

MED LIFE S.A.

Sediul social: București, Calea Griviței, nr. 365, sector 1, România
Codul de înregistrare fiscală: 8422035
Număr de ordine în Registrul Comerțului: J40/3709/1996
Capital social subscris și vărsat: 5.023.000 RON



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

The Board of Directors of MED LIFE S.A., a joint stock company, managed under a one-tier system, incorporated and operating in accordance with Romanian law, having its registered office in Romania, Bucharest, 365 Calea Grivitei street, District 1, registered with the Trade Registry Office attached to the Bucharest Tribunal under number J40/3709/1996, fiscal identification code 8422035 (still referred to as the "**Company**"), in accordance with the provisions of article 117 of Companies Law 31/1990, as republished ("**Law 31/1990**"), Law 24/2017 regarding issuers of securities and market operations ("**Law 24/2017**"), FSA Regulation 1/2006 on issuers and securities operations ("**R1/2006**"), Regulation 6/2009 on exercising certain shareholders' rights in the companies' general shareholders meetings ("**R6/2009**") and of article 10 of the Company's articles of association,

Convenes:

THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

on **13.09.2017**, at **11:00** (Romanian time), at Hotel Novotel Bucuresti, Paris Gauche room, address Bucharest, Calea Victoriei, no. 37B, District 1, for all the shareholders registered in the shareholder's registry kept with the Central Depository S.A. at the end of **04.09.2017**, set as the **reference date** for the EGSM, having the following agenda:

Agenda

1. Authorization of the Board of Directors of the Company to increase the share capital of the Company as follows:
 - 1.1 Authorizing the Board of Directors of the Company to increase the share capital of the Company by cash contribution, with a maximum amount of 650,000 RON, through one or more issuances of new shares, without the total number of new shares exceeding 2,600,000, implicitly from the current value of 5,023,000 RON, up to the maximum amount of the share capital of 5,673,000 RON, for a period of 3 years from the date of the adoption of the resolution of the EGSM.
 - 1.2 Amending the Articles of Association of the Company by adding a new article after Article 9.4, numbered 9.5 with the following content:

"The Board of Directors is authorized, by no later than September 13th 2020, to increase the Company's share capital by a maximum of 650,000 RON by issuing a maximum of

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2,600,000 new shares, in exchange for contributions in cash, if the increase of the share capital will be made by the Board of Directors to the maximum allowed the share capital to be increased from the value of 5,023,000 RON to the value of 5,673,000 RON (authorized social capital)."

1.3 Delegation to the Board of Directors of all attributions in respect of the decision on the increase of the share capital and the implementation of the share capital increase referred to in point 1.1, including but not limited to:

- a) depending on the market conditions, determining the moment of the increase of the share capital, as well as the extent to which, within the limits of the granted authorization, one or more increases of the share capital are made;
- b) establishing the details of the share capital increase, such as the number of shares to be issued, the issue price, the exercise of the right of preference, the issue price in the placement to third parties etc.;
- c) determining the way of placing the remaining unsubscribed shares in the exercise of the right of preference, the subscription mechanism and approving the details of the subscription procedure, including but not limited to the content of the subscription form, the documents that must accompany the subscription, the persons to whom the shares will be offered, the date of payment of the subscribed shares, the number rounding mechanism of shares;
- d) drawing up the prospectus for the share capital increase, in accordance with applicable European and national legislation, and negotiating and contracting service providers who will assist the Company in the process of drawing up the prospectus and the related operations, the placement of new shares;
- e) the negotiation with/and contracting of the brokerage company that will assist the Company in the share issue process related to the increase of the share capital;
- f) carrying out all necessary or recommended formalities in connection with the implementation and registration of the share capital increase, including the drawing up and signing of any documents, the filing and receipt of any documents and information, the issuance of any statements and decisions, the representation of the Company before any institutions, For the purpose of implementing the share capital increase, including but not limited to: the Trade Registry, the Financial Supervisory Authority, the Central Depository SA, the Bucharest Stock Exchange S.A.;
- g) ascertaining and validating the results of the subscription of the newly issued shares and the determining the method of placement of the remaining unsubscribed shares/cancellation of unsubscribed shares, if any;
- h) approving the increase of the Company's share capital, within the limits of the valid subscriptions;

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- i) approval of the changes in the Company's articles of association as a result of the increase of the share capital;
- j) updating the Articles of Association of the Company.

