

31 January 2024

NOTICE OF THE EXTRAORDINARY GENERAL MEETING
OF MD MEDICAL GROUP INVESTMENTS PLC

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of MD Medical Group Investments Plc ("the Company") will be held at on 20 February 2024 at 10.00 am Moscow time at Lapino hospital, Lapino 111, Odintsovskiy district, Moscow Region, Russian Federation, to consider and, if thought fit, pass 13 resolutions proposed as special:

1. To approve by the way of special resolution that the re-domiciliation of the Company, the change of the legal regime of its country of incorporation to the Russian Federation and its continuation as a body corporate in the Russian Federation in accordance with the Laws of the Russian Federation be and is hereby authorized and approved.
 2. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, the personal law (lex societatis) of the Company shall be changed from Cypriot law to Russian law.
 3. To approve by the way of special resolution that the current Memorandum and Articles of Association of the Company shall be superseded by the new charter substantially in the form of the draft reviewed and considered by the shareholders from the date of registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation subject to minor amendments, modifications or additions thereto as the Directors may deem fit.
 4. To approve by the way of special resolution the change of name of the Company from the date of registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation as follows:
 - (a) the full name of the Company in Russian: Международная Компания Публичное Акционерное Общество «МД Медикал Груп Инвестментс»;
 - (b) the short name of the Company in Russian: МКПАО «МД Медикал Груп»;
 - (c) the full name of the Company in English: International Public Joint-stock Company MD Medical Group Investments;
 - (d) the short name of the Company in English: MD Medical Group IPJSC.
 5. To approve by the way of special resolution that, with effect from the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, and only to take effect from the date of such registration, (a) the par value of the Company's shares shall be denominated in RUB; (b) the charter capital of the Company shall be denominated in RUB; and (c) the par value of the Company's shares in RUB shall be equivalent to the par value of the shares of the Company in USD at the official exchange rate set by the Bank of Russia as of January 30, 2024.
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6. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, the issued share capital of the Company be converted from USD 6 010 000,80 divided into 75 125 010 ordinary shares of nominal value USD 0,08 each to RUB 538 550 161,6872 (five hundred thirty eight million five hundred fifty thousand one hundred sixty one point six thousand eight hundred seventy two) divided into 75 125 010 ordinary shares of nominal value RUB 7,16872 (seven point sixteen thousand eight hundred seventy two).

7. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, Joint-Stock Company "Interregional Registration Center" (Main State Registration Number 1021900520883) be appointed as the registrar that will maintain the shareholders' register of the Company in Russia

8. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, Kurtser Mark Arkadyevich (date of birth 30.06.1957) be appointed as chief executive officer of the Company.

9. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, the place of residence of the Company shall be changed to Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation.

10. To approve by the way of special resolution with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation the Company's obligations to make the investment in the territory of the Russian Federation in the amount of 50 000 000 RUB within one year after registration in the Russian Federation in a form stipulated by the laws of the Russian Federation.

11. To approve by the way of special resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, the following persons shall be appointed as members of the board of directors of the Company:

- (a) Kalugin Sergey Borisovich, date of birth 06.11.1966
- (b) Kudimov Yury Aleksandrovich, date of birth 19.04.1953
- (c) Kurtser Mark Arkadyevich, date of birth 30.06.1957
- (d) Lukina Tatiana Borisovna, date of birth 20.01.1981
- (e) Mekler Vladimir Aleksandrovich, date of birth 08.12.1957
- (f) Ustimenko Vitaly Aleksandrovich, date of birth 01.04.1981

12. To authorize the board of directors of the Company to approve the share prospectus and the resolution on issuance of the shares of the Company.

