**Correspondence voting ballot**

 **for legal person shareholders**

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

**of Med Life S.A.**

**of 23.04.2020/24.04.2020**

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 **23.04.2020**, **10:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 1st District, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, and, if applicable, on the second calling, if the meeting cannot be held on the first convening, on **24.04.2020**, at 10:00 a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 1st District, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room ("**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 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 may be, for the second convening of the same OGSM on 24 April 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 21 April 2020, 09:00 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, 7A Grigore Manolescu st., 1st District, Enel Building, main floor, room 6, 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 23TH/24TH APRIL 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 23TH/24TH APRIL 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.

**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)*