2. Approval of a bond issue as follows:

2.1 Approval of the issuance by the Company of unsecured, non-convertible and unsubordinated, dematerialized corporate bonds with a maximum nominal value of 274,200,000 RON, in a dematerialized form, denominated in RON, with a fixed interest rate of maximum 4.9% per annum and a maturity of maximum 7 year to be offered to investors in Romania and/or other jurisdictions through private placement or through a public offer. The issue of the bonds can be made, depending on the market conditions and the financing needs of the Company, in a single issue or through several issues, within an offering programme.

2.2 Approval of admission to trading of bonds within the Regulated Market of Corporate Bonds (**Main Segment**) operated by the Bucharest Stock Exchange S.A. (**BSE**).

2.3 Empowering the Board of Directors of the Company to execute all operations and/or procedures relating to the implementation of paragraphs 2.1 and 2.2 above and the completion of one or more bond issue, subject to the terms and conditions approved by the EGSM, including but not limited to:

- a) establishing the final terms and conditions of the issue of bonds (including the final value of the issue, interest, maturity, and face value per bond) subject to the maximum limits on the terms and conditions of the expressly approved bonds under point 2.1 above;
- b) establishing the structure of the bond issue, i.e. whether it will be made in one tranche or in several tranches, depending on the needs of financing the Company's projects and market conditions;
- c) drawing up, where appropriate (i) the prospectus or (ii) the base prospectus and the final terms, for admission to trading of the bonds in accordance with applicable European and national legislation and negotiating and contracting service providers that will assist the Company in the process of drawing up the prospectus and the related operations;
- d) establishing the date of commencement of bond issuance, the placement method and subscription procedures, depending on the Company's financing needs;
- e) the negotiation with and contracting of the brokerage company that will assist the Company in the bond issue and placement process as well as in the process of admission to trading within the Main Segment administered by BSE;
- f) the adoption of any decision, the conclusion of all contracts, the payment of any fees or commissions, the approval of all documents and the issuance of any

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- necessary or advisable statements for the preparation and implementation of bond issues and their admission to trading within the Main Segment Managed by BSE;
- g) the negotiation, approval and signing of any documents required to be concluded/submitted with the entities involved in the issuance and admission to trading procedure of the bonds, but not limited to the BSE, the Financial Supervisory Authority and the Central Depository S.A.;
 - h) the approval of any updates/modifications to the contents of bond documents and annexes, if necessary, complying within the maximum limits of the expressly approved bonds by EGSM in paragraph 2.1 of the agenda, and their submission to any relevant competent authority, if necessary;
 - i) Conduct all required legal formalities and sign all necessary documents, including the empowerment of one and / or several persons, in order to carry out the decisions taken within the EGSM.
3. Empowering the Chairman of the Board of Directors to draw up and sign in the name and on behalf of the Company, to carry out and to perform and submit any documents and to make any necessary declarations for registration/filing of the decisions of the EGSM, in order to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents / documents issued by the Trade Registry Office and / or any other competent authority, and granting them the right to delegate to another person the mandate to carry out the abovementioned formalities.
4. Approval of the date of **29.09.2017** as the record date for the identification of the shareholders to which the effects of the decisions of the EGSM shall apply in accordance with the applicable law.

Only the persons who are registered as shareholders at the Reference Date **04.09.2017** in the Company's Shareholders' Registry kept by the Central Depository S.A. have the right to participate and vote in the EGSM (referred as the "**Assembly**").