13. To approve by the way of special resolution that:

- (a) Kurtser Mark Arkadyevich, date of birth 30.06.1957
- (b) Lukyanova Iya Vladimirovna, date of birth 21.02.1975

are hereby authorized (without issuing Power of Attorney) to fully represent the Company in the Russian Federation before any Russian authorities (including the Bank of Russia and the Kaliningrad Region Development Corporation JSC) and make any decisions on any matters

related to the transferring of the Company's registered office and state registration of the issue of the Company shares, including but not limited to execute, sign, submit, amend and negotiate any respective documents (including but not limited to the resolutions on issuance of shares and the prospectus of shares), forms required to establish the Company as an International public joint-stock company under the laws of the Russian Federation, issue a confirmation that there are no circumstances preventing state registration of the Company as an International public joint-stock company under the legal regime of the Russian Federation, and issue any powers of attorneys to third parties in connection herewith, submit any required statements, applications and declarations, certify by a signature authenticity of copies of documents submitted to Russian authorities, pay, on behalf of the Company, the state duty levied in accordance with the legislation of the Russian Federation on taxes and duties for the registration of the shares issue and the prospectus of shares, request and obtain any documents and explanations from Russian authorities, as well as to delegate these powers under powers of attorney.

Notes to the Notice of the Extraordinary General Meeting

ENTITLEMENT TO PARTICIPATE IN THE MEETING

- (1) Any person appearing as a member in the register of members of the Company on the record date (a "Member") is entitled to attend the Meeting. The record date for determining the right to attend the Meeting is 30 of January, 2024.
 - (2) A Member of the Company entitled to attend at the Meeting is entitled to appoint one or more proxies to attend and, where applicable, vote instead of him/her. Such proxy need not be a Member of the Company and can be a natural or legal person
 - (3) A Member wishing to appoint more than one proxy may do so by one or more instruments. The presence at the Meeting of the person mentioned first on the instrument appointing a proxy shall preclude any other person mentioned therein from attending and so on.
 - (4) In the case of joint holders, the vote of the senior who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority is determined by the order in which the names stand in the Company's register of members.
 - (5) The instrument for appointing a proxy, which is attached and is also available on the Company's website www.mcclinics.com, must be deposited at the registered office of the Company's branch at office room 88, korpus 1, 24, Sevastopolsky prospect, vn.ter.g. municipal district Cheryomushki, 117209, Moscow, Russian Federation, or sent to info@mcclinics.ru, at least 48 hours before the time of the Meeting. Members are urged to confirm that the proxy form has been received by calling Mrs. Darya Aleksandrova at +7 (495) 139-87-40 (ext. 16358).
 - (6) The instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
 - (7) Members and/or their proxies who will attend the Meeting are requested to carry with them their identity card or other proof of identification.
 - (8) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company.
 - (9) The articles of association of the Company do not provide for participation in the Meeting by electronic means or voting by correspondence without the Member attending the Meeting in person or by proxy at the place where the Meeting is held.
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VOTING PROCEDURES

(10) Resolutions put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least one Member present in person or by proxy.

(11) A poll demanded on the election of the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(12) On a show of hands every Member present in person or by proxy has one vote. On a poll every Member present in person or by proxy has one vote for each share of which he is the holder. On a poll a Member or proxy entitled to more than one vote need not use all of his/her votes or cast all the votes he/she uses in the same way.

(13) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who are present in person or by proxy. The chairman of the Meeting does not have a second or casting vote.

OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS

(14) As at the date of this notice, the total issued share capital of the Company is USD 6.010.000 divided into 75.125.010 shares of USD 0,08 each.

(15) A copy of this notice, the form of the instrument to be used for the appointment of a proxy are available on the Company's website www.mcclinics.com. Hard copies may also be collected from the Company's registered office.

PROXY

For example

**To: MD Medical Group Investments Plc (the “Company”)
Dimitriou Karatasou, 15 ANASTASIO BUILDING, 6th floor, Flat/Office 601, Strovolos, 2024,
Nicosia, Cyprus**

We/Me, _____, being a shareholder of the Company hereby appoint _____ of _____ as our/my proxy to vote for us/me or on our/my behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, 20 of February 2024 and at any adjournment thereof.

Signed this _____

For and on behalf of

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