

**DRAFT RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.**

No. 2 / [15.12.2020]/[16.12.2020]

The extraordinary 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 5.536.270,5 (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. 4015/13.11.2020 and in the newspaper "*Financial Intelligence*", edition of 13.11.2020, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 109 of 13.11.2020, Legally and statutory assembled on [15.12.2020]/[16.12.2020], 11:00 hours, on the [first][second] convening at the Company's administrative headquarters situated in Bucharest, 365 Grivitei Way, 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 held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●]

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

[approves][rejects]

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

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

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

[approves][rejects]

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

[approves][rejects]

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

represented shareholders, respectively by the shareholders which voted by correspondence and [•]

"abstained" votes]

[approves][rejects]

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.

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [•] pages, today, [15.12.2020]/[16.12.2020].

Chairman of the Meeting

[•]

Secretary of the Meeting

[•]