**Correspondence voting ballot**

 **for individual shareholders**

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

**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 ordinary 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**, **10:00** a.m. (Romanian time zone), or, in case the ordinary general shareholders’ meeting will not be held on the first convening, on 24.04.2020 (the second convening), **10:00 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 ("**OGSM**"),

*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 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. **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. **Approval of the individual annual financial statements of the Company at 31.12.2019, 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 31.12.2019, 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 2019.**

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

1. **Approval of the revenue-expenditure budget and the business plan of the Company at individual level for the financial year 2020.**

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

1. **Approval of the revenue-expenditure budget and the business plan of at consolidated level for the financial year 2020.**

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

1. **Granting power or attorney to the Chairman of the Board of Directors of the Company to prepare and sign, in the name of the Company, in order to give effect to, as well as of registering any documentation, giving any necessary affidavits and fulfilling any other formalities regarding the OGSM, i.e. publication formalities, paying any taxes, demanding and receiving any documentation issued by the competent authorities, as well as granting the right to delegate to another person the mandate given 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 OGSM on 23 April 2020, and if the case, for the second convening of the same OGSM on 24 April 2020, 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 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 ORDINARY 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 ORDINARY 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)*