

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

No. 1/[18.03.2025]/[19.03.2025]

The extraordinary general shareholders meeting of MED LIFE S.A. (the "**Meeting**"), a joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, 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**"), legally and statutorily convened, on the grounds of art. 117 of the Companies Law no. 31/1990, republished, as further amended and supplemented, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as further amended and supplemented ("**Law 24/2017**") and regulations adopted for the application thereof, corroborated with art. 10 of the Company's Articles of Association, by publication of the convening notice in the Official Gazette of Romania, Part IV no. 720/13.02.2025 and in the newspaper "Bursa", edition 25 of 13.02.2025, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the current report no. 14 of 13.02.2025,

Legally and statutorily assembled on [18.03.2025]/[19.03.2025], at 10.00 hours, in the [first][second] convening at the headquarters of the Company located in Bucharest, no. 365, Calea Grivitei, district 1, attended in person or by representation as well as by casting the votes through correspondence, by a number of [●] shareholders holding on the Reference Date **06.03.2025** a total number of [●] shares bearing voting rights, representing [●]% of the total voting rights and [●]% of the share capital of the Company on the Reference Date,

RESOLVES

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

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

[approves] / [rejects]

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

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

represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

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

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

[approves] / [rejects]

Authorization of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to file any documents and to issue any required affidavits and to fulfil any formalities regarding the EGSM resolutions, such as publication formalities, including to pay any taxes, to request and receive any documents / deeds issued by any competent authorities, as well as to authorise other person to carry out the mandate in connection with the aforementioned.

The aforementioned resolutions have been prepared and signed in Bucharest, in [4] original copies, each comprising [4] pages, today [18.03.2025]/[19.03.2025].

Meeting Chairman

[●]

Meeting Secretary

[●]