**Correspondence voting ballot**

 **for legal person shareholders**

**for the Extraordinary General Shareholder Meeting (EGSM)**

**of Med Life S.A.**

**of 29.09.2021/30.09.2021**

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 extraordinary 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 33,217,623 (the "**Company**") has been held on the first convening on **29.09.2021**, **11:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, Calea Griviței nr. 365, CEx building, 1st District, and, if applicable, on the second calling, if the meeting cannot be held on the first convening, on **30.09.2021**, at **11:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, Calea Griviței nr. 365, CEx building, 1st District ("**EGSM**"),

*WHEREAS*, on **21.09.2021** (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 EGSM,

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

1. **Authorizing the Board of Directors in order to:**
* **Negotiate with Banca Comercială Română S.A, in its quality of Agent and Lender, as well as with other entities that will participate in the financing, together with Banca Comercială Română S.A., the terms and conditions of the increase of the credit limit granted based on the** **Syndicated Credit Facility Agreement concluded 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. and Prima Medical S.R.L., as Borrowers (as subsequently amended by the Addendums concluded on 24 September 2019, 15 May 2020 and 29 April 2021), with the amount of 50 Million Euros, extension of the repayment period of the existing facilities, restructuring the terms and conditions, amending any securities (the amended agreement hereinafter shall be regarded as "Loan Agreement");**
* **Negotiate with Banca Comercială Română S.A, as well as with other entities that will participate in the financing together with Banca Comercială Română S.A., the terms and conditions of the amendments to the mortgage agreements that guarantee the repayment of the Loan Agreement’s credit obligation, concluded with the purpose of securing the obligations as they are to be increased.**

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

1. **Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a total number of 5,470,671 own shares, for a maximum period of time of 18 months from the date of publishing the OGSM Decisions in the Official Gazette part IV, at a price of between RON 10 and RON 30, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% of the total subscribed capital of the Company quota. A maximum number of 5,470,671 own shares acquired through this method will be offered to the former or present members of administration or to the former or present employees of some of the Company’s subsidiaries.**

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

1. **Granting power of attorney to the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above. The Board of Directors is granted power of attorney in order to also decide upon modifying the scope of the share buy-back programme mentioned at point 2 above, except for the situation in which the new scope would require the approval of the General Assembly of the Shareholders.**

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

1. **Granting power of attorney to the Chairman of the Board of Directors of the Company in order to conclude and sign, on behalf of the Company, in order to fulfil and submit any documents, as well as to give any necessary affidavits and to fulfil any formalities regarding the EGSM, such as publishing, including paying any taxes, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate the aforementioned given mandate to another person.**

**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 EGSM on 29 September 2021, and if the case may be, for the second convening of the same EGSM on 30 September 2021, 11:00 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 27.09.2021, 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, Calea Griviței nr. 365, CEx building, 1st District, in a sealed envelope, accompanied by the written indication, in capital letters, "**FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 29th/30th September 2021"** 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 EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 29th/30th September 2021**".

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)*