

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

**No. 2 / [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, 1<sup>st</sup> 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.

*WHEREAS* according to items 2 and 4 of the agenda of the Meeting's convening notice, as well to the Note of the Company's Board of Directors regarding the buy back of treasury shares, it is proposed to approve a buy-back program to be carried out by the Company in respect of a number of treasury shares which will be offered to existing or former employees or to existing or former members of the management bodies of certain subsidiaries of the Company (the "**Program's Recipients**") who are also shareholders of such subsidiaries, in exchange of the shares held by the Program's Recipients in the respective subsidiaries.

**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 for the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 868,000 treasury 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 868,000 own shares, acquired through the above mentioned method, will be offered to former or existing members of the management bodies or to former or existing employees of some of the Company's subsidiaries.**

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 the above decision. The Company's Board of Directors is**

**authorized to decide also upon changing the purpose of the treasury share buyback, except for the case when the new purpose might require the approval of the General Shareholders' Meeting.**

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 [4] pages, today, [08.10.2018]/[09.10.2018].

**Chairman of the Meeting**

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**Secretary of the Meeting**

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