

*Med Life S.A.*  
*with registered office in Bucharest, Calea Grivitei no. 365, District 1,*  
*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 RON*

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

The Board of Directors of **MED LIFE S.A.**, joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, Calea Grivitei no. 365, District 1, registered with the National Office of the Trade Registry associated with the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having a share capital subscribed and paid of 5,536,270.5 RON (hereinafter the "**Company**"), according to the provisions of art. 117 of the Companies Law 31/1990, republished ("**Law 31/1990**"), of Law 24/2017 regarding the issuers of financial instruments and market operations ("**Law 24/2017**") and the secondary provisions issued for the application of the aforementioned corroborated with art. 10 of the Company's Articles of Association,

**Convenes:**

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

on the date of **15.12.2020, 10:00** hours (Romanian time) for the OGSM and **11:00** hours (Romanian time) for the EGSM, at the Company's headquarters in Bucharest, 365 Calea Grivitei, District 1, CEX room, for all the shareholders registered in the shareholders register kept by the Central Depository S.A. at the end of the **07.12.2020** day, considered **the reference date** for the OGSM and the EGSM, having the following agenda:

**The OGSM agenda**

1. The appointment of 7 (seven) members of the Company's Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors' mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.
2. The empowerment of the Chairman of the Company's Board of Directors to sign, in the Company's name and on its behalf, the director agreements that shall be concluded by the Company with the appointed directors as per point 1 to carry out their activity as members of the Board of Directors and empowerment of the Vice-Chairman of the Board of

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Directors to sign the director agreement that shall be concluded by the Company with the President of the Board of Directors.

3. Approval the remuneration of the members of the Board of Directors for the entire duration of the new mandates granted as per point 1 above, as follows: (i) the RON equivalent of the net amount of EUR 5,000/month for each member of the Board of Directors save for the president and (ii) the RON equivalent of the net amount of EUR 7,000/month for the Chairman of the Board of Directors.
4. The empowerment of Mr Mihai Marcu, acting as Chairman of the Company's Board of Directors to perform the legal formalities mandatory in view of fulfilling the publicity requirements for the OGSM resolutions adopted on 15.12.2020 or 16.12.2020, as well as granting the former of the right to delegate to another individual the mandate to perform the formalities mentioned previously.

#### **The EGSM agenda**

1. The approval of the share capital increase with the amount of RON 27,681,352.50 from the current value of RON 5,536,270.5 to the amount of RON 33,217,623 by issuance of a number of 110,725,410 new shares with a nominal value of RON 0.25/share (the "**Share Capital Increase**"). The Share Capital Increase shall be accomplished by incorporation of reserves and the newly issued shares shall be allocated freely to the shareholders of the Company registered in the shareholders' register held by Depozitarul Central – S.A. on the date of 04.01.2021, established as registration date (the "Registration Date"). Each shareholder registered in the shareholders' registry held by Depozitarul Central S.A. on the Registration Date shall receive at no cost or charge a number of 5 newly issued shares for each share held at the Date of Registration.

The Share Capital Increase shall be performed to support the Company's current activity.

2. Approval of the amendment of the Company's Articles of Incorporation pursuant to the Share Capital increase as follows: Points 4.1 and 4.2 of Article 4 *Share capital and shares* from the Company's Articles of Incorporation shall be amended and shall have the following content:

*"4.1. The Company's share capital in amount of RON 33,217,623, fully subscribed and paid for as follows:*

*a. In cash: RON 32,210,123 and USD 362,161,10;*

*b. In kind: RON 2,935.50.*

*4.2. The share capital is divided into 132,870,492 shares, with a nominal value of RON 0.25/share."*

3. The empowerment of the Company's Board of Directors to conduct the Share Capital Increase, as well as to draft and to sign any and all documents necessary for the Share Capital Increase, including to update the Company's Articles of Incorporation;

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4. Approval of the date of 04.01.2021, as Registration Date to identify the shareholders onto which the effects of the EGSM decision are manifested, including the right to benefit from the free shares that are to be issued pursuant to the Share Capital Increase;
5. Approval of the date of 30.12.2020 as ex date, date on which the Company's shares are traded without the rights that derive from EGSM;
6. Approval of the date of 05.01.2021 as the date of payment for free shares to be issued within the Share Capital Increase.
7. The empowerment of Mr Mihai Marcu, acting as Chairman of the Company's Board of Directors to perform the legal formalities that are mandatory in view of fulfilling the publicity requirements for the resolutions adopted by EGSM on the date of 15.12.2020 or 16.12.2020, as well as granting them the right to delegate to another individual the mandate to perform the previously mentioned formalities.

