

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: 5,023,000 RON



No. 23/9 January 2018

CURRENT REPORT

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

Report Date: 9 January 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: 5,536,270.50 RON

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

Significant events to report :***Decision of the Board of Directors 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 Decision of the Board of Directors of MED LIFE S.A.

from January 9, 2018

The decision is attached to the present current report.

Mihail Marcu

Chief Executive Officer

**Decision of the Board of Directors of MED LIFE S.A.
no. 1 of 09.01.2018**

The Board of Directors of **MED LIFE S.A.**, a joint stock company managed in a one tier system, operating in accordance with Romanian law, with registered seat in Romania, Bucharest, Calea Griviței no. 365, district 1, registered with the Bucharest Trade Registry under no. J40/3709/1996, sole identification code 8422035 (referred to hereinafter as the "**Company**" or "**Med Life**"), legally and statutorily convened, on the basis of art. 141 of Companies Law no. 31/1990, as further republished and amended ("**Companies Law**") and of art. 16.1 of the Company's Articles of Association (the "**Meeting**"),

legally and statutorily assembled on the basis of art.16.3 and 16.5 of the Company's Articles of Association, today, 09.01.2018, at 10:00 hours, at the registered seat of the Company located in Calea Griviței no. 365, district 1,

In attendance of all seven members of the Company's Board of Directors, namely:

- (i) Mr. **Mihail Marcu**,
- (ii) Mrs. **Ana Maria Mihăescu**,
- (iii) Mr. **Dorin Preda**,
- (iv) Mr. **Nicolae Marcu**,
- (v) Mr. **Marius Leonard Gherghina**,
- (vi) Mr. **Ion Nicolae Scorei**,
- (vii) Mr. **Dimitrie Pelinescu-Onciul**,

On the basis of the following:

1. General shareholders meeting resolution no. **1** of **13.09.2017** published in the Official Gazette no. **3394** of **19.09.2017** (the "**EGSM Resolution**"), by way of which:
 - 1.1. The Company's Board of Directors has been authorised to increase the share capital of the Company by cash contribution, with the maximum amount of 650,000 RON, through one or more issuances of new shares, provided that the total number of new shares does not exceed 2,600,000 shares, from the current amount of 5,023,000 RON to the maximum amount of the share capital of 5,673,000 RON, for a period of 3 years as of the adoption of the EGSM Resolution,
 - 1.2. The Company's Board of Directors has been delegated all duties with respect to the share capital increase decision and to the implementation of the share capital increase as referred in 1.1. above, including the drawing up of the offering prospectus for the share capital increase, the acknowledgement and validation of the actual results of the share capital increase and the corresponding amendment to the Company's Articles of Association;

2. The decision of the Board of Directors **no. 1** of **11.10.2017** published in the Official Gazette no. **3918** of **16.10.2017** (the "**BoD Decision**") by way of which it was decided to increase the share capital of the Company by cash contribution paid in RON, with a maximum amount of 650,000 RON, from the current amount of 5,023,000 RON to the maximum amount of 5,673,000 RON, through the issuance of a maximum number of 2,600,000 new shares (the "**Share Capital Increase**"), as follows:
 - 2.1. Offer of the new shares for subscription, through the exercise of the pre-emption rights, to the shareholders registered in the shareholders registry of the Company at the record date 27.10.2017 set for the Share Capital Increase;
 - 2.2. Offer of the newly issued shares remained unsubscribed by exercising the pre-emption rights for subscription in a private placement, *i.e.* a public offering exempted from the obligation to draw up and publish a prospectus, in accordance with the provisions of art. 16 par. (3) let. (a) of Law 24/2017 and art. 15 par. (1) of CNVM Regulation no. 1/2006 (the "**Private Placement**");
3. Closing of the period during which the pre-emption rights could be exercised in the share capital increase, the duration of which was 16 November 2017 – 18 December 2017;
4. Decision of the Board of Directors **no. 1** of **18.12.2017** approving the Private Placement.
5. The Private Placement of the shares unsubscribed during the subscription period for the exercise of the pre-emption rights in the Share Capital Increase closed on 19 December 2017;
6. Decision of the Board of Directors **no. 1** of **19.12.2017** approving: (a) the price for each share sold in the Private Placement and (b) the final price for each share subscribed during the period for the exercise of the pre-emption rights based on the proportionate disclosure prospectus approved by the Financial Supervisory Authority by way of decision no. 1617 of 15.11.2017;
7. Decision of the Board of Directors **no. 1** of **22.12.2017** by which were acknowledged and validated the actual results of the Share Capital Increase, respectively the increase of the Share Capital of the Company by a nominal value of 513,270.5 RON from 5,023,000 RON to 5,536,270.5 RON, representing a number of 2,053,082 new shares, each with a nominal value of 0.25 RON per share;
8. The new share capital of the Company amounts to 5,536,270.5 RON, divided into a number of 22,145,082 shares;
9. The registration of the Share Capital Increase with the National Office of Trade Registry attached to the law court of Bucharest;

decides, by unanimously voting "in favour", as a result of finalisation of the Share Capital Increase, the following:

1. On the basis of Article 129² of NSC Regulation 1/2006:

- i) Approval of 10.01.2018, as record date for identifying the investors to which the rights resulted from the Share Capital Increase shall apply ("**Record Date**");
 - ii) Approval of 11.01.2018, as payment date, date when the new shares issued under the Share Capital Increase will be credited to the accounts of the investors who have acquired shares within the Share capital Increase ("**Payment Date**").
2. Empowerment of the legal representatives of the Company to, jointly or severally, draw up, amend, sign, complete, submit, apply for, receive any document, contract, arrangement, addendum, application and to carry out any act or formality necessary for the implementation of this Decision.

This Decision was adopted today, 09.01.2018, in 3 original copies, each copy having 4 pages.

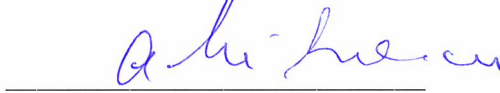
Mihail Marcu

Chairman of the Board of Directors



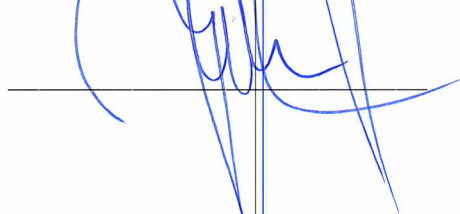
Ana Maria Mihăescu

Member of the Board of Directors



Dorin Preda

Member of the Board of Directors



Marius Leonard Gherghina

Member of the Board of Directors



Nicolae Marcu

Member of the Board of Directors



Dimitrie Pelinescu-Onciul
Member of the Board of Directors



Ion Nicolae Scorei
Member of the Board of Directors