

**DRAFT RESOLUTION OF THE  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING  
OF  
MED LIFE S.A.  
No. 1 /[29.09.2021]/[30.09.2021]**

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, 1<sup>st</sup> 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 33,217,623 (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, republished 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. [●]/[●] and in the newspaper "●", edition of [●], as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. [●] of [●],

Legally and statutory assembled on [29.09.2021]/[30.09.2021], 11:00 hours, on the [first][second] convening at the Company's administrative headquarters situated in Bucharest, Calea Grivitei nr. 365, CEx building, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of [●] shareholders owning a number of [●] shares with voting rights, representing [●]% of the total voting rights, respectively [●]% of the Company's share capital.

**DECIDES**

- [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],  
[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "**for**" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]  
[approves][rejects]

**1. The authorization of the Board of Directors to:**

- **Negotiate with Banca Comercială Română S.A, as Agent and Lender, as well as with other entities that will participate to the financing, together with Banca Comercială Română S.A., the terms and conditions of the increase of the credit limit granted based on the Syndicated Credit Facility Agreement concluded on 31 October 2021, with Med Life S.A., Bahtco Invest S.A., Accipiens S.A., Policlinica De Diagnostic Rapid S.A., Clinica Polisano S.R.L., Dent Estet Clinic S.A., Genesys Medical Clinic S.R.L., Centrul Medical Sama S.A., Valdi Medica S.R.L., PharmaLife Med S.R.L. and Prima Medical S.R.L., as Borrowers, (as subsequently amended by the Addendums concluded on 24 September 2019, 15 May 2020 and 29 April 2021) with the amount of 50 Million Euros, extension of the repayment period of the existing facilities, restructuring the relevant terms and conditions, amending any security (the amended agreement hereinafter shall be regarded as the "Loan Agreement");**
- **Negotiate with Banca Comercială Română S.A, as well as with other entities that will participate to the financing together with Banca Comercială Română S.A., the terms and conditions of the amendments to the mortgage agreements by the effect of which the obligations to repay the credit granted by the Loan Agreement are guaranteed, concluded with the purpose of securing the obligations as they are to be increased.**

2. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "against" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "abstained" votes]

[approves][rejects]

**Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a total number of 5,470,671 own shares, for a maximum period of time of 18 months from the date of publishing the OGSM Decisions in the Official Gazette part IV, at a price of between RON 10 and RON 30, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% of the total subscribed capital of the Company quota. A maximum number of 5,470,671 own shares acquired through this method will be offered to the former or present members of administration or to the former or present employees of some of the Company's subsidiaries.**

3. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],

[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "for" representing [●]% of

the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]  
[approves][rejects]

**Granting power of attorney to the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above. The Board of Directors is granted power of attorney in order to also decide upon modifying the scope of the share buy-back programme mentioned at point 2 above, except for the situation in which the new scope would require the approval of the General Assembly of the Shareholders.**

4. [With unanimity of voting rights validly expressed by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting],  
[With a total number of [●] shares for which were casted valid votes, respectively with a number of [●] validly expressed votes, representing [●]% of the Company's share capital and [●]% of the voting rights attached to the shares representing the share capital of the Company, out of which [●] votes expressed "**for**" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, [●] votes expressed "**against**" representing [●]% of the total votes held in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and [●] "**abstained**" votes]  
[approves][rejects]

**Granting power of attorney to the Chairman of the Board of Directors of the Company in order to conclude and sign, on behalf of the Company, in order to fulfil and submit any documents, as well as to give any necessary affidavits and to fulfil any formalities regarding the EGSM, such as publishing, including paying any taxes, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate the aforementioned given mandate to another person.**

The present Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [...] pages, today, [29.09.2021]/[30.09.2021].

**Chairman of the Meeting**

[●]

**Secretary of the Meeting**

[●]