Only the persons who are registered as shareholders at the Reference Date of **07.12.2020** in the Company's shareholders register held by Depozitarul Central S.A. have the right to participate and vote within the Meetings.

*Proposals of the shareholders regarding the General shareholders meetings*

One or more shareholders, owning, alone or together, at least 5% of the share capital of the Company, (hereinafter "**the Initiators**") have the right to:

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

The requests of the Initiators regarding the addition of new points on the agenda, as well as the draft resolutions for the included or proposed to be included points on the agenda of the OGSM/EGSM, together with the copy of the valid identification document of the Initiator, can be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, up until **02.12.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".
- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **02.12.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".

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- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **02.12.2020, 16:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".

The Company's Shareholders, regardless of their participation held in the share capital, as well as the current members of the Company's Board of Directors may present proposals for candidates to appoint in the position of member of the Board of Directors, including information on the name, domicile and professional qualification of the proposed individuals and accompanied by (i) a copy of the valid identification document of the shareholder/current member of the Company's Board of Directors (in the case of individuals, ID card/passport, while for legal entities, ID card/passport of the legal representative registered on the Company's shareholder list, issued by Depozitarul Central S.A.), (ii) curriculum vitae of the proposed individual and (iii) statement on own liability of the candidate from which results that the respective individual does not find themselves in an incompatibility situation in view of their appointment and that they accept the mandate, in the hypothesis that they will be appointed. The Proposals for candidates together with the above-mentioned documents may be forwarded as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, up until **02.12.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".
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The list comprising information on the names, domicile and professional qualification of the proposed individuals for appointment in the position of member of the Company's Board of Directors shall be at the disposal of the shareholders on the Company's website ([www.medlife.ro](http://www.medlife.ro)) and at the Company's headquarters, for consultation and extension by the shareholders.

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The complete list with the candidates proposed for the position of member of the board of directors, together with a curriculum vitae of the proposed candidates and a note on the fulfilment by the candidates of eligibility criteria for the position of member of the board of directors shall be published with at least 10 calendar days prior to the date of the OGSM. The agenda, completed with the proposed points by the aforementioned shareholders will be published in line with the requirements provided by the law and the articles of association for the convening of the Meetings with at least 10 calendar days before the Meetings.

*Questions related to the general shareholders meeting*

The Company's shareholders, regardless of their participation in the share capital, have the right to submit questions regarding the points on the agenda of the Meetings, together with a copy of their valid identification document, as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, up until **02.12.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".
- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **02.12.2020, 16:00 hours** (Romanian local time), in closed envelope, with the clear mention written with capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **02.12.2020, 16:00 hours** (Romanian local time), at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".

*The participation at the general shareholders meeting*

The access of the shareholders that are registered in the shareholders registry at the Reference Date entitled at participation is allowed by the simple proof of identity, as follows **(i)** for the shareholders that are natural persons, by presenting their identity document or, **(ii)** for the shareholders that are legal persons, by presenting the identity document of their legal representative and **(iii)** for the natural or legal shareholders that are represented, by presenting the proxy given to the representative, respecting all the legal provisions applicable to this matter.

The shareholders that are registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can participate in person or may be represented to the Meetings, each shareholder having the right to appoint any other natural

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or legal person as representative of him to participate and vote on his behalf in the Meetings, respecting all the provisions of art. 92 of Law no.24/2017.

A shareholder may appoint only one representative for the OGSM/EGSM. However, if a shareholder owns Company's shares in more than one securities account, this restriction will not prevent him from appointing a separate representative for the shares owned in each securities account with respect to a certain general meeting. However, the shareholder is prohibited from expressing contradictory votes based on the shares owned in the Company's share capital.

For the participation through a representative, the shareholder shall appoint a representative through a special proxy drafted in the form made available to the shareholders by the Company, in Romanian as well as in English, or by a general proxy observing the conditions presented below.

A shareholder can appoint through proxy one or more replacement representatives to ensure the participation to the Meetings in case of inability by the appointed representative to fulfil his mandate. If by the proxy are appointed more than one replacement representatives, the order in which they shall exercise their mandate has to be indicated.

If a shareholder is represented by a credit institution that provides custody services, it may vote in the Meetings according to the voting instructions received through electronic communication means, without the need of a general or special proxy to be given by the shareholder. The custodian will vote in the Meetings exclusively in conformity and within the limits of the instructions received by their clients having the quality of being shareholders at the Reference Date.

