

**MED LIFE S.A.**

Registered Office: Bucharest, Calea Grivitei, no. 365, district 1, Romania  
Unique Registration Code at the National Office of Trade Registry: 8422035  
Order number on the Trade Registry: J40/3709/1996  
Subscribed and paid-in share capital: 5,536,270.5 RON



No. 36/9.10.2018

**To: BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**

**CURRENT REPORT**

**Current report drafted according to the stipulations of ASF Rule no. 5/2018 on issuers of financial instruments and market operations and Law no. 24/2017 on issuers of financial instruments and market operations**

Report Date: **9 October 2018**

Name of the issuing company: **MED LIFE S.A.**

Registered Office: **Bucharest, Calea Grivitei, no. 365, district 1, Romania**

Fax number: **0374 180 470**

Unique Registration Code at the National Office of Trade Registry: **8422035**

Order number on the Trade Registry: **J40/3709/1996**

Subscribed and paid-in share capital: **5,536,270.5 RON**

Regulated market on which the issued securities are traded: **Bucharest Stock Exchange, Premium Category**

**Significant events to report:**

**Resolution of the Extraordinary General Meeting of Shareholders of Med Life S.A.**

In compliance with the provisions of Law no. 31/1990 on trading companies, Law no. 24/2017 on issuers of financial instruments and market operations and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, MED LIFE S.A. informs its investors regarding the following:

**Resolution of the Extraordinary General Meeting of Shareholders of Med Life S.A.  
From 8 October, 2018**

The resolutions are attached to the present current report.

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Mihail Marcu  
Chief Executive Officer

**RESOLUTION OF THE  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

**OF**

**MED LIFE S.A.**

**No. 1 / 08.10.2018**

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 and art. 16 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 3345/31.08.2018 and in the newspaper "Bursa", edition of 31.08.2018, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 34 of 31.08.2018,

Legally and statutorily assembled on **08.10.2018**, 10:00 hours, on the first convening at "Paris Rive Gauche" Hall of "Novotel" 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 31 shareholders owning a number of 18,143,101 shares with voting rights, representing 81.93% of the total voting rights, respectively 81.93% of the Company's share capital.

**DECIDES**

1. With a total number of 18,143,101 validly expressed voting rights, representing 81.93% of the Company's share capital and 81.93% of the voting rights attached to the shares representing the share capital of the Company, out of which 18,142,828 votes expressed "for" representing 99.9985% of the total voting rights held by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting, 0 votes expressed "against" and 273 votes expressed "abstained" representing 0.0015% of the total voting rights held by

present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting

approves

**the authorization of the Company's Board of Directors to negotiate the extension of the repayment period, the rearrangement of all related terms and conditions, the refinance of the present facilities and the extension of the credit line, up to a maximum limit of Euros 80 Million, as well as of the terms and conditions regarding the mortgage agreements that will guarantee the credit reimbursement obligations, with Banca Comerciala Romana S.A., as well as other financial entities that will participate in the financing process together with Banca Comerciala Romana S.A., regarding the Facility Agreement concluded on 2 March 2016, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica De Diagnostic Rapid S.A., as Original Borrowers and Banca Comercială Română S.A., as Agent and Creditor, BRD – Groupe Société Générale S.A., ING Bank N.V. Amsterdam – Bucharest Branch and Raiffeisen Bank S.A., as Creditors, with the purpose of, amongst others, to acquire shares in new companies, as well as to further acquire shares in companies belonging to the group.**

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

approves

**the authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the 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,

approves

**the granting to the President of the Board of Directors full power of attorney in order to draft and sign, on behalf of the Company, to enforce the present decisions and to register any and all kinds of documents necessary, including to give any necessary affidavits and to fulfil any formalities, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.**

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

approves

**the setting of 29.10.2018 as Record Date in order to identify the shareholders that will be impacted by the decisions of the EGSM, according to the applicable law.**

This Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 3 pages, today, 08.10.2018.

**Chairman of the Meeting**

Mihail Marcu

**Secretary of the Meeting**

Dragoş Adrian Dună

**RESOLUTION OF THE  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING  
OF  
MED LIFE S.A  
No. 2 / 08.10.2018**

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 and art. 16 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 3345/31.08.2018 and in the newspaper "Bursa", edition of 31.08.2018, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 34 of 31.08.2018,

Legally and statutory assembled on **08.10.2018**, 10:00 hours, on the first convening at "Paris Rive Gauche" Hall of "Novotel" 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 31 shareholders owning a number of 18,143,101 shares with voting rights, representing 81.93% of the total voting rights, respectively 81.93% of the Company's share capital

*WHEREAS* according to items 2 and 4 of the agenda of the Meeting's convening notice, as well to the Note of the Company's Board of Directors regarding the buy back of treasury shares, it is proposed to approve a buy-back program to be carried out by the Company in respect of a number of treasury shares which will be offered to existing or former employees or to existing or former members of the management bodies of certain subsidiaries of the Company (the "**Program's Recipients**") who are also shareholders of such subsidiaries, in exchange of the shares held by the Program's Recipients in the respective subsidiaries.

**DECIDES**

1. With a total number of 18,143,101 validly expressed voting rights, representing 81.93% of the Company's share capital and 81.93% of the voting rights attached to the shares representing the share capital of the Company, out of which 17,029,136

votes expressed "for" representing 93.86% of the total voting rights held by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting, 1,113,965 votes expressed "against" representing 6.14% of the total voting rights held by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting and 0 votes expressed "abstained"

approves

**the authorization for the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 868,000 treasury shares, over a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, for a price per share of between RON 10 and RON 50, the nominal value of the own shares acquired by this method not exceeding a maximum of 10% of the subscribed shared capital of the Company. A maximum number of 868,000 own shares, acquired through the above mentioned method, will be offered to former or existing members of the management bodies or to former or existing employees of some of the Company's subsidiaries.**

2. With a total number of 18,143,101 validly expressed voting rights, representing 81.93% of the Company's share capital and 81.93% of the voting rights attached to the shares representing the share capital of the Company, out of which 17,029,136 votes expressed "for" representing 93.86% of the total voting rights held by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting, 1,113,965 votes expressed "against" representing 6.14% of the total voting rights held by present or represented shareholders, respectively by the shareholders which voted by correspondence in the Meeting and 0 votes expressed "abstained"

approves

**the authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of the above decision. The Company's Board of Directors is authorized to decide also upon changing the purpose of the treasury share buyback, except for the case when the new purpose might require the approval of the General Shareholders' Meeting.**

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

approves

**the granting to the President of the Board of Directors full power of attorney in order to draft and sign, on behalf of the Company, to enforce the present decisions and to register any and all kinds of documents necessary, including to give any necessary affidavits and to fulfil any formalities, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.**

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

approves

**the setting of 29.10.2018 as Record Date in order to identify the shareholders that will be impacted by the decisions of the EGSM, according to the applicable law.**

This Resolution was drafted and signed in Bucharest, in 4 original copies, each having a number of 3 pages, today, 08.10.2018.

**Chairman of the Meeting**

Mihail Marcu

**Secretary of the Meeting**

Dragoş Adrian Dună