# ACTION BY UNANIMOUS WRITTEN CONSENT of the BOARD OF DIRECTORS of MILESTONE MEDICAL INC. (a Delaware Corporation)

## PURSUANT TO SECTION 141(f) OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned, being all the Directors (the "Board") of Milestone Scientific Inc. (the "Corporation") hereby take the following actions and adopt the following resolutions:

**RESOLVED**, that the annual meeting of stockholders for the fiscal year ended December 31, 2016 (the "Annual Meeting") be held on May 23, 2017 at such time and place as is designated by Mr. Leonard Osser, Chief Executive Officer of the Corporation, as a committee of this Board;

and be it further

**RESOLVED**, that the close of business on March 31, 2017 be fixed as the record date (the "Record Date") for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting and at any adjournment or postponement thereof;

and be it further

**RESOLVED,** that the following three nominees be submitted to the stockholders at the Annual Meeting for election as directors:

- Leonard Osser:
- Zhu Yun; and
- Martin S. Siegel.

#### and be it further

**RESOLVED**, that upon the approval and recommendation of the Audit Committee of the Board, Friedman LLP is hereby approved and ratified as the Corporation's independent auditors for the 2017 fiscal year, subject to advisory approval by the Corporation's stockholders, which shall be sought at the Annual Meeting;

#### and be it further

**RESOLVED**, that the agenda for the Annual Meeting shall include the following proposals, which shall be as set forth in the notice to stockholders of the Annual Meeting:

- 1. To elect three directors to the Board to serve until the next annual meeting of stockholders or until their respective successors have been elected and qualified;
- 2. To obtain advisory approval of the appointment of Friedman LLP as the Corporation's independent auditors for the 2017 fiscal year; and

3. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof;

#### and be it further

**RESOLVED**, that Messrs. Leonard Osser and Joseph D'Agostino, or either one of them acting in the absence of the other, be and hereby are designated proxies, with full power of substitution, to vote all shares of Common Stock of the Corporation represented by proxies duly signed and delivered by holders of the Common Stock, in the manner therein specified for voting at the Annual Meeting, and at any and all adjournments thereof;

#### and be it further

**RESOLVED**, that Mr. Joseph D'Agostino be, and hereby is appointed Inspector of Election for the purpose of ascertaining the presence of a quorum, and counting the votes cast for and against each proposal presented to the stockholders of the Corporation at the Annual Meeting, and the Chief Executive Officer of the Corporation is hereby authorized, empowered and directed to appoint such other person or persons, as he may deem necessary or appropriate, as alternate Inspector of Election in the event the aforesaid designated person is unable to serve as such;

#### and be it further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and empowered to execute, file and deliver the Annual Meeting materials and such other agreements, instruments, documents, forms and certificates necessary, proper or advisable in order to carry out the purposes and intent of the foregoing resolutions and that all of the acts and deeds of the officers of the Corporation prior and subsequent to the date hereof that are consistent with the purposes and intent of the foregoing resolutions be, and the same hereby are, in all respects, ratified confirmed, approved and adopted as the valid and duly authorized acts and deeds of the Corporation;

#### and be it further

**RESOLVED**, that this consent may be executed in any number of counterparts, each of which shall constitute an original but all of which taken together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS ON THE NEXT PAGE]

### SIGNATURE PAGE TO THE UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

Dated: March 21, 2017

/s/ Leonard Osser
Leonard Osser
/s/ Zhu Yun
Zhu Yun
/s/ Martin S. Siegel
Martin S. Siegel