If during the Meetings, with observance of legal provisions, points that were not included in the published agenda are being discussed, the representative shall vote in relation to those points in accordance with the interest of the represented shareholder.

#### The Special Proxy

**The Special Proxy** is available only for the OGSM/EGSM that was given for. The special proxy can be given only by using the special proxy form made available to the shareholders by the Company according to the section *Other provisions regarding the Meetings* bellow.

The representative is obliged to vote according to the instructions given by the shareholder that appointed him. The proxies have to include specific voting instructions for each topic on the OGSM's/EGSM's agenda.

For the Special Proxy, an original, filled in the Romanian or English and signed by the shareholder, together with a copy of the identity documents of the shareholder and of the representative, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A.**"

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**HELD ON 15/16 OF DECEMBER 2020**", up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM;

- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, in closed envelope, with the clear mention written with capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**";
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".

In all cases, the representative shall present to the organizers of the Meeting the special proxy in original at the time of registration.

*Special provisions regarding the general proxy*

**The general proxy** shall be valid only if: **i)** given for a period no longer than 3 years, **(ii)** expressly provides for the representative of the shareholder who gave the proxy to vote on all aspects debated in the meetings of the Company, including acts of transfer and **(iii)** is given by the shareholder, as client, to an intermediary as it is defined in the provisions of art. 2 par. (1) point 20 of Law no. 24/2017 or to a lawyer. The shareholders cannot be represented in the OGSM/EGSM through a general proxy by a person that is conflicted, conflict which may arise especially out of these situations:

- a) is a majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) is a member of an administration, management or supervision body of the Company, of a majority shareholder or of a controlled entity, as provided at point a) above;
- c) is an employee or auditor of the Company or of a majority shareholder of the Company or of a controlled entity, as provided at point a) above;
- d) is the spouse, relative or kin up to the fourth degree included of one of the natural persons mentioned at points a)-c) above.

The general proxy has to include at least the following information: **1.** the name of the shareholder; **2.** the name of the representative (the one to whom the proxy is given); **3.** the date of the proxy, as well as the availability period, respecting the legal provisions in force; the proxies given at a later date revoke the proxies given at a previous date; **4.** the mentioning of the fact that the shareholder is empowering the representative to participate and vote on his behalf through the general

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proxy in the general shareholders meeting for the entire participation in the share capital of the shareholder at the Reference Date, expressly specifying the entity/entities for which the respective general proxy is used.

The effects of the general proxy end according to the provisions of art. 202, para. 2 of the FSA Regulation no. 5/2018.

Before its first utilization, a copy of the general proxy signed by the shareholder and having the minimum content required by the FSA Regulation no. 5/2018, including specification with regards to the conformity of the copy with the original, together with copy of the identity documents of the shareholder and a statement on his own responsibility of the intermediary or lawyer as specified bellow, shall be submitted to the Company as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**";
- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, in closed envelope, with the clear mention written with capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**";
- c) sent by e-mail with extended electronic incorporated signature, according to Law no. 455/2001 regarding the electronic signature, up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, at [investors@medlife.ro](mailto:investors@medlife.ro), mentioning in the subject bracket "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**".

The statement of own responsibility given by the legal representative of the intermediary or by the lawyer who received the representation powers through the general proxy shall specify the following:

- (i) the proxy in given by the shareholder, as a client, to the intermediary or to the lawyer;
- (ii) the general proxy is signed by the shareholder, also by attaching an electronic extended signature, if the case.

The statement has to be filed in original, signed and, if the case, stamped, without the need of further formalities regarding its form. The statement is registered with the Company together with the general proxy, following the terms and conditions specified above.

The copies of the general proxies including the specification with regards to the conformity of the copy with the original are retained by the Company, that being mentioned in the OGSM's/EGSM's minutes.

*Other provisions regarding representation*



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The shareholders can appoint and revoke their representative through electronic means of transferring data, the revocation being effective and opposable to the Company if it was received by the Company up until the deadline for filing/sending the proxies.

The representative cannot substitute himself with another person unless this right was expressly given to him by the shareholder through the proxy. If the representative is a legal person, it can exercise its mandate through any natural person that is part of the legal person's administrative or management body or through its employees.

#### Voting by correspondence

The shareholders of the Company registered at the Reference Date in the shareholders registry held by Depozitarul Central S.A. can vote by correspondence by using the voting ballot form made available to the shareholders by the Company, in Romanian as well as in English.

