

MED LIFE S.A.

Registered Office: Bucharest, Calea Griviței, 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: 5,023,000 RON



No. 11/13 September 2017

CURRENT REPORT

Current report drafted according to the stipulations of Rule no. 1/2006 and Law no. 24/2017

Report Date: 13 September 2017

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

Registered Office: Bucharest, Calea Griviței, 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: 5,023,000 RON

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

Significant events to report :

Resolutions 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 regarding the capital market, of Regulation no. 1 of the Romanian National Securities Commission on issuers and operations with securities, MED LIFE S.A. informs the investors in regards to :

**the Resolutions of the Extraordinary General Meeting of Shareholders (EGMS)
from September 13, 2017**

The resolutions are attached to the present current report.

Mihail Marcu

Chief Executive Officer

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF
MED LIFE S.A.
No. 1 / 13.09.2017**

The extraordinary general meeting of the shareholders of Med Life S.A. (the "**Meeting**"), joint stock company governed under unitary system and functioning in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered before the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid share capital in amount of RON 5,023,000 (hereinafter the "**Company**"), legally and statutorily summoned, by virtue of art. 111 and art. 117 par. (1) of Law 31/1990 regarding companies, republished, of Law 24/2017, of art. 5 of the CNVM Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings of the shareholders of companies and of art. 10 of the Company's articles of association, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 2839 / 11.08.2017 and in the newspaper "Bursa", edition from 11.08.2017, as well as by transmitting the convening notice to the Bucharest Stock Exchange and towards the Financial Supervisory Authority by current report no. 8 dated 09.08.2017 and published on 10.08.2017,

Lawfully and statutorily gathered on the date of **13.09.2017**, 11:00 hours, during the first summons to the "Paris Gauche" salon within Hotel "Novotel", no. 37B Calea Victoriei, 1st District, Bucharest, by personal presence or by representative, as well as by expressing votes by correspondence, of a number of 32 shareholders owning a number of 16.299.485 shares with voting rights, representing 81,1243 % of the total voting rights, respectively 81,1243 % of the share capital of the Company.

DECIDES

1. With unanimity of votes validly expressed in the Meeting approves

The authorization of the Board of Directors of the Company to increase the share capital of the Company as follows:

1.1 Authorizing the Board of Directors of the Company to increase the share capital of the Company by cash contribution, with a maximum amount of 650,000 RON, through one or more issuances of new shares, without the total number of new shares exceeding 2,600,000, implicitly from the current value of 5,023,000 RON, up to the maximum amount of the share capital of 5,673,000 RON, for a period of 3 years from the date of the adoption of the decision of the EGSM.

1.2 Amending the Articles of Association of the Company by adding a new article after Article 9.4, numbered 9.5 with the following content:

"The Board of Directors is authorized, by no later than September 13th 2020, to increase the Company's share capital by a maximum of 650,000 RON by issuing a maximum of 2,600,000 new shares, in exchange for contributions in cash, if the increase of the share capital will be made by the Board of Directors to the maximum allowed the share capital to be increased from the value of 5,023,000 RON to the value of 5,673,000 RON (authorized social capital)."

1.3 Delegation to the Board of Directors of all attributions in respect of the decision on the increase of the share capital and the implementation of the share capital increase referred to in point 1.1, including but not limited to:

