

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

No. 2/[21.11.2024]/[22.11.2024]

The extraordinary general shareholders meeting of MED LIFE S.A. (the "**Meeting**"), a joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, Calea Grivitei no. 365, district 1, registered with the National Office of the Trade Registry associated with the Bucharest Tribunal, under no. J40/3709/1996, EUID ROONRC.J40/3709/1996, sole registration code 8422035, having a share capital subscribed and paid of 132,870,492 RON (hereinafter the "**Company**"), legally and statutorily convened, on the grounds of art. 117 of the Companies Law no. 31/1990, republished, as further amended and supplemented, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as further amended and supplemented ("**Law 24/2017**") and regulations adopted for the application thereof, corroborated with art. 10 of the Company's articles of association, by publication of the convening notice in the Official Gazette of Romania, Part IV no. [●]/[[●].10.2024] and in the newspaper "[●]", edition of [●], as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the current report no. [●] of [●].[●].2024,

Legally and statutorily assembled on [21.11.2024]/[22.11.2024], at 11.00 hours, in the [first][second] convening at the headquarters of the Company located in Bucharest, Calea Grivitei no. 365, district 1, attended in person or by representation as well as by casting the votes through correspondence, by a number of [●] shareholders holding on the Reference Date **13.11.2024** a total number of [●] shares bearing voting rights, representing [●]% of the total voting rights and [●]% of the share capital of the Company on the Reference Date,

RESOLVES

1. [By unanimous votes validly cast by all shareholders attending in person, represented or casting votes by correspondence in the Meeting]/
[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a total number of [●] votes cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting,

[●] votes were cast "against" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

Authorization of the acquisition by the Company, directly or through a person acting in its own name but on behalf of the Company, of a maximum of 9,820,380 of own shares, for a maximum period of 18 months from the date of publication of the decision in the Official Gazette of Romania, Part IV, at a price per share (i) at least equal to the market price of a share on the BVB at the time of the acquisition and (ii) at most equal to the higher of the price of the last independent transaction and the highest price at the time of the acquisition offer on the BVB, in accordance with the provisions of Article 3 para. (2) of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures. The nominal value of own shares thus acquired by the Company, including those already in its portfolio, may not exceed the threshold of 10% of the Company's subscribed share capital as of the redemption date. The own shares so acquired shall be offered to the Company's employees and officers, former or current officers or former or current employees of some of the Company's subsidiaries and/or shall be offered in exchange for shares/shares held in the Company's subsidiaries by former or current officers or former or current employees of some of the Company's subsidiaries.

2. [By unanimous votes validly cast by all shareholders attending in person, represented or casting votes by correspondence in the Meeting]/

[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a total number of [●] votes cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, [●] votes were cast "against" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The empowerment the Board of Directors of the Company to carry out all necessary and useful operations and/or procedures with regard to the implementation of point 1 above.

The Board of Directors is also empowered to decide to change the purpose of the repurchase of shares referred to in point 1 above, unless the new purpose would require the approval of the general meeting of shareholders.

3. [By unanimous votes validly cast by all shareholders attending in person, represented or casting votes by correspondence in the Meeting]/

[By a total number of [●] shares for which valid votes have been cast, representing [●]% of the Company's share capital and a total number of [●] votes cast validly, of which [●] votes were cast "for" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting, [●] votes were cast "against" representing [●]% of the total number of votes held in the Meeting by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The empowerment of the Chairman of the Board of Directors of the Company to draw up and sign on behalf of the Company, to file any documents and to issue any required affidavits and to fulfil any formalities regarding the EGSM resolutions, such as publication formalities, including to pay any taxes, to request and receive any documents / deeds issued by any competent authorities, as well as to authorise other person to carry out the mandate in connection with the aforementioned.

The aforementioned resolutions have been prepared and signed in Bucharest, in [4] original copies, each comprising [3] pages, today [21.11.2024]/[22.11.2024].

Meeting Chairman

[●]

Meeting Secretary

[●]