Shareholder's proposals regarding the general meeting of the shareholders

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital (hereinafter referred to as "**Initiators**") are entitled to:

- (a) to enter items on the agenda of the Assembly, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the Assembly; and
- (b) submit draft decisions for the items included or proposed to be included on the agenda of the Assembly.

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Initiators' requests for the introduction of new items on the agenda as well as the draft decisions for the items included or proposed to be included on the agenda of the Assembly, together with the copy of the valid Identity Card of the Initiator, may be submitted as follows:

- a) filed at the Bucharest Company Registry, Calea Victoriei Street no. 222, postal code 010093, by 28.08.2017, at 16:00, in a sealed envelope, with a clear written statement and in capital letters **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"**;
- b) submitted to the Company's registry in Bucharest, Calea Victoriei Street no. 222 postal code 010093, by any form of courier with acknowledgment of receipt, so that it is registered as received at the Company's registry by 28.08.2017, at 16:00, in a sealed envelope, with a clear written statement and with Capital letters **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"**;
- c) transmitted by e-mail with extended electronic signature, incorporated according to the Law no. 455/2001 regarding the electronic signature, by 28.08.2017, at 16:00, at investors@medlife.ro, mentioning the topic **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"**.

The agenda supplemented by the points proposed by the aforementioned shareholders will be published with the fulfilment of the requirements stipulated by the law and by the articles of association for convening the Assembly until **01.09.2017** at the latest.

Questions about the general meeting of shareholders

The shareholders of the Company, regardless of their participation to the share capital, may submit written questions regarding the items on the agenda of the Assembly, accompanied by the copy of the valid shareholder's identity document, as follows:

- a) filed at the Bucharest Company Registry, Calea Victoriei Street no. 222, postal code 010093, in a sealed envelope, with the written and clear written statement **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"** until 12.09.2017, at 16:00;
- b) transmitted to the Company's registry in Bucharest, Calea Victoriei Street no. 222 postal code 010093, by any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's registry by 12.09.2017, at 16:00, in a sealed envelope with a clear written statement and with Capital letters **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"**;
- c) transmitted by e-mail with embedded extended electronic signature, according to the Law no. 455/2001 regarding the electronic signature, accompanied by the copy of the valid identity document of the shareholder, at investors@medlife.ro, mentioning: **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"** until 12.09.2017, at 16:00.

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Participation in the general meeting of shareholders

The access of shareholders registered in the Shareholders' Registry on the Reference Date and entitled to participate in the Assembly is permitted by a simple proof of their identity, made in the case of individual shareholders, by the identity document or, in the case of legal persons and the shareholders represented, (Other than legal representatives), with the power of attorney given to the natural person representing them, in compliance with the applicable legal provisions in the matter.

Shareholders registered with the Reference Date in the Shareholders' Register of the Company held by the Central Depository S.A. may participate in person or through representation in the Assembly, each shareholder having the right to designate any other natural or legal person as a representative to participate and vote on his behalf in the Assembly, subject to the provisions of art. 92 of Law no. 24/2017.

A shareholder may designate one person to represent him at the Assembly. However, if a shareholder owns shares of the Company in multiple securities accounts, this restriction will not prevent him from designating a separate representative for the shares held in each securities account in respect of a particular general meeting. However, the shareholder is prohibited from expressing different votes on the basis of the shares held by him in the Company's share capital.

In the case of participation through representation, the shareholder will appoint a representative through a special proxy drawn up on the basis of the special proxy form provided to the shareholders by the Company, both in Romanian and in English, or by a general authorization given in Conditions below.

Special proxy

The special proxy is valid exclusively for the EGSM for which it was requested. The special proxy may be granted only by using the sample of special proxy provided to the shareholders by the Company in accordance with section *Other provisions regarding the Assembly* from below.

The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him. The special proxies shall contain specific voting instructions for each item on the agenda of the EGSM.

