

**RESOLUTION
OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF
MED LIFE S.A.
No. 2 /27.04.2017**

The Ordinary General Shareholders' Meeting of MED LIFE S.A. („**The Meeting**”), a joint stock company organized under the laws of Romania, having its registered offices in Bucharest, 365 Calea Grivitei, 1st district, Romania, registered at the Bucharest Trade Registry under number J40/3709/1996, sole registration number 8422035, having a subscribed and paid-in share capital of Lei 5,023,000 (hereinafter referred to as the "**Company**"), legally and statutory convened, according to the dispositions of art. 111 and of art. 117 align. (1) of Law no. 31/1990 on companies, as republished, of art. 243 of Law no. 297/2004 regarding the capital market, of art. 5 of the National Securities Commission Regulation no. 6/2009 regarding the exercise of certain shareholders' rights in the general shareholders meetings of companies and of art. 10 of the Company's Articles of Association, by publishing the Convening Notice in the Official Gazette of Romania, part IV, no. 1006 dated 27.03.2017, as well as the transmission of the Convening Notice to the Bucharest Stock Exchange Market and to the Financial Supervisory Authority through the Current Report dated 24.03.2017,

Legally and statutory convened on 27.04.2017, 10,00 hours, during the first convening in the "*Paris Gauche*" Hall of "*Novotel*" Hotel, no. 37B Calea Victoriei, 1st District, Bucharest, by personal presence or by representative, as well as by expressing the votes by correspondence, of a number of 30 shareholders, which hold together 14,673,916 shares each with its voting right, representing 73,0336% of the total voting rights, 73,0336% of the Company's share capital, respectively,

DECIDES

1. It is hereby approved, with a total number of 14,673,916 shares, each with its validly expressed vote, representing 73.0336% of the Company's share capital and 73.0336% of the respective voting rights representing the Company's share capital, out of which 13,551,916 „for” votes, representing 92.3538% of the total number of validly expressed votes, 0 „against” votes, representing 0% of the total validly expressed votes and 1,122,000 "abstaining" votes, representing 7.6462% of the total validly expressed votes,
The Board of Directors' remuneration for the entire period of the ongoing mandates as follows (i) the equivalent in RON of the net amount of EUR 5,000/month for each member of the Board of Directors except for the chairman of the Board of Directors and (ii) the equivalent in RON of the net amount of EUR 7,000/month for the chairman of the Board of Directors.
2. It is hereby approved, with unanimity, by validly expressed votes,

To empower the CEO to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 27.04.2017, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.

3. It is hereby approved, with unanimity, by validly expressed votes,
To set the date of 16.05.2017 as record date for identifying the shareholders upon whom the resolutions of the OGSM have effect, in accordance with the provisions of article 238 of Law 297/2004.

The present Decision has been drafted and signed in Bucharest, in 4 (four) originals, each containing 2 pages, today, 27.04.2017.

Chairman of the Board

Mihail Marcu

Secretary of the Meeting

Cristina Tudoras
