

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

No. 1 /~~22.04.2019~~/~~23.04.2019~~

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. 1307/22.03.2019 and in the newspaper "Bursa", edition of 22.03.2019, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 55 of 22.03.2019,

Legally and statutory assembled on ~~22.04.2019~~/~~23.04.2019~~, 10:00 hours, on the ~~first~~/~~second~~ convening at "**Paris Rive Gauche**" Hotel, located at 37B Calea Victoriei street, district 1, Bucharest, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of ~~1~~ shareholders owning a number of ~~1~~ shares with voting rights, representing ~~1~~% of the total voting rights, respectively ~~1~~% 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 ~~1~~ shares for which were casted valid votes, respectively with a number of ~~1~~ validly expressed votes, representing ~~1~~% of the Company's share capital and ~~1~~% of the voting rights attached to the shares representing the share capital of the Company, out of which ~~1~~ 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]

The individual annual financial statements of the Company on 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

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]

The consolidated annual financial statements at 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

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]

The discharge of management for the Board of Directors for the financial year 2018.

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 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]

The income and expenses budget and the Company's activity program at individual level for the financial year 2019.

5. [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]

The remuneration of the members of the Board of Directors, for the entire period of the ongoing mandates as follows (i) the RON equivalent of the amount of EUR 5,000/month net for each member of the Board of Directors, except for the chairman and (ii) the RON equivalent of the amount of EUR 7,000/month net for the chairman of the Board of Directors.

6. 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]

The aggregate amount of RON 8,800,000 per year as general limit for (i) all supplementary remunerations which can be granted to the members of the Board of Directors and (ii) all the remunerations of the executive managers of the Company.

7. 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]

The income and expenses budget and the activity program at consolidated level for the financial year 2019.

8. 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]

Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2019 and 2020. The duration of the financial audit agreement shall be of 2 years.

9. 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 Mr Mihail Marcu, acting as Chairman of the Board of Directors of the Company to perform the legal formalities required in view of fulfilling the publicity conditions of the decisions adopted by the OGMS from the date of 22.04.2019 or 23.04.2019, as well as granting them the

right to delegate to another person 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 [5] pages, today, [22.04.2019]/[23.04.2019].

Chairman of the Meeting

[.]

Secretary of the Meeting

[.]