

**RESOLUTION OF THE
ORDINARY GENERAL SHAREHOLDERS' MEETING OF
MED LIFE S.A.
No. 1 / 15.12.2020**

The ordinary 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, 1st 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 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 4015/13.11.2020 and in the newspaper "*Financial Intelligence*", edition of 13.11.2020. as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 109 of 13.11.2020;

Legally and statutory assembled on **15.12.2020**, 10:00 hours, on the first convening at the Company's administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx Building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 27 shareholders owning a number of 17,660,222 shares with voting rights, representing 79.9782% of the total voting rights, respectively 79.9782% of the Company's share capital.

DECIDES

- 1. Regarding pct. 1 on the Agenda – The appointment of 7 (seven) members of the Company's Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors' mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017, from the following candidates proposed by the shareholders:**

1.1. The choosing of Mr. Mihail Marcu as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 16,181,801 votes expressed "for" representing 92,94% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 1,228,500 votes expressed "against" representing 7,06% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 249,921 not expressed / not exercised votes.

1.2. The choosing of Mr. Nicolae Marcu as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 16,695,089 votes expressed "for" representing 95,89% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 715,212 votes expressed "against" representing 4,11% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 249,921 not expressed / not exercised votes.

1.3. The choosing of Mr. Dorin Preda as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 16,695,089 votes expressed "for" representing 95,89% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 715,212 votes expressed "against" representing 4,11% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 249,921 not expressed / not exercised votes.

1.4. The choosing of Mr. Dimitrie Pelinescu Onciul as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 16,695,089 votes expressed "for" representing 95,89% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 715,212 votes expressed "against" representing 4,11% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 249,921 not expressed / not exercised votes.

1.5. The choosing of Ms. Ana Maria Mihaescu as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 17,410,301 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes.

1.6. The choosing of Mr. Ovidiu Fer as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 13,600,019 votes expressed "for" representing 88,46% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 1,773,902 votes expressed "against" representing 11,54% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 2,286,301 not expressed / not exercised votes.

1.7. The choosing of Mr. Voicu Cheta as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was approved with a total number of 15,636,399 votes expressed "for" representing 89,81% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 1,773,902 votes expressed "against" representing 10,19% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 249,921 not expressed / not exercised votes.

1.8. The choosing of Mr. Stefan Alexandru-Frangulea as the Company's Member of the Board of Directors in order to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company's Board of Directors starting with the date of 20.12.2020

was not approved, with a total number of 2,036,380 votes expressed "for" representing 60,94% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 1,305,412 votes expressed "against" representing 39,06% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 14,318,430 not expressed / not exercised votes.

The duration of the appointed directors' mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.

2. Point 2 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the

shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

The empowerment of the Chairman of the Company's Board of Directors to sign, in the Company's name and on its behalf, the director agreements that shall be concluded by the Company with the appointed directors as per point 1 to carry out their activity as members of the Board of Directors and empowerment of the Vice-Chairman of the Board of Directors to sign the director agreement that shall be concluded by the Company with the President of the Board of Directors.

3. Point 3 on the Agenda was approved with a total number of 15,480,592 votes expressed "for" representing 87,66% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 143,250 votes expressed "against" representing 0,81% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 2,036,380 not expressed / not exercised votes:

Approval the remuneration of the members of the Board of Directors for the entire duration of the new mandates granted as per point 1 above, as follows: (i) the RON equivalent of the net amount of EUR 5,000/month for each member of the Board of Directors save for the president and (ii) the RON equivalent of the net amount of EUR 7,000/month for the Chairman of the Board of Directors.

4. Point 4 on the Agenda was approved with unanimity of the total votes validly expressed in the Meeting by present, represented or by correspondence shareholders:

The empowerment of Mr Mihai Marcu, acting as Chairman of the Company's Board of Directors to perform the legal formalities mandatory in view of fulfilling the publicity requirements for the OGSM resolutions adopted on 15.12.2020 or 16.12.2020, as well as granting the former of the right to delegate to another individual the mandate to perform the formalities mentioned previously.

The present Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 4 pages, today, 15.12.2020.

**RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF
MED LIFE S.A.
No. 2 / 15.12.2020**

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, 1st 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 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 4015/13.11.2020 and in the newspaper "*Financial Intelligence*", edition of 13.11.2020, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 109 of 13.11.2020,

Legally and statutory assembled on **15.12.2020**, 11:00 hours, on the first convening at the Company's administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx Building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 27 shareholders owning a number of 17,660,222 shares with voting rights, representing 79,9782% of the total voting rights, respectively 79,9782% of the Company's share capital.

DECIDES

1. Point 1 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

The approval of the share capital increase with the amount of RON 27,681,352.50 from the current value of RON 5,536,270.5 to the amount of RON 33,217,623 by issuance of a number of 110,725,410 new shares with a nominal value of RON 0.25/share (the "Share Capital Increase"). The Share Capital Increase shall be accomplished by incorporation of reserves and the newly issued shares shall be allocated freely to the shareholders of the Company registered in the shareholders' register held by Depozitarul Central – S.A. on the date of 04.01.2021, established

as registration date (the "Registration Date"). Each shareholder registered in the shareholders' registry held by Depozitarul Central S.A. on the Registration Date shall receive at no cost or charge a number of 5 newly issued shares for each share held at the Date of Registration.

The Share Capital Increase shall be performed to support the Company's current activity.

2. Point 2 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

Approval of the amendment of the Company's Articles of Incorporation pursuant to the Share Capital increase as follows:

Points 4.1 and 4.2 of Article 4 Share capital and shares from the Company's Articles of Incorporation shall be amended and shall have the following content:

"4.1. The Company's share capital in amount of RON 33,217,623, fully subscribed and paid for as follows:

a. In cash: RON 32,210,123 and USD 362,161.10;

b. In kind: RON 2,935.50.

4.2. The share capital is divided into 132,870,492 shares, with a nominal value of RON 0.25/share."

3. Point 3 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

The empowerment of the Company's Board of Directors to conduct the Share Capital Increase, as well as to draft and to sign any and all documents necessary for the Share Capital Increase, including to update the Company's Articles of Incorporation.

4. Point 4 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

Approval of the date of 04.01.2021, as Registration Date to identify the shareholders onto which the effects of the EGSM decision are manifested, including the right to benefit from the free shares that are to be issued pursuant to the Share Capital Increase.

5. Point 5 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the

shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

Approval of the date of 30.12.2020 as ex date, date on which the Company's shares are traded without the rights that derive from EGSM.

6. Point 6 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

Approval of the date of 05.01.2021 as the date of payment for free shares to be issued within the Share Capital Increase.

7. Point 7 on the Agenda was approved with a total number of 17,660,222 votes expressed "for" representing 100% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 0 votes expressed "against" representing 0% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 not expressed / not exercised votes:

The empowerment of Mr Mihai Marcu, acting as Chairman of the Company's Board of Directors to perform the legal formalities that are mandatory in view of fulfilling the publicity requirements for the resolutions adopted by EGSM on the date of 15.12.2020 or 16.12.2020, as well as granting them the right to delegate to another individual the mandate to perform the previously mentioned formalities.

This Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 3 pages, today, 15.12.2020.

