**Correspondence voting ballot**

 **for legal person shareholders**

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

**of Med Life S.A.**

**of 23.07.2019/24.07.2019**

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 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 of ………………., with registered seat 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 ordinary general shareholders meeting of Med Life S.A., a joint stock company managed in 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 Trade Registry adjoined to Bucharest Tribunal 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 convened on the first calling on **23.07.2019**, **10:00** a.m. (Romania time zone), in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, 3rd floor, CEX room, and, if applicable, on the second calling, if the meeting cannot be held in the first calling, on **24.07.2019**, at 10:00 a.m. (Romania time), in Bucharest, Grigore Manolescu no. 7A, 1st District, Enel Building, 3rd floor, CEX room ("**EGSM**"),

*WHEREAS*, on **15.07.2019** (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 supporting documents and information on the agenda are available for consultation,

**by this correspondence voting ballot, I express my voting rights for the items included on the agenda of the EGSM, as follows:**

1. Authorization of the Company’s Board of Directors to:
	1. Negotiate with Banca Comerciala Romana S.A., 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 limit granted based on the Syndicated Loan Credit Facility concluded on October 31st 2018, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica de Diagnostic Rapid S.A., acting as Original Borrowers and Banca Comerciala S.A., acting as Agent and Lender, BRD - Groupe Société Générale S.A., Raiffeisen Bank S.A and Banca Transilvania S.A. acting as Lenders, up to a maximum threshold of Euro 90 million, extension of the duration for reimbursement of existing facilities, rearrangement of subsequent terms and conditions, amendment of collaterals (the agreement thus modified being referred to as the “Credit Agreement”);
	2. Negotiate with Banca Comerciala Romana S.A., as well as with other entities that with participate in financing together with Banca Comerciala Romana S.A. the terms and conditions of adhering to the Credit Agreement as borrowers of the following companies that are part of the Company’s group of companies: (i) Clinica Polisano S.R.L.; (ii) Dent Estet Clinic S.A.; (iii) Genesys Medical Clinic S.R.L.; (iv) Centrul Medical SAMA S.A. (these companies, together with the Original Borrowers, being jointly referred to as the “Borrowers”);
	3. Negotiate: (i) the structure to guarantee the obligations undertaken by the Company and the other Borrowers based on the Credit Agreement, including by undertaking joint collateral obligations between each of the Company and Borrowers, for the entire amount granted based on the Credit Agreement; as well as (ii) the terms and conditions for mortgage agreements by which the obligations of reimbursement of the financing granted based on the Credit Agreement shall be guaranteed.

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

1. Granting the power of attorney to the Company’s Board of Directors in view of performing all the necessary and useful operations and/or procedures regarding implementation of point 1 above.

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

1. Granting the power of attorney to the President of the Company’s Board of Directors to draft and sign, in the Company’s name, to carry out and to submit any documents, as well as to grant any statements that are necessary and to fulfil any formalities, such as those of publicity, including to pay any taxes, to request and to receive and documents/deeds issued by any competent authorities, as well as granting the right to delegate to another person the mandate for 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 "X" or if no option is checked, that vote is deemed null and void*.)

This voting by correspondence ballot:

1. Is valid only for the EGSM of 23 July 2019, and if the case may be, for the second calling of the same EGSM of 24 July 2019, at 10:00 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 on digital signature) is 21 July 2019, at 08:00 a.m. (Romania time zone);
3. Is prepared in 2 original copies, of which: one copy stays with the Shareholder/Representative, and one copy is submitted / transmitted to the Company's registry office from 7A Grigore Manolescu st., Enel Building, main floor, room no. 6, Bucharest, 1st District, postal code 011233, in sealed envelope, accompanied by the clear indication, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 23rd/24th JULY 2019"** or by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 on digital signature at investors@medlife.ro, with the subject caption "**FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 23rd/24th JULY 2019**"

I hereby attach to this voting by correspondence ballot:

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