

MED LIFE S.A.

Sediul social: București, Calea Griviței, nr. 365, sector 1, România
Codul de înregistrare fiscală: 8422035
Număr de ordine în Registrul Comerțului: J40/3709/1996
Capital social subscris și vărsat: 5.536.270,5 RON



No. __/23.04.2020

CURRENT REPORT

According to the FSA Regulation no. 5/2018 on issuers and market operations and Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **23.04.2020**

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

Headquarters: **Calea Griviței no. 365, district 1, Bucharest, Romania**

Telephone number/ fax: **0374 180 470**

Sole registration code: **8422035**

Registration number in the Trade Registry: **J40/3709/1996**

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

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

Important events to be reported:

***Resolutions of the Ordinary and Extraordinary General Shareholders Meetings of
MED LIFE S.A.***

In accordance with Law no. 31/1990, Law no. 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations, Med Life S.A. informs investors regarding:

The Resolutions of the Ordinary and Extraordinary General Shareholders Meetings of MED LIFE S.A. from 23 April 2020

The resolutions are attached to this current report.

Mihail Marcu

**RESOLUTION OF THE
ORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.
No. 1 / 23.04.2020**

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. 1120/23.03.2020 and in the newspaper "Bursa", edition of 23.03.2020, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 78 of 23.03.2020,

Legally and statutory assembled on **23.04.2020**, 10:00 hours, on the first convening at the Company's administrative headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 1st District, by personal presence, as well as by expressing votes by correspondence, of a number of 20 shareholders owning a number of 16,548,655 shares with voting rights, representing 75.1687% of the total voting rights, respectively 74.7283% 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
approves

Mr. Vlad Sandulescu as secretary of the Meeting.

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 individual annual financial statements of the Company at 31.12.2019, 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

approves

The consolidated annual financial statements at 31.12.2019, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

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 discharge of management for the Board of Directors 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

approves

The revenue-expenditure budget and the business plan of the Company at individual level for the financial year 2020.

6. 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 revenue-expenditure budget and the business plan at consolidated level for the financial year 2020.

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

approves

Granting power or attorney to the Chairman of the Board of Directors of the Company to prepare and sign, in the name of the Company, in order to give effect to, as well as of registering any

documentation, giving any necessary affidavits and fulfilling any other formalities regarding the OGSM, i.e. publication formalities, paying any taxes, demanding and receiving any documentation issued by the competent authorities, as well as granting the right to delegate to another person the mandate given to perform the previously mentioned formalities.

This Resolution was drafted and signed in Bucharest, in 4 original copies, today, 23.04.2020.

**RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.
No. 1 / 23.04.2020**

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, 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. 1120/23.03.2020 and in the newspaper "Bursa", edition of 23.03.2020, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 78 of 23.03.2020,

Legally and statutory assembled on **23.04.2020**, 11:00 hours, on the first convening at the Company's administrative headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 16,548,655 shareholders owning a number of 20 shares with voting rights, representing 75.1687% of the total voting rights, respectively 74.7283% 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 approves

Mr. Vlad Sandulescu as secretary of the Meeting.

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 authorisation of the Company's Board of Directors in order to:

- a. **Negotiate with Banca Commerciale Romana S.A., acting as Agent and Lender, as well as with other entities that will participate in financing together with Banca Commerciale Romana S.A., the terms and conditions of the increase of the credit line granted by the Syndicated Loan Facility concluded on 24th September 2019, between 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. and Valdi Medica S.R.L., acting as Borrowers, up to a maximum threshold of Euro 110 million, the extension of the reimbursement of the existing facilities' period, the rearrangement of subsequent terms and conditions, the amendment of guarantees (the aforementioned agreement being referred to as the "Syndicated Loan Facility");**
 - b. **Negotiate with Banca Commerciale Romana S.A., as well as with other entities that will participate in the loan facility, together with Banca Commerciale Romana S.A., the terms and conditions of the amendments to the mortgage agreements by which the reimbursement of the credit line granted by the Syndicated Loan Facility has been guaranteed, concluded in order to confirm the guarantee of the obligations as per the increase.**
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

Granting power of attorney to the Company's Board of Directors in order to perform all necessary operations and/or procedures regarding implementing point 2 above.

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

To grant full power of attorney to the Chairman of the Board of Directors in order to draft and sign, on behalf of the Company, in order to enforce the present decisions and to register any and all kind of documents that are deemed necessary, including giving any necessary affidavits and fulfilling any formalities regarding the EGSM, 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.

This Resolution was drafted and signed in Bucharest, in 4 original copies, today, 23.04.2020.

**RESOLUTION OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
OF
MED LIFE S.A.
No. 2 / 23.04.2020**

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, 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. 1120/23.03.2020 and in the newspaper "Bursa", edition of 23.03.2020, as well as by transmitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by current report no. 78 of 23.03.2020,

Legally and statutory assembled on **23.04.2020**, 11:00 hours, on the first convening at the Company's administrative headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 1st District, by personal presence or by representation, as well as by expressing votes by correspondence, of a number of 16,548,655 shareholders owning a number of 20 shares with voting rights, representing 75.1687% of the total voting rights, respectively 74.7283% 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 approves

Mr. Vlad Sandulescu as secretary of the Meeting.

2. With a total number of 16,548,655 shares for which were casted valid votes, respectively with a number of 16,548,655 validly expressed votes, representing 74.7283% of the Company's share capital and 75.1687% of the voting rights attached to the shares representing the share capital of the Company, out of which 15,690,890 votes expressed "**for**" representing 94.8167% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 857,765 votes expressed "**against**" representing 5.1833% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 "**abstained**" votes approves

The authorisation of the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 1,770,000 own 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 1,770,000 own shares, acquired by the above mentioned method, will be offered to former or existing management members or to former or existing employees of some of the Company's subsidiaries.

3. With a total number of 16,548,655 shares for which were casted valid votes, respectively with a number of 16,548,655 validly expressed votes, representing 74.7283% of the Company's share capital and 75.1687% of the voting rights attached to the shares representing the share capital of the Company, out of which 15,690,890 votes expressed "**for**" representing 94.8167% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence, 857,765 votes expressed "**against**" representing 5.1833% of the total votes validly expressed in the Meeting by present or represented shareholders, respectively by the shareholders which voted by correspondence and 0 "**abstained**" votes approves

To grant full power of attorney to the Company's Board of Directors in order to execute all necessary operations and/or procedures, regarding the implementation of point 2 above. The Company's Board of Directors is dully authorized to decide upon changing the purpose of the treasury share buyback also, except for the case the new purpose might require the approval of the General Shareholders' Meeting.

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 date of 12.05.2020 as record date in order to identify all shareholders towards who the EGSM's decisions will be reflected upon, according to the legal applicable dispositions.

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

To grant full power of attorney to the Chairman of the Board of Directors in order to draft and sign, on behalf of the Company, in order to enforce the present decisions and to register any and all kind of documents that are deemed necessary, including giving any necessary affidavits and fulfilling any formalities regarding the EGSM, 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.

This Resolution was drafted and signed in Bucharest, in 4 original copies, today, 23.04.2020.