

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

No. 1 /[08.10.2018]/[09.10.2018]

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 and art. 16 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. [3345]/[31.08.2018] and in the newspaper "Bursa", edition of [31.08.2018], as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 34 of [31.08.2018],

Legally and statutory assembled on **[08.10.2018]/[09.10.2018]**, 10:00 hours, on the [first][second] convening at "Paris Rive Gauche" Hall of "Novotel" Hotel, located at 37B Calea Victoriei street, district 1, Bucharest, 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 [●] validly expressed voting rights, 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 voting rights held by present or represented

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

[approves][rejects]

Authorization of the Company's Board of Directors to negotiate the extension of the repayment period, the rearrangement of all related terms and conditions, the refinance of the present facilities and the extension of the credit line, up to a maximum limit of Euros 80 Million, as well as of the terms and conditions regarding the mortgage agreements that will guarantee the credit reimbursement obligations, with Banca Comerciala Romana S.A., as well as other financial entities that will participate in the financing process together with Banca Comerciala Romana S.A., regarding the Facility Agreement concluded on 2 March 2016, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica De Diagnostic Rapid S.A., as Original Borrowers and Banca Comercială Română S.A., as Agent and Creditor, BRD – Groupe Société Générale S.A., ING Bank N.V. Amsterdam – Bucharest Branch and Raiffeisen Bank S.A., as Creditors, with the purpose of, amongst others, to acquire shares in new companies, as well as to further acquire shares in companies belonging to the group.

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

[approves][rejects]

Authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of point 1 above.

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

[approves][rejects]

Granting to the President of the Board of Directors full power of attorney in order to draft and sign, on behalf of the Company, to enforce the present decisions and to register any and all kinds of documents necessary, including to give any necessary affidavits and to fulfil any formalities, 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.

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

[approves][rejects]

Setting 29.10.2018 as Record Date in order to identify the shareholders that will be impacted by the decisions of the EGSM, according to the applicable law.

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [3] pages, today, [08.10.2018]/[09.10.2018].

Chairman of the Meeting

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Secretary of the Meeting

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