

**DRAFT RESOLUTION OF THE
ORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.
No. 1 /[28.04.2021]/[29.04.2021]**

The ordinary general shareholders' meeting of Med Life S.A. (the "**Meeting**"), a joint stock company managed in a one-tier system and operating in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st district, registered with the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid up share capital amounting to RON 33,217,623 (hereinafter the "**Company**"), legally and statutorily convened, in accordance with art. 117 of Companies Law no. 31/1990, republished, Law no. 24/2017 on issuers of financial instruments and market operations and other secondary regulations issued in the implementation of the above mentioned and with art. 10 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. [●]/[26.03.2021] and in the newspaper "Artificial Intelligence", edition of [26.03.2021], as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. [●] of [26.03.2021],

Legally and statutorily assembled on [28.04.2021]/[29.04.2021], 10:00 hours, on the [first][second] convening at the Company's administrative headquarters situated in Bucharest, Calea Grivitei nr. 365, CEX building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of [●] shareholders owning a number of [●] shares with voting rights, representing [●]% of the total voting rights, respectively [●]% of the Company's share capital.

DECIDES

1. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],
[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "**for**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]
[approves][rejects]

The approval of the individual annual financial statements of the Company as at 31.12.2020, prepared according to the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

2. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

The approval of the consolidated annual financial statements as at 31.12.2020, prepared according to the International Financial Reporting Standards, based on the reports that presented by the Board of Directors and the Company's financial auditor.

3. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

The approval of the management discharge of the members of the Board of Directors for the 2020 financial year, as well as of the members of the Board of Directors for which the mandate ceased during 2020, for the 2020 financial year.

4. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes

validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

The approval of the Board of Directors' remuneration applicable to the entire current mandates, as follows: (i) the RON equivalent of 5,000 Euro/month in net worth for each member of the Board of Directors, except for the Chairman and (ii) the RON equivalent of 7,000 Euro/month in net worth for the Chairman of the Board of Directors.

5. With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

The approval of the aggregate amount of 8,800,000 RON as a general limit for (i) all supplementary remunerations that can be awarded to the members of the Board of Directors and for (ii) all remunerations of the executive directors of the Company.

6. With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

The approval of the Remuneration Policy.

7. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of

the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]

[approves][rejects]

The approval of the revenue-expenditure budget and the business plan of the Company at individual level for the 2021 financial year.

8. With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "**for**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]

[approves][rejects]

The approval of the revenue-expenditure budget and the business plan at consolidated level for the 2021 financial year.

9. With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "**for**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]

[approves][rejects]

The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to fulfil and to submit any documents, as well as to give any necessary statements and to carry out any formalities regarding the OGSM, such as publishing, including paying any fees, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned.

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [...] pages, today, [28.04.2021]/[29.04.2021].

Chairman of the Meeting



Secretary of the Meeting

