

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS OF  
MED LIFE S.A.  
No. 2 / 13.09.2017**

The extraordinary 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, 1<sup>st</sup> 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 5,023,000 (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 Law 24/2017, of art. 5 of the CNVM Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings of the shareholders of companies and of art. 10 of the Company's articles of incorporation, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 2839 / 11.08.2017 and in the newspaper "Bursa", edition from 11.08.2017, as well as by transmitting the convening notice to the Bucharest Stock Exchange and towards the Financial Supervisory Authority by current report no. 8 dated 09.08.2017 and published on 10.08.2017,

Lawfully and statutorily gathered on the date of **13.09.2017**, 11:00 hours, during the first summons to the "Paris Gauche" salon within Hotel "Novotel", no. 37B Calea Victoriei, 1<sup>st</sup> District, Bucharest, by personal presence or by representative, as well as by expressing votes by correspondence, of a number of 32 shareholders owning a number of 16.299.485 shares with voting rights, representing 81,1243 % of the total voting rights, respectively 81,1243 % of the share capital of the Company.

**DECIDES**

1. With a total number of 16.299.485 shares for which valid votes were expressed, respectively 16.299.485 voting rights validly expressed, representing 81,1243% of the Company's share capital and 81,1243 % of the voting rights attached to the shares representing the share capital of the Company, out of which 15.249.515 votes "for" representing 93,5583 % of the total number of votes held by attending shareholders, represented shareholders or

those that have expressed their vote by correspondence in the Meeting, 1.049.970 votes “against” representing 6,4417 % of the total number of votes held by attending shareholders, represented shareholders or those that have expressed their vote by correspondence in the Meeting and 0 “abstains” representing 0 % of the total number of votes held by attending shareholders, represented shareholders or those that have expressed their vote by correspondence in the Meeting]

approves

**A bond issuance as follows:**

- 1.1 Approval of the issuance by the Company of unsecured, non-convertible and unsubordinated, dematerialized corporate bonds with a maximum nominal value of 274,200,000 RON, in a dematerialized form, denominated in RON, with a fixed interest rate of maximum 4.9% per annum and a maturity of maximum 7 year to be offered to investors in Romania and/or other jurisdictions through private placement or through a public offer. The issue of the bonds can be made, depending on the market conditions and the financing needs of the Company, in a single issue or through several issues, within an offering programme.**
- 1.2 Approval of admission to trading of bonds within the Regulated Market of Corporate Bonds (Main Segment) operated by the Bucharest Stock Exchange S.A. (BSE).**
- 1.3 Empowering the Board of Directors of the Company to execute all operations and/or procedures relating to the implementation of paragraphs 1.1 and 1.2 above and the completion of one or more bond issue, subject to the terms and conditions approved by the EGSM, including but not limited to:**
  - a) establishing the final terms and conditions of the issue of bonds (including the final issue, interest, maturity, and face value per bond) subject to the maximum limits on the terms and conditions of the expressly approved bonds under point 1.1 above;**
  - b) establishing the structure of the bond issue, i.e. whether it will be made in one tranche or in several tranches, depending on the needs of financing the Company's projects and market conditions;**
  - c) drawing up, where appropriate (i) the prospectus or (ii) the base prospectus and the final terms, for admission to trading of the bonds in accordance with applicable European and national legislation and negotiating**

and contracting service providers that will assist the Company in the process of drawing up the prospectus and the related operations;

- d) establishing the date of commencement of bond issuance, the placement method and subscription procedures, depending on the Company's financing needs;
- e) the negotiation with and contracting of the brokerage company that will assist the Company in the bond issue and placement process as well as in the process of admission to trading within the Main Segment administered by BSE;
- f) the adoption of any decision, the conclusion of all contracts, the payment of any fees or commissions, the approval of all documents and the issuance of any necessary or advisable statements for the preparation and implementation of bond issues and their admission to trading within the Main Segment Managed by BSE;
- g) the negotiation, approval and signing of any documents required to be concluded/submitted with the entities involved in the issuance and admission to trading procedure of the bonds, but not limited to the BSE, the Financial Supervisory Authority and the Central Depository S.A.;
- h) the approval of any updates/modifications to the contents of bond documents and annexes, if necessary, complying within the maximum limits of the expressly approved bonds by EGSM in paragraph 1.1 of the agenda, and their submission to any relevant competent authority, if necessary;
- i) Conduct all required legal formalities and sign all necessary documents, including the empowerment of one and / or several persons, in order to carry out the decisions taken within the EGSM.

2. With unanimity of votes validly expressed in the Meeting approves

**Empowering the Chairman of the Board of Directors to draw up and sign in the name and on behalf of the Company, to carry out and to perform and submit any documents and to make any necessary declarations for registration/filing of the decisions of the EGSM, in order to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents / documents issued by the Trade Registry Office and / or any other competent authority, and granting them the**

**right to delegate to another person the mandate to carry out the abovementioned formalities.**

3. With unanimity of votes validly expressed in the Meeting approves

**The date of 29.09.2017 as the record date for the identification of the shareholders to which the effects of the decisions of the EGSM shall apply in accordance with the applicable law.**

The hereby Decision has been drafted and signed in Bucharest, in 4 (four) original counterparts, each having a number of 4 pages, today 13.09.2017.

**Meeting President**

Mihail Marcu

**Meeting Secretary**

Cristina Tudoras