

01 April 2024

**NOTICE OF THE ANNUAL GENERAL MEETING**  
**OF MD MEDICAL GROUP INVESTMENTS PLC**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MD Medical Group Investments Plc (“the Company”) will be held on 25 April 2024 at 10.00 am Moscow time at Lapino 111, Odintsovskiy District, Moscow Region, Russian Federation, to consider and, if thought fit, pass resolutions 1 to 9 which will be proposed as ordinary resolutions, being items of ordinary business and 1 special resolution.

1. To receive and consider the consolidated financial statements of the Company for the financial year ended 31 December 2023, together with the reports of the directors and independent auditors.
  2. To appoint Joint Stock Company KEPT as the auditor of the Company for 2024, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board of Directors to determine the remuneration of the auditors.
  3. To appoint Mr. Vladimir Mekler as an independent non-executive director of the Company and the Chairman of the Board of Directors without remuneration, to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  4. To appoint Mr. Mark Kurtser as an executive director of the Company without remuneration, to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  5. To approve Mr. Sergey Kalugin as a senior independent non-executive director of the Company with an annual remuneration of RUB 4 000 000 to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  6. To appoint Mrs. Tatiana Lukina as an independent non-executive director of the Company with an annual gross remuneration of RUB 1 500 000, to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  7. To appoint Mr. Vitaly Ustimenko as an independent non-executive director of the Company with an annual gross remuneration of RUB 1 500 000, to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  8. To appoint Mr. Yury Kudimov as an independent non-executive director of the Company with an annual gross remuneration of RUB 1 500 000, to hold such office until the conclusion of the annual general meeting of the Company to be held in 2025.
  9. As proposed in the directors’ report the payment of a dividend out of the profits made during the year 2023 is not hereby approved due to the difficulties in making payments until the end of the Company’s redomiciliation process.
  10. 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.
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## Notes to the Notice of the Annual 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 29<sup>th</sup> of March, 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](http://www.mcclinics.com), must be deposited at the registered office of the Company's branch at office 88, korpus 1, 24, Sevastopolsky prospect, vn.ter.g. municipal district Cheryomushki, 117209, Moscow, Russian Federation, or sent to [info@mcclinics.ru](mailto: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.

### 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.
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(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 and the consolidated financial statements of the Company for the financial year ended 31 December 2023 are available on the Company's website [www.mcclinics.com](http://www.mcclinics.com). Hard copies may also be collected from the Company's registered office.

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**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 Annual General Meeting of the Company, to be held on Thursday, 25 of April 2024 and at any adjournment thereof.

Signed this \_\_\_\_\_

For and on behalf of

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**Annex to the Notice of Annual General Meeting:****1. Brief biographies of the candidates for the Board of Directors**

**Mr. Vladimir Mekler** was appointed as Non-Executive Director in February 2015 and became Chairman of the Board of Directors in June 2016. Mr Mekler is the senior and managing partner of Mekler & Partners. Vladimir specializes in corporate law, including support and structuring complex and international transactions, development and optimization of corporate governance and legal systems in companies, legal support of M&A transactions, settlement of corporate disputes, as well as the organization and coordination of legal representation and defense in complex economic and property crimes. Vladimir Mekler has been a member of the Moscow City Bar since 1980. From 2003 to 2010, he was also Vice Chairman of the Presidium of the Moscow City Bar Association. Vladimir graduated from Lomonosov Moscow State University.

**Dr. Mark Kurtser** is the founder of MD Medical Group, CEO and member of the Board of Directors. Dr Kurtser began his career at the Department of Obstetrics and Gynecology of the Pirogov Russian National Research Medical University, where he went from assistant to associate professor of the Department. From 1994 to 2012, he headed the Centre for Family Planning and Reproduction, the largest state hospital with focus on OBGYN in Moscow. From 2003 to 2013, Dr Kurtser was the Chief Obstetrician-gynecologist of the Moscow Healthcare Department. Dr Kurtser continues to be actively involved in the activities of the Group as company CEO and practicing physician.

**Mr. Sergey Kalugin** has extensive experience in organizing the digital transformation of companies. From 2017 to 2018, he was Deputy Minister of Digital Development, Communications and Mass Media, where he oversaw areas related to Smart City and Digital Health. From 2013 to 2017, he was President of PJSC Rostelecom, where he upgraded the infrastructure, improved the quality of customer service and adopted a new strategy that launched the company's digital transformation. Sergey is currently developing a business in the field of digital transformation of key industries. Sergey Kulagin graduated from the Faculty of Economics of Moscow State University in 1991.

**Mrs. Tatiana Lukina** has 20 years of experience in finance, business restructuring and project management in a wide range of industries. Since November 2022, Mrs Lukina has been working as a CEO of a multi-Family office in the Middle East. From 2020-2022 Tatiana worked as CFO of Dyninno, a group of companies providing products and services in the travel, finance, entertainment, and technology sectors in 50 countries. From 2016 to 2020, Mrs Lukina worked as a CFO at GAME INSIGHT, a global mobile game developing company. Tatiana's career has commenced in KPMG, where during 10 years she participated and led projects in audit, capital markets transactions (IPO, SPO, Eurobonds) in international stock exchanges, debt restructuring for major Russian companies, M&A transaction services in different countries. After that Tatiana worked in Portfolio Asset Management department at ALFA Group, represented shareholders in Boards and Committees of ALFA bank (Russia, Ukraine, Kazakhstan) and Rosvodokanal. In 2015-2016 Tatiana as a co-leader of finance function headed an IPO preparatory project at OZON.ru, a leading on-line retailer in Russia.

Mrs. Lukina graduated from the Financial Academy of the Russian Government with a 1st-class honour degree in Finance, Business Appraisal and Turnaround Management and then finished her PhD there. Since 2006 Tatiana is a member of the Association of Certified Chartered Accountants (ACCA) in the UK, successfully passed exams for a Russian Audit License.

**Mr. Vitaly Ustimenko** was the Group's Chief Financial Officer from 2012-2016. He was elected to the Board of Directors in February 2015 and is currently the CFO of Skillbox. Mr. Ustimenko has more than seventeen years of experience in finance. Previously he was the Head of Strategic and Business Planning at Russian Helicopters, and before that held the position of Senior Manager at Deloitte Tohmatsu Limited. Mr. Ustimenko holds a bachelor's degree from the Finance University under the Government of the Russian Federation and a PhD in finance from the State University of Management.

**Mr. Yury Kudimov** was appointed as an independent non-executive director in September 2023, bringing to the Group 29 years of experience in economics, finance and investment. In 1995-2003, Yury worked for the National Reserve Bank as the First Deputy Chairman of the Board, and since 2004, he headed the bank as President-Chairman of the Board. In 2009-2014, Yury Kudimov, as CEO of Investment Company of Vnesheconombank LLC, oversaw the creation of a new investment division of the bank – VEB Capital. Currently, Yury holds the position of President of private equity investment and advisory group Pangeo Capital, an investment advisor to capital providers with a flexible investment mandate, wide geographical scope and primarily focusing on Russia, Europe and Americas.

Mr. Kudimov graduated from the Faculty of Journalism of Lomonosov Moscow State University. Yury received a master's degree in Banking and Finance from Dowling College in New York.

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