By the special proxy a shareholder may appoint one or several alternate representatives to ensure its representation in the Assembly in case the representative initially appointed by special proxy is unable to fulfil its mandate. If several alternate representatives are appointed by proxy, the order in which they are to exercise their mandate shall be set.

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In case of the special proxy, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of that shareholder shall be submitted to the Company as follows:

- a) submitted at Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**" before **11.09.2017, at 09:00.**
- b) sent to the Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, by any kind of courier services with confirmation of receipt, in time to be registered as received at the Company's registry before **11.09.2017, at 09:00**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**".
- c) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, accompanied by copy of the shareholder's valid card of identity to investors@medlife.ro, having "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**" in the subject line before **11.09.2017, at 09:00.**

In all cases the representative shall present to the persons organising the EGSM, an original copy of the special proxy at its registration.

The special power of attorney shall state clearly if the representative may vote at his discretion on organizational issues arising in connection with the EGSM (i.e. appointment of the Secretary of the meeting, approval of the agenda, etc.) and agenda items that are included within the EGSM in accordance with the applicable legal provisions (i.e. the action of BoD members). If the special power of attorney does not mention this issue, the representative will not be able to vote on the organizational aspects or items included on the agenda at the EGSM. Its presence will be considered for calculating quorum requirements, but the voting rights of the represented shareholder will not be taken into account for the purpose of calculating the majority requirements for those issues.

Special provisions regarding the general proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly enables the representative of the shareholder who granted such proxy to vote on all issues under debate in the general meetings of Company's shareholders, including acts of disposal and (iii) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) item 20 of Law 24/2017 or to a lawyer. Shareholders of the Company shall not be represented in the Assembly based on a general proxy given to a person who is subject to a conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Company, or other entity controlled by such shareholder;

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- b) is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity as provided in section a) above;
- c) is an employee or an auditor of the Company or of a majority shareholder or of a controlled entity as provided in section a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in sections a) to c) above.

The general proxy shall contain at least the following information: **1.** name of the shareholder; **2.** name of the representative (to whom the proxy is granted); **3.** date of proxy and its period of validity, in compliance with the law; proxies bearing a later date have the effect of revoking previously dated proxies; **4.** indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the reference date, expressly specifying the company/companies for which the general proxy is to be used.

The validity of general proxy ceases in accordance with par. 2 of art. 15¹ of R 6/2009.

In case of the general proxy, before it is first used, a copy of the general proxy signed by the shareholder and complying with the minimum content provided by R6/2009, certified under signature by the representative as true copy of the original and accompanied by a copy of the identity document of the respective shareholder and an affidavit given by the intermediary or lawyer in compliance with the below information, shall be submitted to the Company as follows:

- a) submitted at Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**" before **11.09.2017, at 09:00.**
- b) sent to the Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, by any kind of courier services with confirmation of receipt, in time to be registered as received at the Company's registry before **11.09.2017, at 09:00**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**".
- c) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, accompanied by copy of the shareholder's valid card of identity to investors@medlife.ro, having "**FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017**" in the subject line, before **11.09.2017, at 09:00.**

The affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, shall affirm

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- (i) the authorization is granted by such shareholder, in capacity of customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) the general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to above shall be submitted to the issuer in original, signed and, where appropriate, sealed without further formalities related to its form. The affidavit is submitted to the Company together with the general proxy, in the terms and conditions set out above.

Certified copies of the general proxies shall be kept by the Company, this being mentioned in the minutes of the Assembly.

The person who was given a general proxy may not be substituted by another person. In case the proxy is a legal person, it can exercise its mandate through any person who is a member of its management or executive body or through its employees.

Other provisions related to representation

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding to the Company if it is received by the Company until the time limit for submitting/sending proxies.

Voting by correspondence

The Company's shareholders registered at the Reference Date in the registry of shareholders of the Company kept by Depozitarul Central S.A. have the opportunity to vote by correspondence using the ballot papers for vote by correspondence made available to shareholders by the Company, both in Romanian and in English language.

