a) handed at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEX building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time) for both Meetings;
- b) delivered to the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEX building, district 1, by any form of courier, with confirmation of receipt, so that the documents are registered at the registration desk of the Company before **14.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters

"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025";

- c) sent by email with the qualified electronic signature incorporated, as regulated under Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, at the address investors@medlife.ro, specifying in the subject line: **"FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025"** before **14.03.2025**, at **10.00** hours (Romania time).

The affidavit of the legal representative of the intermediary or of the attorney at law who has been granted the power of representation through the General proxy shall specify the following:

- (i) the proxy is issued by the shareholder as client of the intermediary or, as applicable, of the attorney at law;
- (ii) the general proxy is signed by the shareholder, including by attaching the extended electronic signature, if applicable.

The affidavit must be submitted in original, signed and, if applicable stamped, without any other formalities being applicable. The affidavit is submitted to the Company together with the General proxy, subject to terms and deadline set out above.

The certified copies of the General proxies are kept by the Company and a note is made in the minutes of the Meetings on this matter.

Other provisions concerning representation

The shareholders can appoint and revoke their representative using electronic means of data transfer, the revocation being effective and taking effect in respect of the Company if received by the Company before the deadline for filing/sending the proxies.

The representative cannot sub-appoint another person unless this right was expressly granted to them by the shareholder in the proxy. The proxy issued to a legal person shall be performed by any individual who is a member of that legal person's administrative or management body or by its employees.

Voting by correspondence

The shareholders registered at the Reference Date in the Company's shareholders registry kept by Depozitarul Central S.A. may vote by correspondence using the correspondence voting

ballot made available by the Company to shareholders, in Romanian and English languages both.

The voting by correspondence may be exercised by a contractual representative of the shareholder only where such representative received a special / general proxy from that shareholder that is submitted with the Company in accordance with art. 105 par. (14) of Law no. 24/2017 or where the representative is a credit institution providing custodian services, in accordance with art. 105 par. (11) of Law no. 24/2017. If the person representing the shareholder by attending the OGSM and/or EGSM in person is not the same as the person who has cast the vote by correspondence, the validity of the vote cast by the attending representative shall be recognised if the representative presents to the OGSM and/or EGSM meeting secretary, a written revocation of the vote cast by correspondence signed by the shareholder or by the representative who has cast the vote by correspondence. This is not necessary if the shareholder or their legal representative attends the OGSM and/or EGSM in person.

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

- a) handed at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, CEx building, district 1, in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time) for both Meetings;
- b) delivered to the registration desk of the Company in Bucharest, no. 365, Calea Grivitei, CEx building, district 1, by any form of courier, with confirmation of receipt, so that the documents are registered at the registration desk of the Company before **14.03.2025**, at **10.00** hours (Romania time), in a sealed envelope, with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**";
- c) sent by email with the qualified electronic signature incorporated, as regulated under Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. OF 18/19 MARCH 2025**" before **14.03.2025**, at **10.00** hours (Romania time) for both Meetings.

Other provisions concerning the Meeting

Proof of shareholding and of the legal representative of the shareholder – legal person or legal entity without legal personality – is based on the shareholders' registry at the Reference Date received by the Company from Depozitarul Central S.A., based on the following documents submitted by the shareholder to the Company, issued by Depozitarul Central S.A. or by the participants providing custodian services:

- a) account excerpt identifying the shareholder and the number of shares held;
- b) documents confirming registration of the information on the legal representative with Depozitarul Central S.A./the relevant participants.

The documents confirming the legal representative issued in a foreign language other than English language, shall be accompanied by a translation in Romanian or English language by an authorised translator, without any form of legalisation or apostille being required. In each of the circumstances described above where reference is made to:

- (a) the identification documents of a person, the following documents are taken into consideration: for individuals – identity bulletin / card / passport; for legal persons – identity bulletin / card / passport of the legal representative registered in the Company's shareholders registry, issued by Depozitarul Central S.A.;
- (b) the representative of the shareholders registered in the list of shareholders issued by Depozitarul Central S.A. If the representative is not registered in the records of Depozitarul Central S.A., in order to assist the Company in the identification of the shareholder's representative in case of a legal person, the representative shall present a confirmation certificate issued by the Trade Registry or an equivalent document, in original or in certified copy, issued by a competent authority of the state where the shareholder is legally incorporated, within the validity period and attesting the legal representatives of the shareholder.

Failure to submit the general/special proxies/voting by correspondence ballots before the deadline is sanctioned with the loss of the voting rights by correspondence/representation within the OGSM and/or EGSM. The special proxies/voting by correspondence ballots that do not include all minimum information specified in the templates made available by the Company do not take effects as concerns the Company, the general proxies that do not include the minimum information required by the legal provisions for their validity are to be dealt with in the same manner.

If on **18.03.2025** (the date of the first convening of the EGSM, and OGSM respectively) the legal and statutory requirements for the validity of the EGSM and/or OGSM are not met, the respective Meeting is convened for **19.03.2025**, in the same place and at the same hour and with the same agenda.

The documents and supporting materials concerning the proposals on the agenda of the Meetings, this convening notice, the draft resolutions, the total number of shares and voting rights at the time of the convening, as well as the templates for the special proxy and voting by correspondence ballots for the Meetings will be made available to shareholders in Romanian and English languages both, **starting with 14.02.2025** at the Company's headquarters in Romania, Bucharest, no. 365, Calea Grivitei, district 1 and will also be available on the Company's website (www.medlife.ro, in the *Investor relations* section < *General Shareholders Meetings*).

On the date of the convening notice, the share capital of the Company is represented by a number of 531,481,968 nominative shares, of which 427,042 are treasury shares without voting rights. Therefore, the total number of voting rights attached to the shares issued by the Company on the date of the convening notice is 531,054,926 voting rights.

The draft resolutions proposed by shareholders shall be published on the Company's website as soon as possible after being received by the Company.

Additional information may be obtained from the Investor Relations Department, at the telephone number +40 749 999 023 and on the Company's website <https://www.medlife.ro/investor-relations>.

Chairman of the Board of Directors

MIHAIL MARCU

MED LIFE S.A.