**Correspondence voting ballot**

 **for legal person shareholders**

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

**of Med Life S.A.**

**of 22.04.2019/23.04.2019**

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 **22.04.2019**, **10:00** a.m. (Romania time zone), at "Paris Rive Gauche" Hall in "Novotel" Hotel, located in Bucharest, 37B Calea Victoriei street, district 1, and, if applicable, on the second calling, if the meeting cannot be held in the first calling, on **23.04.2019**, at 10:00 a.m. (Romania time), at "**Paris Rive Gauche**" Hall in "Novotel" Hotel, located in Bucharest, 37B Calea Victoriei street, district 1 ("**OGSM**"),

*WHEREAS*, on **12.04.2019** (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 OGSM,

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

1. Approval of individual annual financial statements of the Company on 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

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

1. Approval of the consolidated annual financial statements at 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

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

1. Approval of the discharge of management for the Board of Directors for the financial year 2018.

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

1. Approval of the income and expenses budget and the Company’s activity program at individual level for the financial year 2019.

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

1. Approval of the remuneration of the members of the Board of Directors, for the entire period of the ongoing mandates as follows (i) the RON equivalent of the amount of EUR 5,000/month net for each member of the Board of Directors, except for the chairman and (ii) the RON equivalent of the amount of EUR 7,000/month net for the chairman of the Board of Directors.

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

1. Approval of the aggregate amount of RON 8,800,000 per year as general limit for (i) all supplementary remunerations which can be granted to the members of the Board of Directors and (ii) all the remunerations of the executive managers of the Company.

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

1. Approval of the income and expenses budget and the activity program at consolidated level for the financial year 2019.

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

1. Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2019 and 2020. The duration of the financial audit agreement shall be of 2 years.

**The voting option for the above mentioned point on the agenda will be marked in Annex 1 to this correspondence voting ballot - Proceeding to the secret correspondence vote as per point 8 on the agenda.**

1. Granting the power of attorney to Mr Mihail Marcu, acting as President of the Board of Directors of the Company to perform the legal formalities required in view of fulfilling the publicity conditions of the decisions adopted by the OGMS from the date of 22.04.2019 or 23.04.2019, as well as granting them the right to delegate to another person 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 "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 OGSM of 22 April 2019, and if the case may be, for the second calling of the same OGSM of 23 April 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 20 April 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 222 Calea Victoriei street, postal code 010093, in sealed envelope, accompanied by the clear indication, in capital letters, "**FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 22TH/23TH APRIL 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 22TH/23TH APRIL 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)*

**ANNEX 1 – PROCEEDING TO THE SECRET CORRESPONDENCE VOTE**

as per point 8 on the agenda

1. Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2019 and 2020. The duration of the financial audit agreement shall be of 2 years.

**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*.)

*(Note: The present Annex will not take effect unless it will accompany the correspondence voting ballot mentioned above. If the correspondence voting ballot will be sent via post mail / courier service or will be registered at the Company’s registered office, Annex 1 related to the secret voting will be printed separately and included in a separate, sealed envelope, marked with the mention: “Proceeding to the secret vote.” and it will accompany the correspondence voting ballot, in the same envelope with which the correspondence vote 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 vote will be attached to the e-mail, in a separate document entitled: “Proceeding to the secret vote.” The Company will consider the casted vote valid even when the formalities for keeping the cast vote secret are not fulfilled, subject to casting one voting option and submitting this Annex together with the above correspondence voting 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 or, as the case may be by the Representative)*