The vote by correspondence may be cast by a conventional representative of the shareholder only if that representative has received from the shareholder whom he represents a special/general proxy, which shall be submitted with the Company in accordance with article 92 of Law no. 24/2017. If the person representing the shareholder by personally attending the Meeting is another person than the one who expressed the vote by correspondence, then for the validity of his vote this person must present to the secretary of the Assembly a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This requirement is not applicable if the shareholder or his legal representative is personally present at the Assembly.

In case of voting by correspondence, the voting ballots, filled in English or Romanian language and signed, accompanied by a copy of the identity document of the shareholder can be submitted to the Company as follows:

- a) submitted at Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE**

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- b) sent to the Company's registry, in Bucharest, 222 Calea Victoriei street, postal code 010093, by any kind of courier services with confirmation of receipt, in time to be registered as received at the Company's registry before **11.09.2017, at 09:00**, in sealed envelope, being clearly inscribed with upper case letters **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"**
- c) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, accompanied by copy of the shareholder's valid card of identity, to investors@medlife.ro, having **"FOR THE GENERAL MEETING OF MED LIFE S.A. SHAREHOLDERS OF 13/14.09.2017"** in the subject line, before **11.09.2017, at 09:00**.

Other provisions regarding the Assembly

In case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established based on the list of shareholders valid as at the Reference Date, received from Depozitarul Central S.A.. Documents certifying the capacity of legal representative drafted in a foreign language other than the English language shall be accompanied by a translation made by a sworn translator into Romanian or English language, without being necessary the legalization or apostille of these documents.

In all above described cases when a reference is made to:

- a) the identity documents of a person, the following documents are considered: in case of natural persons – identity card/bulletin, and in case of legal persons – identity card/bulletin of the legal representative registered in the shareholders registry of the Company, issued by Depozitarul Central S.A.;
- b) the shareholder's representative registered in the list of shareholders issued by Depozitarul Central S.A., if that respective representative is not registered as such in the records of Depozitarul Central S.A., for identifying the representative of the legal person shareholder, it shall be transmitted a confirmation of company details issued by the Trade Register, or any other equivalent document, in original or copy certified for conformity with the original, issued by any qualified authority of the state in which the shareholder is legally registered and which certifies the capacity of legal representative and it shall not be older than 3 months before the date when the convening notice for the Assembly is published.

Failure to transmit general or special power of attorney / mailing forms until the due date is sanctioned with the loss of the right to vote by representative / correspondence within the Assembly. Special protocols / mail voting forms, that do not contain at least the information contained in the form provided by the Company are not binding on the Company and are not binding on the Company or the general proxies that do not contain the minimum information required by the legal provisions.

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If on 13.09.2017 (date of the first convening of the EGSM) the legal and statutory requirements of validity for holding the Assembly are not met, the respective EGSM is convened on 14.09.2017 in the same location, at the same time, and having the same agenda.

The documents and the informative materials concerning the points included on the agenda of the Assembly, this convening notice, the draft decisions, the total number of shares and the voting rights at the date of the convocation, as well as the special proxy forms and correspondence voting forms for the Assembly will be made available to the shareholders, both in Romanian and in English, **at least 30 days before the date of the Assembly**, at the Company's registered office from Romania, Bucharest, Calea Griviței no. 365, District 1, and will be made available on the website of the Company (www.medlife.ro, *Investor Relations* section < *General Shareholders Meetings*).

As at the date of the convening, the registered share capital of the Company is represented by 20,092,000 nominative shares, each share giving the right to one vote; thus, the total number of voting rights at the date of the convening is of 20,092,000 voting rights.

The draft resolutions proposed by shareholders shall be posted on the website of the Company as soon as possible, after being received by the Company.

Additional information can be obtained from the Financial Markets Department, at phone number +40 745 113 207 and from the website of the Company www.medlife.ro.

Chairman of the Board of Directors
MIHAIL MARCU
MED LIFE S.A.