



SISTEMUL MEDICAL
MedLife

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

No. 1/[29.04.2024]/[[30.04.2024]

The ordinary 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. 1541/28.03.2024 and in the newspaper "Adevarul", edition of 28.03.2024, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority in the current report no. 21 of 27.03.2024,

Legally and statutorily assembled on [29.04.2024]/[30.04.2024], 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 by casting the votes through correspondence, by a number of [●] shareholders holding on the Reference Date **22.04.2024** 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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the individual annual financial statements of the Company as at 31.12.2023, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the consolidated annual financial statements as at 31.12.2023, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the discharge of the members of the Board of Directors from responsibility for the financial year 2023.

4. [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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the aggregate amount of RON 8,800,000/year in net amount as the general limit of (i) all additional remuneration that may be granted to members of the Board of Directors and (ii) all remuneration of the executive managers of the Company.

5. [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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

Approval of the Remuneration Report of the members of the Board of Directors and executive managers of the Company for the year 2023, as presented to the shareholders (consultative vote).

6. [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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the revenue and expenditure budget and the business programme of the Company at individual level for the financial year 2024.

7. [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 validly casted 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 validly casted by the shareholders attending in person, represented and who have casted votes by correspondence in the Meeting and [●] votes casted "abstained"]

[approves] / [rejects]

The approval of the consolidated revenue and expenditure budget and business programme for the financial year 2024.

8. [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 validly casted 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 validly casted 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 OGSM 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 [5] pages, today [29.04.2024]/[30.04.2024].

Meeting Chairman

[●]

Meeting Secretary

[●]