The vote by correspondence can be expressed by a conventional representative of the shareholder only if the representative received from the shareholder a special/general proxy which is filed to the Company according to the provisions of art. 92 of Law no. 24/2017 or if the representative is a credit institution that provides custody services. If the person that represents the shareholder by personal attendance at the OGSM/EGSM is another person from the one who expressed the vote by correspondence, then, for the validity of his vote, the representative shall present to the OGSM's/EGSM's secretary a written revocation of the vote expressed by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This procedure is unnecessary if the shareholder or his legal representative is present at the OGSM/EGSM.

For the voting by correspondence, the voting forms, filled in Romanian or English and signed, together with a copy of the identity documents of the shareholder and of the representative, shall be submitted as follows:

- a) filed at the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, in closed envelope, with the clear mention written with capital letters "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**";
- b) sent to the Company's registry in Bucharest, 365 Calea Grivitei, District 1, CEX room, through any delivery service with acknowledgement of receipt, so to be registered as received at the Company's registry up until **13.12.2020, 08:00 hours** (Romanian local time) for OGSM, and **09:00** (Romanian local time) for EGSM, in closed envelope, with the clear mention written with capital letters, "**FOR THE GENERAL SHAREHOLDERS MEETINGS OF MED LIFE S.A. HELD ON 15/16 OF DECEMBER 2020**";

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*Other provisions regarding the Meetings*

The status of shareholder, as well as, for the shareholders that are legal persons or other entities without legal status, the status of legal representative, is acknowledged based on the shareholders' list at the Reference Date/ record date, received by the Company from Depozitarul Central S.A., based on the following documentation provided by the shareholder to the Company and issued by Depozitarul Central S.A. or by the participants that provide custody services:

- a) the account excerpt that certifies and status of shareholder and the amount of owned shares;
- b) documents that certify the registration with Depozitarul Central S.A./respective participants of information regarding the legal representative.

Documents that certify the status of legal representative drafted in a foreign language, other than English, shall be followed by a translation by an authorized translator in Romanian or English, without the need for them to be legalized or apostilled.

In all of the cases described above which make reference to

- a) identity document of a person, the following documents are taken into consideration: for natural persons – identity card/bulletin/passport, and for legal persons – identity card/bulletin/passport of their legal representative that is registered in the Company's shareholders list issued by Depozitarul Central S.A.;
- b) the representative of the shareholder registered in the shareholders list issued by Depozitarul Central S.A., if the respective representative is not registered as such in the database of Depozitarul Central S.A., for the identification of the representative of the legal person shareholder, a Trade Registry's excerpt will be submitted or any other equivalent documentation, in original or copy including specification with regards to the conformity of the copy with the original, issued by a competent authority from the state in which the shareholder is legally registered, being issued inside the required time-frame for it to be considered valid, that certifies the status of legal representative of the aforementioned.

Failure to submit the general/special proxies/voting by correspondence ballot forms by the established deadline is sanctioned with the loss of the right to exercise the voting rights by correspondence/personal attendance within the OGSM/EGSM. The special proxies/voting by correspondence ballot forms that do not include at least the information mentioned in the forms that are made available by the Company are not opposable to the Company, as well as the general proxies that do not include the minimum information required by the legal provisions for their validity.

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If on **15.12.2020** (the date of the first convening of the Meetings) the legal and statutory requirements for the validity of the OGSM/EGSM are not met, the respective OGSM/EGSM is convened for **16.12.2020**, in the same place, at the same hour and having the same agenda.

The documents and informative materials regarding the points included on the agenda of the OGSM/EGSM, this convening notice, the draft resolutions, the total number of shares and voting rights at the time of the convening, as well as the special proxy forms and voting by correspondence ballot forms for the OGSM/EGSM will be made available to the shareholders in Romanian as well as in English, starting **with 13.11.2020** at the Company's headquarters in Romania, Bucharest, Calea Grivitei no. 365, District 1 and will also be available on the website of the Company (<https://www.medlifeinternational.com/investor-relations>, section *Investor Relations < G.M.S. Documents*).

At the date of the convening, the share capital of the Company is comprised of 22,145,082 nominative shares. The Company owns, at the date of the convening, 63,791 own shares that do not give voting rights for the period in which they are owned by the Company (shares with suspended voting rights); consequently, the total number of voting rights at the time of the convening is of 22,081,291.

The draft resolutions proposed by shareholders will be added to the website of the Company as soon as possible, after they are received by the Company.

Additional information is available at the Capital Markets Department, at the telephone number +40 730 593 022 and on the Company's website <https://www.medlifeinternational.com/investor-relations>.

Chairman of the Board of Directors

MIHAIL MARCU

**MED LIFE S.A.**

