

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

**No. 1 / [23.07.2019]/[24.07.2019]**

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 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. 2359/06.06.2019 and in the newspaper "Bursa", edition of 06.06.2019, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 62 of 06.06.2019

Legally and statutory assembled on **23.07.2019 / 24.07.2019**, 10:00 hours, on the first / second convening at CEx meeting room situated in Bucharest, 1<sup>st</sup> District, no. 7A Grigore Manolescu st., Enel Building, 3<sup>rd</sup> floor, 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**

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

[approves][rejects]

#### **Authorization of the Company's Board of Directors to:**

a. **Negotiate with Banca Comerciala Romana S.A., as well as with other entities that will participate in financing together with Banca Comerciala Romana S.A., the terms and conditions of the increase of the credit limit granted based on the Syndicated Loan Credit Facility concluded on October 31st 2018, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica de Diagnostic Rapid S.A., acting as Original Borrowers and Banca Comerciala S.A., acting as Agent and Lender, BRD - Groupe Société Générale S.A., Raiffeisen Bank S.A and Banca Transilvania S.A. acting as Lenders, up to a maximum threshold of Euro 90 million, extension of the duration for reimbursement of existing facilities, rearrangement of subsequent terms and conditions, amendment of collaterals (the agreement thus modified being referred to as the "Credit Agreement");**

b. **Negotiate with Banca Comerciala Romana S.A., as well as with other entities that will participate in financing together with Banca Comerciala Romana S.A. the terms and conditions of adhering to the Credit Agreement as borrowers of the following companies that are part of the Company's group of companies: (i) Clinica Polisano S.R.L.; (ii) Dent Estet Clinic S.A.; (iii) Genesys Medical Clinic S.R.L.; (iv) Centrul Medical SAMA S.A. (these companies, together with the Original Borrowers, being jointly referred to as the "Borrowers");**

c. **Negotiate: (i) the structure to guarantee the obligations undertaken by the Company and the other Borrowers based on the Credit Agreement, including by undertaking joint collateral obligations between each of the Company and Borrowers, for the entire amount granted based on the Credit Agreement; as well as (ii) the terms and conditions for mortgage agreements by which the obligations of reimbursement of the financing granted based on the Credit Agreement shall be guaranteed.**

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 validly expressed in the Meeting by present or represented

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

[approves][rejects]

**Granting the power of attorney to the Company's Board of Directors in view of performing all the necessary and useful operations and/or procedures regarding implementation of point 1 above.**

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

[approves][rejects]

**Granting the power of attorney to the President of the Company's Board of Directors to draft and sign, in the Company's name, to carry out and to submit any documents, as well as to grant any statements that are necessary and to fulfil any formalities, such as those of publicity, including to pay any taxes, to request and to receive and documents/deeds issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the previously mentioned formalities.**

This Resolution was drafted and signed in Bucharest, in [4] original copies, each having a number of [ ] pages, today, [23.07.2019]/[24.07.2019].

**Chairman of the Meeting**

[●]

**Secretary of the Meeting**

[●]