**Correspondence vote ballot**

**for the Extraordinary General Shareholders Meeting of MED LIFE S.A.**

**of** **21.11.2022/22.11.2022**

**- legal person shareholder -**

The undersigned………………………….. a company incorporated and operating in accordance with the laws of …………………….., with registered seat in ……………………………………………………………………………………, registered with ………………………………….. under no. ............................., legally represented by ...................................... identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN ..................................................., domiciled in .................................................................... holder at the **Reference Date of 14.11.2022** of a number of ………………. Shares (the "**Shareholder**"), representing …….. % of the total number of shares issued by MED LIFE S.A., a joint stock company managed in a one tier system and functioning under the laws of Romania, having its headquarters in Romania, Bucharest, Calea Grivitei no. 365, district 1, registered with the National Office of the Trade Registry associated with the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having a share capital subscribed and paid of 33,217,623 RON (hereinafter the "**Company**")

*(Note: the spaces below for the representative shall be completed if the correspondence vote is cast through a proxy)*

Represented by:

......................................, citizen of.............................., born in..........................., on the date of....................................., identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN .............................................................., domiciled in .................................................................... ...................................................................., based on the general / special proxy no. ............ dated ......................... (the "**Representative**")

**OR**

............................................, a company incorporated and operating in accordance with laws of .............................., with registered seat in .............................................................., registered with the Trade Registry / equivalent entity for non-resident legal persons under no. .............................................., sole registration code (CUI) / equivalent registration number for non-resident legal persons........................................., legally represented by............................................................., based on the general / special proxy no. ............ dated ......................... (the "**Representative**")

*Taking into consideration* the convening notice for the Company's extraordinary general shareholders meeting to be assembled in the first calling on **21.11.2022**, **10:00** hours (Romanian time) at the headquarters of the Company located in Bucharest, Calea Grivitei no. 365, district 1 or, as applicable, in the second calling, if the meeting cannot be assembled at the first calling on **22.11.2022**, **10:00** hours (Romanian time) at the headquarters of the Company located in Bucharest, Calea Grivitei no. 365, district 1 ("**EGSM**")

*Taking into consideration* the agenda of the EGSM included in the convening notice as well as the support documentation and materials made available in connection with the agenda.

**Using this correspondence vote ballot, I hereby cast my vote in respect of the proposals included on the agenda of the EGSM, as follows:**

1. Authorization of the Company’s Board of Directors to:

1.1 negotiate with Banca Comercială Română S.A., as Arranger, Agent and Lender and with other syndicate members the terms and conditions of refinancing and extending the credit limit available on the basis of Syndicated Credit Facility Agreement entered into on 31 October 2018 with Med Life S.A.; Bahtco Invest S.A.; Accipiens S.A.; Policlinica de Diagnostic Rapid S.A.; Clinica Polisano S.R.L.; Dent Estet Clinic S.A.; Genesys Medical Clinic S.R.L.; Centrul Medical Sama S.A.; Valdi Medica S.R.L.; PharmaLife Med S.R.L.; Prima Medical S.R.L.; Anima Specialty Medical Services S.R.L.; CED Pharma S.R.L.; Badea Medical S.A.; Centrul Medical Micromedica S.R.L.; Solomed Clinic S.A.; Vita Care Flav S.R.L. as Borrowers (as well as other group companies that are acceding on the date of this convening notice) (as further amended via addenda), by the amount of 50.7 million EUR, including but without limiting to: extending the repayment term of existing facilities, rearranging the applicable terms and conditions, changing the security interests / guarantees (the contract as amended, referred to hereinafter as the "**Credit Contract**");

1.2 negotiate with Banca Comercială Română S.A, as well as other entities that will partake in the re-financing operation with Banca Comercială Română S.A., the terms and conditions of the addenda to existing contracts, including but not limited to mortgage agreements securing the repayment obligations under the Credit Contract, entered into for the purpose of securing the obligations as such will be increase.

**For [ ]  Against [ ]  Abstaining [ ]**

1. Authorising the Board of Directors of the Company to execute all operations and/or procedures necessary or suitable and to enter into all necessary documents for or with the view to the implementation of decision 1 above.

**For [ ]  Against [ ]  Abstaining [ ]**

1. Authorisation of the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to file any documents and to issue any required affidavits and to fulfil any formalities regarding the EGSM resolutions, such as publication formalities, including to pay any taxes, to request and receive any documents / deeds issued by any competent authorities, as well as to authorise other person to carry out the mandate in connection with the aforementioned.

**For [ ]  Against [ ]  Abstaining [ ]**

*(Note on completing the correspondence vote ballot: Cast your vote by ticking with an "X" one of the options "FOR", "AGAINST" or "ABSTAINING". If more than one option is ticked with "X" or if no option is ticked, the vote will be cancelled.)*

This correspondence vote ballot:

1. Is valid only for the EGSM of 21 November 2022 and, if applicable, for the second convening of the same EGSM on 22 November 2022, at 10:00 hours (Romania time);
2. The deadline for the registration thereof with the Company, on paper or by e-mail (pursuant to Law no. 455/2001 on electronic signature) is 19 November 2022, 08:00 hours (Romania time);
3. Is drawn up in 2 original copies, on which one copy is retained by the Shareholder / Representative and one copy is submitted to / sent at the registration desk of the Company in Bucharest, Calea Grivitei no. 365, district 1, in sealed with the clear inscription in capital letters "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 21/22 NOVEMBER 2022**" before **19.11.2022**, **at 08.00 hours** (Romania time) or by email with the extended electronic incorporated signature, as regulated under Law no. 455/2001 on electronic signature at the address investors@medlife.ro, specifying in the subject line: "**FOR THE GENERAL SHAREHOLDERS MEETING OF MED LIFE S.A. OF 21/22 NOVEMBER 2022**" before **19.11.2022**, at 08.00 hours (Romania time);
4. The correspondence vote may be cast by a representative only when the latter:

(i) has been granted by the shareholder a special/general proxy that shall be submitted with the Company before **19.11.2022**, at 08.00 hours (Romania time), in compliance with the formalities set forth in the convening notice; or

(ii) the representative is a credit institution providing custodian services, in compliance with art. 105 par. (11) of Law no. 24/2017.

I hereby attach to this voting ballot:

1. A copy of the identification document of the legal representative of the shareholder (IB or IC for Romanian citizens or passport for foreign citizens)
2. the confirmation certificate of the shareholder, in original or certified copy, issued by the Trade Registry, within the validity term or any other document, in original or certified copy, issued by a competent authority in the home state, within the validity term
3. Only where the correspondence vote is cast by the Representative, copy of the identification document of the individual Representative (IB or IC for Romanian citizens or passport for foreign citizens). If the Representative is a legal person, I hereby attach **a)** the confirmation certificate of the Representative, in original or certified copy, issued by the Trade Registry, within the validity term or any other document, in original or certified copy, issued by a competent authority in the home state, within the validity term and **b)** a copy of the identification document of the legal representative (IB or IC for Romanian citizens or passport for foreign citizens) of the Representative – legal person,

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

**CORPORATE NAME OF THE SHAREHOLDER ………………………….........................**

**NAME AND SURNAME OF THE REPRESENTATIVE …………………...............** *(if applicable)*

**NAME AND SURNAME OF THE LEGAL REPRESENTATIVE**

**Signature of the shareholder / representative .....................................**