- a) depending on the market conditions, determining the moment of the increase of the share capital, as well as the extent to which, within the limits of the granted authorization, one or more increases of the share capital are made;
- b) establishing the details of the increase in shares, such as the number of shares to be issued, the issue price, the exercise of the right of preference, the issue price in the placement to third parties etc.;
- c) determining the way of placing the remaining unsubscribed shares in the exercise of the right of preference, the subscription mechanism and approving the details of the subscription procedure, including but not limited to the content of the subscription form, the documents that must accompany the subscription, the persons to whom the shares will be offered, the date of payment of the subscribed shares, the number rounding mechanism of shares;
- d) drawing up the prospectus for the increase, in accordance with applicable European and national legislation, and negotiating and contracting service providers who will assist the Company in the process of drawing up the prospectus and the related operations, the placement of new shares;
- e) the negotiation with/and contracting of the brokerage company that will assist the Company in the share issue process related to the increase of the share capital;
- f) carrying out all necessary or recommended formalities in connection with the implementation and registration of the share capital increase, including the drawing up and signing of any documents, the filing and receipt of any documents and information, the issuance of any statements and decisions, the representation of the Company before any institutions, For the purpose of implementing the share capital increase, including but not limited to: the Trade Registry, the Financial Supervisory Authority, the Central Depository SA, the Bucharest Stock Exchange S.A.;

- g) ascertain and validating the results of the subscription of the newly issued shares and the determining the method of placement of the remaining unsubscribed shares/cancellation of unsubscribed shares, if any;**
- h) approving the increase of the Company's share capital, within the limits of the valid subscriptions;**
- i) approval of the changes in the Company's Articles of Association as a result of the increase of the share capital;**
- j) updating the Articles of Association of the Company.**

2. With unanimity of votes validly expressed in the Meeting
approves

Empowering the Chairman of the Board of Directors to draw up and sign in the name and on behalf of the Company, to carry out and to perform and submit any documents and to make any necessary declarations for registration/filing of the decisions of the EGSM, in order to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents / documents issued by the Trade Registry Office and / or any other competent authority, and granting them the right to delegate to another person the mandate to carry out the abovementioned formalities.

3. With unanimity of votes validly expressed in the Meeting
approves

The date of 29.09.2017 as the record date for the identification of the shareholders to which the effects of the decisions of the EGSM shall apply in accordance with the applicable law.

The hereby Decision has been drafted and signed in Bucharest, in 4 (four) original counterparts, each having a number of 4 pages, today 13.09.2017.

Meeting President

Mihail Marcu

Meeting Secretary

Cristina Tudoras

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF
MED LIFE S.A.
No. 2 / 13.09.2017**

The extraordinary general meeting of the shareholders of Med Life S.A. (the "**Meeting**"), joint stock company governed under unitary system and functioning in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered before the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid share capital in amount of RON 5,023,000 (hereinafter the "**Company**"), legally and statutorily summoned, by virtue of art. 111 and art. 117 par. (1) of Law 31/1990 regarding companies, republished, of Law 24/2017, of art. 5 of the CNVM Regulation no. 6/2009 regarding the exercise of certain rights of the shareholders within the general meetings of the shareholders of companies and of art. 10 of the Company's articles of incorporation, by publishing the convening notice in the Romanian Official Gazette, Part IV no. 2839 / 11.08.2017 and in the newspaper "Bursa", edition from 11.08.2017, as well as by transmitting the convening notice to the Bucharest Stock Exchange and towards the Financial Supervisory Authority by current report no. 8 dated 09.08.2017 and published on 10.08.2017,

Lawfully and statutorily gathered on the date of **13.09.2017**, 11:00 hours, during the first summons to the "Paris Gauche" salon within Hotel "Novotel", no. 37B Calea Victoriei, 1st District, Bucharest, by personal presence or by representative, as well as by expressing votes by correspondence, of a number of 32 shareholders owning a number of 16.299.485 shares with voting rights, representing 81,1243 % of the total voting rights, respectively 81,1243 % of the share capital of the Company.

