

Med Life S.A.
*cu sediul social in București, Calea Griviței, Nr. 365, sector 1,
număr de înregistrare la Oficiul Național al Registrului Comerțului J40/3709/1996
cod unic de înregistrare 8422035
capital social subscris și vărsat RON 5.536.270,5 RON*

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

No. 1 / [26.04.2018]/[27.04.2018]

The ordinary general meeting of the shareholders of Med Life S.A. (the "**Meeting**"), joint stock company governed under unitary system and functioning in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered before the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid share capital in amount of RON 5.536.270,5 (hereinafter the "**Company**"), legally and statutorily summoned, by virtue of art. 111 and art. 117 par. (1) of Law 31/1990 regarding companies, republished, of art. 92 of Law no. 24/2017 regarding issuers of financial instruments and trade market operations, of other secondary regulations issued in the implementation of the above mentioned dispositions and of art. 10 of the Company's articles of incorporation, by publishing the summoning notice in Romanian Official Gazette, Part IV no. [•]/26.03.2018 and in the newspaper "Bursa", edition from 26.03.2018, as well as by transmitting the summoning notice to the Bucharest Stock Exchange and towards the Financial Supervisory Authority by current report from the date of 22.03.2018,

Lawfully an statutorily gathered on the date of [26.04.2018]/[27.04.2018], 10:00 hours, during the [first][second] summons to the "Iridium" salon within Hotel "Sheraton", no. 5-7 Calea Dorobanti, 1st District, Bucharest, by personal presence or by representative, 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 share capital of the Company.

DECIDES

1. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly

expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The individual annual financial statements of the Company on 31.12.2017, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

2. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 “for” representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes “against” representing [•] % of the total number of votes validly expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The consolidated annual financial statements at 31.12.2017, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor..

3. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 “for” representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes “against” representing [•] % of the total number of votes validly expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The discharge of management for the Board of Directors for the financial year 2017.

4. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 “for” representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes “against” representing [•] % of the total number of votes validly expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The income and expenses budget and the Company's activity program at individual level for the financial year 2018.

5. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly expressed in the Meeting and [•] "abstains" representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The income and expenses budget and the activity program at consolidated level for the financial year 2018.

6. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly expressed in the Meeting and [•] "abstains" representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The remuneration of the members of the Board of Directors, subsequent to the entire duration of the ongoing mandates as follows (i) the RON equivalent of the amount of EUR 5,000/month net for each member of the Board of Directors, except for the president and (ii) the RON equivalent of the amount of EUR 7,000/month net for the president of the Board of Directors.

7. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly expressed in the Meeting and [•] "abstains" representing [•] % of the total number of votes validly expressed in the Meeting]

approves

Appointment of Mr./Mrs. [•] to occupy the vacant position of member of the Board of directors of the Company. The duration of the chosen director's mandate shall be equal to the remaining period until the expiry of the mandate subsequent to the vacant position, namely until December 21st, 2020.

8. With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly expressed in the Meeting and [•] "abstains" representing [•] % of the total number of votes validly expressed in the Meeting]

approves

Empowering Mr Mihail Marcu, acting as President of the Board of Directors of the Company, to sign, in the name and on behalf of the Company, the management agreement to be concluded by the Company with the chosen director as per point 7 to carry out their activity as member of the board of directors.

9. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes "against" representing [•] % of the total number of votes validly expressed in the Meeting and [•] "abstains" representing [•] % of the total number of votes validly expressed in the Meeting]

approves

Appointment of Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2018 and 2019. The duration of the financial audit agreement shall be of 2 years.

10. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 "for" representing [•] % of the total number of votes validly expressed

in the Meeting, [•] votes “against” representing [•] % of the total number of votes validly expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

Empowering Mr Mihail Marcu, acting as President of the Board of Directors of the Company to perform the legal formalities required in view of fulfilling the publicity conditions of the decisions adopted by the OGMS from the date of 26.04.2018 or 27.04.2018, as well as granting them the right to delegate to another person the mandate to perform the previously mentioned formalities.

11. [With unanimity of votes validly expressed in the Meeting]/

[With a total number of [•] shares for which valid votes were expressed, respectively [•] voting rights validly expressed, 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 “for” representing [•] % of the total number of votes validly expressed in the Meeting, [•] votes “against” representing [•] % of the total number of votes validly expressed in the Meeting and [•] “abstains” representing [•] % of the total number of votes validly expressed in the Meeting]

approves

The date of 15.05.2018, as the record date to identify the shareholders onto which the effects of the OGMS decisions shall be binding, as per the applicable law.

The hereby Decision has been drafted and signed in Bucharest, in [4] original counterparts, each having a number of [•] pages, today [26.04.2018]/[27.04.2018].

Meeting President

Meeting Secretary

[•]

[•]