**Correspondence voting ballot**

 **for individual shareholders**

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

**of Med Life S.A.**

**dated 23.04.2020/24.04.2020**

The undersigned ...................................... identified by ID card / passport series ......... no. ........................ issued by ........................ on ........................, personal identification number ………........................., domiciled in .................................................................... (the "**Shareholder**")

1. *(Note: the blanks below regarding the representative shall be filled only to the extent that the correspondence voting ballot is exercised by representative)*

Represented by

.............................................................., .............................. citizen, born at ..................................................., on .............................................................., identified with identity 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, with its registered office in ……………………………………………………………………………………, registered with 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 a 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 **23.04.2020**, **11:00** a.m. (Romanian time zone), or, in case the extraordinary general shareholders’ meeting will not be held on the first convening, on 24.04.2020 (the second convening), **11:00 a.m.** (Romanian time zone) at the Company’s headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 1st District ("**EGSM**"),

*WHEREAS*, on **14.04.2020** (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. **Choosing the secretary of the meeting.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Proposed Person\*** | **Vote** | **Vote** | **Vote** |
| Săndulescu Vlad | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |
|  | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |
|  | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |

\**the column „Proposed person” will be filled in by the Company, depending on the shareholders’ proposals, according to the procedure set forth in the convening notice. The person already mentioned in the present column is a shareholder of the Company and is proposed by the Company’s Board of Directors.*

*Note: Please express your vote regarding one person only. Indicate your vote by marking an „X” in one of the boxes „For”, „Against” or „Abstained”. In case more than one person is marked or there are more than one „X” marks or no option marked, the vote for that point will be deemed void.*

1. **Authorizing the Company’s Board of Directors in order to:**
	1. **Negotiate with Banca Comerciala Romana S.A., acting as Agent and Lender, as well as with other entities that will participate in financing together with Banca Comerciala 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”);**
	2. **Negotiate with Banca Comerciala Romana S.A., as well as with other entities that will participate in the loan facility, together with Banca Comerciala 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.**

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

1. **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.**

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

1. **Authorising 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.**

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

1. **Granting 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 4 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.**

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

1. **Granting 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.**

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

1. **Approving the date 12.05.2020 as record date in order to identity all shareholders towards who the EGSM’s decisions will be reflected upon, according to the legal applicable dispositions.**

**Pentru [ ]  Împotrivă [ ]  Abținere [ ]**

 *(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 23 April 2020, and if the case, for the second convening of the same EGSM on 24 April 2020, at 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 21 April 2020, at 09:00 a.m. (Romania time zone);
3. Is drafted into 2 originals, out of which: one copy will be held by the Shareholder/its Representative, and one copy is registered/transmitted to the Company's registry office in Bucharest, 7A Grigore Manolescu st., 1st District, Enel Building, main floor, room 6, in a sealed envelope, with a written notice, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 23TH/24TH APRIL 2020"** or by e-mail bearing an extended digital signature, according to 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 23TH/24TH APRIL 2020**".

I hereby attach to the present correspondence ballot:

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

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

**NAME AND SURNAME SHAREHOLDER ………………………….........................**

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

**Shareholder/Representative signature .....................................**

*(Drafting note: to be signed by the Shareholder or, as the case may be, by the shareholder’s Representative)*