DECIDES

1. With a total number of 16.299.485 shares for which valid votes were expressed, respectively 16.299.485 voting rights validly expressed, representing 81,1243% of the Company's share capital and 81,1243 % of the voting rights attached to the shares representing the share capital of the Company, out of which 15.249.515 votes "for" representing 93,5583 % of the total number of votes held by attending shareholders, represented shareholders or those that have expressed their vote by correspondence in the Meeting, 1.049.970 votes "against" representing 6,4417 % of the total number of votes held by attending shareholders, represented shareholders or those that have expressed their vote by correspondence in the Meeting and 0 "abstains" representing 0 % of the total number of votes held by attending shareholders, represented shareholders or those that have expressed their vote by correspondence in the Meeting

approves

A bond issuance as follows:

- 1.1 Approval of the issuance by the Company of unsecured, non-convertible and unsubordinated, dematerialized corporate bonds with a maximum nominal value of 274,200,000 RON, in a dematerialized form, denominated in RON, with a fixed interest rate of maximum 4.9% per annum and a maturity of maximum 7 year to be offered to investors in Romania and/or other jurisdictions through private placement or through a public offer. The issue of the bonds can be made, depending on the market conditions and the financing needs of the Company, in a single issue or through several issues, within an offering programme.**
- 1.2 Approval of admission to trading of bonds within the Regulated Market of Corporate Bonds (Main Segment) operated by the Bucharest Stock Exchange S.A. (BSE).**
- 1.3 Empowering the Board of Directors of the Company to execute all operations and/or procedures relating to the implementation of paragraphs 1.1 and 1.2 above and the completion of one or more bond issue, subject to the terms and conditions approved by the EGSM, including but not limited to:**
 - a) establishing the final terms and conditions of the issue of bonds (including the final issue, interest, maturity, and face value per bond) subject to the maximum limits on the terms and conditions of the expressly approved bonds under point 1.1 above;**
 - b) establishing the structure of the bond issue, i.e. whether it will be made in one tranche or in several tranches, depending on the needs of financing the Company's projects and market conditions;**
 - c) drawing up, where appropriate (i) the prospectus or (ii) the base prospectus and the final terms, for admission to trading of the bonds in accordance with applicable European and national legislation and negotiating and contracting service providers that will assist the Company in the process of drawing up the prospectus and the related operations;**
 - d) establishing the date of commencement of bond issuance, the placement method and subscription procedures, depending on the Company's financing needs;**
 - e) the negotiation with and contracting of the brokerage company that will assist the Company in the bond issue and placement process as well as in the process of admission to trading within the Main Segment administered by BSE;**
 - f) the adoption of any decision, the conclusion of all contracts, the payment of any fees or commissions, the approval of all documents and the issuance of any necessary or advisable statements for the preparation and implementation of bond issues and their admission to trading within the Main Segment Managed by BSE;**

- g) the negotiation, approval and signing of any documents required to be concluded/submitted with the entities involved in the issuance and admission to trading procedure of the bonds, but not limited to the BSE, the Financial Supervisory Authority and the Central Depository S.A.;**
- h) the approval of any updates/modifications to the contents of bond documents and annexes, if necessary, complying within the maximum limits of the expressly approved bonds by EGSM in paragraph 1.1 of the agenda, and their submission to any relevant competent authority, if necessary;**
- i) Conduct all required legal formalities and sign all necessary documents, including the empowerment of one and / or several persons, in order to carry out the decisions taken within the EGSM.**

2. With unanimity of votes validly expressed in the Meeting approves

Empowering the Chairman of the Board of Directors to draw up and sign in the name and on behalf of the Company, to carry out and to perform and submit any documents and to make any necessary declarations for registration/filing of the decisions of the EGSM, in order to carry out any other formalities, such as publication, including payment of any fees, to request and receive any documents / documents issued by the Trade Registry Office and / or any other competent authority, and granting them the right to delegate to another person the mandate to carry out the abovementioned formalities.

3. With unanimity of votes validly expressed in the Meeting approves

The date of 29.09.2017 as the record date for the identification of the shareholders to which the effects of the decisions of the EGSM shall apply in accordance with the applicable law.

The hereby Decision has been drafted and signed in Bucharest, in 4 (four) original counterparts, each having a number of 4 pages, today 13.09.2017.

Meeting President

Mihail Marcu

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