**Correspondence voting ballot**

 **for legal person shareholders**

**for the Ordinary General Shareholder Meeting (OGSM)**

**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 ordinary 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**, **10:00** 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 10:00 a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx bulding ,1st District ("**OGSM**"),

*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 OGSM,

*WHEREAS,* the agenda of the OGSM 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 OGSM agenda, as follows:**

1. The appointment of 7 (seven) members of the Company’s Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company’s Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors’ mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.

**The voting option for the above mentioned item on the agenda shall be cast in Annex 1 to this correspondence voting ballot - Correspondence voting ballot– secret ballot as per item 1 on the agenda.**

*Note: (i) If the correspondence voting ballot will be sent via post mail / courier service or will be registered at the Company’s headquarters, Annex 1 related to the secret ballot shall be printed separately and included in a separate, sealed envelope, marked with the mention: 'Secret Ballot" and it shall accompany the correspondence voting ballot, in the same envelope with which the correspondence voting ballot will be registered / sent; (ii) If the correspondence voting ballot will be transmitted via electronic mail, Annex 1 related to the secret ballot shall be attached to the e-mail, in a separate document entitled: "Secret Ballot".*

2. The empowerment of the Chairman of the Company’s Board of Directors to sign, in the Company’s name and on its behalf, the director agreements that shall be concluded by the Company with the appointed directors as per point 1 to carry out their activity as members of the Board of Directors and empowerment of the Vice-Chairman of the Board of Directors to sign the director agreement that shall be concluded by the Company with the President of the Board of Directors.

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

1. Approval the remuneration of the members of the Board of Directors for the entire duration of the new mandates granted as per point 1 above, as follows: (i) the RON equivalent of the net amount of EUR 5,000/month for each member of the Board of Directors save for the president and (ii) the RON equivalent of the net amount of EUR 7,000/month for the Chairman of the Board of Directors.

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

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

**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 OGSM on 15 December 2020, and if the case may be, for the second convening of the same OGSM on 16 December 2020, 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 regarding digital signature) is 13 December 2020, 08:00 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 bulding ,1st District, in a sealed envelope, accompanied by the written indication, in capital letters, "**FOR THE ORDINARY 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 ORDINARY 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.
4. Secret Ballot

**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)*

**ANNEX 1 – Correspondence voting ballot – Secret Ballot**

**as per point 1 on the agenda**

1. The appointment of 7 (seven) members of the Company’s Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company’s Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors’ mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.
	1. **Mr. Mihail Marcu;**

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

* 1. **Mr. Nicolae Marcu;**

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

* 1. **Mr. Dorin Preda;**

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

* 1. **Mr. Dimitrie Pelinescu Onciul;**

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

* 1. **Mrs. Ana Maria Mihaescu;**

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

* 1. **Mr. Ovidiu Fer;**

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

* 1. **Mr. Voicu Cheta;**

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

* 1. **Mr. Stefan-Alexandru Frangulea;**

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

*Note: please cast your vote by checking with an "X" one of the boxes for options "For", "Against" or "Abstained" for each of the candidates proposed. If more than one option is checked with an "X" for one candidate, that vote is deemed null and void. Considering there are more than 7 (seven) proposals, if the vote is casted "FOR" for more than 7 (seven) candidates, the vote is deemed null and void. Also if no option is checked with an "X" the vote is deemed null and void.*

*Note: This Annex will not take effect unless it will accompany the correspondence voting ballot mentioned above. (i) If the correspondence voting ballot will be sent via post mail / courier service or will be registered at the Company’s headquarters, Annex 1 related to the secret ballot shall be printed separately and included in a separate, sealed envelope, marked with the mention: 'Secret Ballot" and it shall accompany the correspondence voting ballot, in the same envelope with which the correspondence voting ballot will be registered / sent; (ii) If the correspondence voting ballot will be transmitted via electronic mail, Annex 1 related to the proceeding to the secret ballot shall be attached to the e-mail, in a separate document entitled: "Secret ballot".*

**Date.........................................**

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

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

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

**Signature .....................................**

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