

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

No. 2 / [23.04.2020]/[24.04.2020]

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. [●]/[23.03.2020] and in the newspaper "Bursa", edition of [23.03.2020], as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. [●] of [23.03.2020],

Legally and statutory assembled on [23.04.2020]/[24.04.2020], 11:00 hours, on the [first][second] convening at the Company's administrative headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 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 secretary of the meeting.

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 authorisation of the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 1,770,000 own shares, over a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, for a price per share of between RON 10 and RON 50, the nominal value of the own shares acquired by this method not exceeding a maximum of 10% of the subscribed shared capital of the Company. A maximum number of 1,770,000 own shares, acquired by the above mentioned method, will be offered to former or existing management members or to former or existing employees of some of the Company's subsidiaries.

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]

To grant full power of attorney to the Company's Board of Directors in order to execute all necessary operations and/or procedures, regarding the implementation of point 2 above. The Company's Board of Directors is dully authorized to decide upon changing the purpose of the treasury share buyback also, except for the case the new purpose might require the approval of the General Shareholders' Meeting.

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 date of 12.05.2020 as record date in order to identity all shareholders towards who the EGSM's decisions will be reflected upon, according to the legal applicable dispositions.

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]

To grant full power of attorney to the Chairman of the Board of Directors in order to draft and sign, on behalf of the Company, in order to enforce the present decisions and to register any and all kind of documents that are deemed necessary, including giving any necessary affidavits and fulfilling any formalities regarding the EGSM, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [...] pages, today, [23.04.2020]/[24.04.2020].

Chairman of the Meeting

[•]

Secretary of the Meeting

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