**DRAFT RESOLUTION OF**

**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**MED LIFE S.A.**

**No. 1/[[03].08.2023]/[[04].08.2023]**

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, sole registration code 8422035, having a share capital subscribed and paid of 33,217,623 RON (hereinafter the "**Company**"), legally and statutorily convened, on the grounds of art. 117 of the Companies Law no. 31/1990, as republished, of Law no. 24/2017 on issuers of financial instruments and market operations, republished ("**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. 2919 of 03.07.2023 and in the newspaper "Adevarul", edition of 04.07.2023, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the ad hoc announcement 26 of 03.07.2023,

Legally and statutorily assembled on [[03].08.2023]/[[04].08.2023], at 10.00 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 be casting the votes through correspondence, by a number of [●] shareholders holding on the Reference Date 25.07.2023 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**

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

[approves] / [rejects]

1. The increase of the share capital with the amount of RON 99,652,869 from the current amount of RON 33,217,623 to RON 132,870,492 through the issuance of 398,611,476 new shares with a nominal value of RON 0.25/share (the "**Share Capital Increas**e"). The Share Capital Increase will be carried out through the incorporation of share premiums and reserves (with the exception of the legal reserves), and the newly issued shares will be allocated free of charge to the Company's shareholders registered in the register of shareholders kept by Depozitarul Central - S.A. as of 04.09.2023, established as record date ("**Record Date**"). Each shareholder registered in the register of shareholders kept by Depozitarul Central - S.A. on the Record Date will receive 3 (three) newly issued shares, free of charge for each share held on the Record Date. The increase of the Share Capital will be carried out to support the current activity of the Company.

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

[approves] / [rejects]

1. The amendment of the Articles of Association of the Company following the Share Capital Increase as follows:

* Paragraphs 4.1. and 4.2. of Article 4 *Share capital and share*s of the Articles of Association of the Company are amended and shall read as follows:

*"4.1. The share capital of the Company is in amount of 132,870,492 RON, fully subscribed and paid up as follows:*

*a. Cash: RON 131,862,992 and USD 362,161.10;*

*b. In kind: RON 2,935.50.*

*4.2. The share capital is divided into 531,481,968 shares, with a nominal value of 0.25 RON/share."*

* Annex 1 of the Articles of Association shall be amended according to the shareholding structure as of 05.09.2023, set as the payment date.

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

[approves] / [rejects]

1. Authorising the Board of Directors of the Company to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including for updating the Company's Articles of Association.

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

[approves] / [rejects]

1. Authorising the acquisition by the Company, directly or through a person acting in its own name but on behalf of the Company, of a number of own shares with a total nominal value equal to maximum 10% of the Company's subscribed share capital, as of the date of the buy back, for a maximum period of 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV, at a price per share (i) minimum equal to the market price of a share on BVB at the time of the acquisition and (ii) maximum equal to the highest value between the price of the last independent trade and the highest current independent purchase bid on BVB, in accordance with the provisions of art. 3 para. (2) of 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 programmes and stabilisation measures. The nominal value of the treasury shares thus acquired by the Company, including those already held in its portfolio, may not exceed the threshold of 10% of the Company's subscribed share capital as of the date of the buy-back. A maximum of 6,563,289 treasury shares so acquired, by reference to the share capital of the Company at the date of the Resolution, (i.e. a maximum of 26,253,156 treasury shares so acquired, by reference to the share capital of the Company subsequent to the Share Capital Increase), shall be offered to employees and members of the management of the Company, former or current members of the management or former or current employees of some of the subsidiaries of the Company and/or shall be offered in exchange for shares held in the subsidiaries of the Company, by former or current members of the management or former or current employees of some of the subsidiaries of the Company.

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

[approves] / [rejects]

1. Authorising the Board of Directors of the Company to carry out all necessary and useful operations and/or procedures in relation to the implementation of point 4 above. The Board of Directors is also authorised to decide the change of the purpose of the shares buy-back provided for in point 4, unless the new purpose would require the approval of the general shareholders' meeting.

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

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[approves] / [rejects]

1. The date of 04.09.2023, as the Record Date for the identification of the shareholders on whom the effects of the EGSM's resolution are manifested, including the right to benefit from the free of charge shares to be issued as a result of the Share Capital Increase.

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

[approves] / [rejects]

1. The date of 01.09.2023 as ex date, date from which the Company's shares will be traded without the rights deriving from the EGSM.

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

[approves] / [rejects]

1. The date of 05.09.2023 as the Payment Date for the free of charge shares to be issued as part of the Share Capital Increase.

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

[approves] / [rejects]

1. Authorising the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to file any documents, inclusively the updated Articles of Association 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 […] pages, today [03.08.2023]/[04.08.2023].

Meeting Chairman Meeting Secretary Adunare

[●] [●]