

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

No. 1 / [15.12.2020]/[16.12.2020]

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 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], 10:00 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 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 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. [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 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 Directors to sign the director agreement that shall be concluded by the Company with the President of the Board of Directors.

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]

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. [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 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.

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

[•]