



**Substantiation note of the Board of Directors of Med Life S.A.
("MedLife" or the "Company")
for the
Extraordinary General Meeting of Shareholders ("EGMS")
from 16 / 17.11.2026
(item 1 on the agenda)**

**Regarding the Authorization of the Company's Board of Directors to increase the
Company's share capital**

Legal basis:

- Articles of Incorporation of Med Life S.A.
- Law no. 24/2017 on issuers of financial instruments and market operations, republished ("Law 24/2017")

Taking into account:

1. Context and Strategic Rationale

MedLife has built its long-term development strategy around a combination of organic growth, investment in existing operations, service diversification and inorganic growth through the acquisition and integration of private healthcare providers. This approach has supported the gradual expansion of its operations and strengthened its leading position in Romania's private healthcare services market. The MedLife Group has become the largest private healthcare operator in the country, both in terms of turnover and the scale of its network and range of services, having recorded an average annual turnover growth rate of over 20% over the past 10 years.

To continue implementing this strategy and support the next stage of development, the Board of Directors considers it appropriate to assess a potential share capital increase as a financing instrument for the Group's strategic growth, diversification and business consolidation objectives.

2. The Group's Development Priorities

The development strategy aims to capitalize on growth opportunities in the private healthcare services market by expanding existing capabilities and operations, extending the network, diversifying the service portfolio and integrating new healthcare providers. Priorities include investments in medical services, diagnostic and treatment capabilities, infrastructure and medical technologies, as well as digital solutions designed to improve operational efficiency and the patient experience. At the same time, selective acquisitions may strengthen the Group's market position and generate operational synergies.

The current period offers relevant investment opportunities, both locally and regionally, as well as opportunities for consolidation and development with the potential to generate long-term value. Access to financial resources at the right time would enable the Group to act promptly in a sector characterized by ongoing consolidation and transformation.

Development also includes the expansion of complementary business lines, such as preventive care, wellness and solutions focused on maintaining health and improving quality of life. This direction responds to evolving consumer needs and supports an integrated approach to healthcare, capable of addressing a broader range of services and patient needs.

Another important component is regional development, through strengthening the Group's presence in Romania and assessing opportunities for expansion across the region, depending on market attractiveness, prevailing conditions and the potential for operational integration. MedLife's experience in organic development and the integration of acquired companies provides a solid foundation for continuing its growth model, based on portfolio expansion, the development of efficient operating platforms and the capitalization of consolidation opportunities.

3. Capital Requirements and Use of Proceeds

Achieving these objectives requires adequate financial resources to support investments and capitalize on medium- and long-term development opportunities. A share capital increase would provide the Company with the flexibility needed to implement its strategic priorities and adapt to the evolving dynamics of the private healthcare services market.

The proceeds could be allocated to organic growth projects, diversification initiatives, investments in infrastructure and advanced medical capabilities, selective acquisitions and the operational integration of newly acquired entities. Capital allocation will take into account strategic priorities, the attractiveness of available opportunities and their potential to generate long-term value for the Group and its shareholders.

4. Expected Impact on Performance and Financial Structure

The expansion of the service portfolio, increased operating capacity, diversification of revenue streams and integration of new healthcare providers are intended to support consolidated revenue growth and improve operating performance. As investments mature and new activities contribute to consolidated results, the Company aims to increase EBITDA, capture synergies, improve efficiency and strengthen its operating cash flow generation capacity.

In parallel, an appropriate capital structure and efficient resource allocation contribute to maintaining financial flexibility and ensuring a balanced evolution of financial indicators. The objective is to strike a balance between capitalizing on growth opportunities, maintaining investment discipline and sustainably strengthening financial performance, while also reducing

leverage through the use of equity, among other sources of funding, to finance the Group's revenue growth.

5. Strategic Interest and Value Creation

The proposed direction is consistent with MedLife's long-term objectives: strengthening its position in the private healthcare services market, developing higher value-added services, diversifying complementary business activities and selectively expanding its presence in Romania and across the region. By supporting these objectives, the Company aims to strengthen its growth capacity and create sustainable value for shareholders, capitalizing on opportunities arising from market developments and the transformation of the healthcare services sector.

6. Conclusion and Transaction Parameters

Accordingly, the Board of Directors considers a share capital increase to be a strategic option for supporting the next stage of the MedLife Group's development, accelerating business growth, strengthening EBITDA generation capacity and creating long-term value for the Company and its shareholders.

The implementation of a potential share capital increase, envisaged within a timeframe of up to 18 months, including the determination of the amount, issue price, subscription method, use of proceeds and transaction timetable, will take into account the Company's strategic priorities, capital market conditions, the interests of the Company and its shareholders, and compliance with applicable legal and regulatory requirements.

Following the above,

The EGMS is proposed: 1. Authorization of the Board of Directors to increase the Company's share capital, as set out in item 1 of the agenda

MIHAIL MARCU

Chairman of the Board of Directors

MED LIFE S.A.