**Correspondence voting ballot**

 **for legal person shareholders**

**for the Extraordinary General Shareholder Meeting (EGSM)**

**of Med Life S.A.**

**of 15.12.2020/16.12.2020**

The undersigned………………………….. an entity incorporated and operating under the laws of ...................................... having its registered office in .........................., registered with ………………………………….. under no. ............................., legally represented by ...................................... identified with identity card/ passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ........................, with domicile in................................................................... (the "**Shareholder**")

*(Drafting note: the blanks below regarding the representative shall be filled in only to the extent that the ballot of voting by correspondence is exercised by the representative)*

Represented by

.............................................................., .............................. citizen, born in ..................................................., on .............................................................., identified with ID card / passport series .........................................., no. ......................, issued by ..................................................., on ..........................................., personal identification number .............................................................., domiciled in ........................................................ based on the special/general power of attorney no........... of .............................. (the "**Representative"**)

**OR**

............................................................................. entity incorporated and operating in accordance with laws of ………………., with its headquarters in ……………………………………………………………………………………, registered with the Trade Registry/ similar entity for non-resident legal persons under no. ……………………., sole registration code/equivalent registration number for non-resident legal persons ……………………….., legally represented by ……………………………………….. based on the special/general power of attorney no........... of .............................. (the "**Representative"**);

*WHEREAS* the extraordinary general shareholders meeting of Med Life S.A., a joint stock company managed by one-tier system and operating under the laws of Romania, having its registered office in Romania, Bucharest, 365 Calea Grivitei, district 1, registered with the Bucharest Trade Registry Office under no. J40/3709/1996, sole registration code (CUI) 8422035, with a subscribed and paid up share capital of RON 5,536,270.5 (the "**Company**") has been held on the first convening on **15.12.2020**, **11:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx bulding ,1st District, and, if applicable, on the second calling, if the meeting cannot be held on the first convening, on **16.12.2020**, at 11:00 a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx bulding ,1st District ("**EGSM**"),

*WHEREAS*, on **07.12.2020** (the *Reference Date*), the undersigned was registered in the Company's shareholders' registry as shareholder, holding a number of ………….. shares issued by the Company, representing ……….% of the total number of shares issued by the Company, granting the right to …………….voting rights, representing ……..% of the total voting rights in the EGSM,

*WHEREAS,* the agenda of the EGSM was published in the convening notice and the informative materials and documentation related to the agenda have been made available,

**by the present correspondence voting ballot, I hereby express my vote related to the items included on the EGSM agenda, as follows:**

1. The approval of the share capital increase with the amount of RON 27,681,352.50 from the current value of RON 5,536,270.5 to the amount of RON 33,217,623 by issuance of a number of 110,725,410 new shares with a nominal value of RON 0.25/share (the “**Share Capital Increase**”). The Share Capital Increase shall be accomplished by incorporation of reserves and the newly issued shares shall be allocated freely to the shareholders of the Company registered in the shareholders’ register held by Depozitarul Central – S.A. on the date of 04.01.2021, established as registration date (the “Registration Date”). Each shareholder registered in the shareholders’ registry held by Depozitarul Central S.A. on the Registration Date shall receive at no cost or charge a number of 5 newly issued shares for each share held at the Date of Registration.

The Share Capital Increase shall be performed to support the Company’s current activity.

**For [ ]  Against [ ]  Abstained [ ]**

2. Approval of the amendment of the Company’s Articles of Incorporation pursuant to the Share Capital increase as follows:

Points 4.1 and 4.2 of Article 4 Share capital and shares from the Company’s Articles of Incorporation shall be amended and shall have the following content:

*“4.1. The Company’s share capital in amount of RON 33,217,623, fully subscribed and paid for as follows:*

*a. In cash: RON 32,210,123 and USD 362,161.10;*

*b. In kind: RON 2,935.50.*

*4.2. The share capital is divided into 132,870,492 shares, with a nominal value of RON 0.25/share.”*

**For [ ]  Against [ ]  Abstained [ ]**

3. The empowerment of the Company’s Board of Directors to conduct the Share Capital Increase, as well as to draft and to sign any and all documents necessary for the Share Capital Increase, including to update the Company’s Articles of Incorporation;

**For [ ]  Against [ ]  Abstained [ ]**

4. Approval of the date of 04.01.2021, as Registration Date to identify the shareholders onto which the effects of the EGSM decision are manifested, including the right to benefit from the free shares that are to be issued pursuant to the Share Capital Increase;

**For [ ]  Against [ ]  Abstained [ ]**

5. Approval of the date of 30.12.2020 as ex date, date on which the Company’s shares are traded without the rights that derive from EGSM;

**For [ ]  Against [ ]  Abstained [ ]**

6. Approval of the date of 05.01.2021 as the date of payment for free shares to be issued within the Share Capital Increase.

**For [ ]  Against [ ]  Abstained [ ]**

7. The empowerment of Mr Mihai Marcu, acting as Chairman of the Company’s Board of Directors to perform the legal formalities that are mandatory in view of fulfilling the publicity requirements for the resolutions adopted by EGSM on the date of 15.12.2020 or 16.12.2020, as well as granting them the right to delegate to another individual the mandate to perform the previously mentioned formalities.

**For [ ]  Against [ ]  Abstained [ ]**

 *(Note: please cast your vote by checking with an "X" one of the boxes for options* *"For", "Against" or "Abstained". If more than one option is checked with an "X" or if no option is checked, that vote is deemed null and void*.)

The present voting by correspondence ballot:

1. Is valid only for the EGSM on 15 December 2020, and if the case may be, for the second convening of the same EGSM on 16 December 2020, 11:00 a.m. (Romanian time zone);
2. The deadline for its registration with the Company, in paper format or by e-mail (as specified under Law no. 455/2001 regarding digital signature) is 13 December 2020, 09:00 a.m. (Romanian time zone);
3. Is drafted in 2 originals, of which: one original will be kept by the Shareholder/ its Representative, and one original will be registered/transmitted to the Company's registered office in Bucharest, 365 Grivitei Way, CEx Building, 1st District, in a sealed envelope, accompanied by the written indication, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 15th/16th December 2020"** or by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 regarding digital signature, sent to investors@medlife.ro, with the subject caption "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 15th/16th December 2020**".

I hereby attach to the present voting by correspondence ballot:

1. Copy of the identification document of the legal representative of the Shareholder (ID card for Romanian citizens or passport for foreign citizens);
2. Ascertaining Certificate of the Shareholder, in original or certified true copy, issued by the Trade Registry, in its validity term, or any other document, in original or certified true copy, issued by a competent authority of the state of origin, in its validity term;
3. Only in case of ballot for voting by correspondence exercised by a Representative, a copy of the identification document of the individual Representative (ID card for Romanian citizens or passport for foreign citizens). If the Representative is a legal person, I hereby also attach **a)** the ascertaining certificate for the Representative, in original or certified true copy, issued by the Trade Registry, in its validity term, or any other document, in original or certified true copy, issued by a competent authority of the state of origin, in its validity term, and **b)** a copy of the identification document of the legal representative (ID card for Romanian citizens or passport for foreign citizens) of the Representative.

**DATE.........................................**

**LEGAL NAME OF THE SHAREHOLDER ………………………….........................**

**NAME AND SURNAME / NAME REPRESENTATIVE…………………...............** *(if the case)*

**LEGAL REPRESENTATIVE SIGNATURE .....................................**

*(Drafting note: to be signed by the Shareholder's legal representative or, as the case may be by the Representative)*