**Proxy**

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

**of 03.08.2023/04.08.2023**

**- 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 25.07.2023** 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**")

Conferring a number of ………………. votes, representing …….. % of the total number of votes in the EGSM,

Hereby **appoint**:

(*in case of individuals representatives*) ..........................................................., identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN .............................................................., domiciled in ...................................................................................................................... (the "**Representative**")

or

(*in case of legal persons representatives*)............................................................................. a company incorporated and operating in accordance with laws of .............................., with registered seat in .............................................................................................., registered with ………………………………………. under no. .............................................., tax code........................................., legally represented by............................................................., identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN .............................................................., domiciled in ..................................................................................................................... (the "**Representative**")

**And as substitute representative**:

*(Note on appointment of a substitute representative: A shareholder may appoint by special proxy one or several substitute representatives securing representation in the EGSM in case the main appointed representative is unable to execute the mandate. If the special power of attorney specifies several substitute representatives, the shareholder shall indicate the order in which they can execute the mandate.)*

(*in case of individuals representatives*..........................................................., identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN .............................................................., domiciled in .......................................................................................................... (the "**Substitute Representative**")

(*in case of legal persons representatives*)............................................................................. a company incorporated and operating in accordance with laws of .............................., with registered seat in .............................................................................................., registered with ………………………………………. under no. .............................................., tax code........................................., legally represented by............................................................., identified with IC/IB/passport series......... no. ........................ issued by ........................ on ........................ , PIN .............................................................., domiciled in .......................................................................................................... (the "**Substitute Representative**")

as the representative of the undersigned in the EGSM of the Company, set to take place on **03.08.2023**, **10:00** hours (Romania time) and, if the EGSM cannot be assembled in the first convening, on **04.08.2023**, **10:00** hours (Romania time), at the headquarters of the Company located in Bucharest, Calea Grivitei no. 365, Cex building, district 1

to cast in the EGSM the voting rights attached to the holdings of the undersigned, as registered in the shareholders registry of the Company at the end of **25.07.2023**, set as the reference date, as follow:

**AGENDA**

1. Approval of the increase of the share capital with the amount of RON 99,652,869 from the current amount of RON 33,217,623 to RON 132,870,492 through the issuance of 398,611,476 new shares with a nominal value of RON 0.25/share (the "**Share Capital Increas**e"). The Share Capital Increase will be carried out through the incorporation of share premiums and reserves (with the exception of the legal reserves), and the newly issued shares will be allocated free of charge to the Company's shareholders registered in the register of shareholders kept by Depozitarul Central - S.A. as of 04.09.2023, established as record date ("**Record Date**"). Each shareholder registered in the register of shareholders kept by Depozitarul Central - S.A. on the Record Date will receive 3 (three) newly issued shares, free of charge for each share held on the Record Date. The increase of the Share Capital will be carried out to support the current activity of the Company.

**For  Against  Abstaining**

1. Approval of the amendment of the Articles of Association of the Company following the Share Capital Increase as follows:

* Paragraphs 4.1. and 4.2. of Article 4 *Share capital and share*s of the Articles of Association of the Company are amended and shall read as follows:

*"4.1. The share capital of the Company is in amount of 132,870,492 RON, fully subscribed and paid up as follows:*

*a. Cash: RON 131,862,992 and USD 362,161.10;*

*b. In kind: RON 2,935.50.*

*4.2. The share capital is divided into 531,481,968 shares, with a nominal value of 0.25 RON/share."*

* Annex 1 of the Articles of Association shall be amended according to the shareholding structure as of 05.09.2023, set as the payment date.

**For  Against  Abstaining**

1. Authorising the Board of Directors of the Company to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including for updating the Company's Articles of Association.

**For  Against  Abstaining**

1. Authorising the acquisition by the Company, directly or through a person acting in its own name but on behalf of the Company, of a number of own shares with a total nominal value equal to maximum 10% of the Company's subscribed share capital, as of the date of the buy back, for a maximum period of 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV, at a price per share (i) minimum equal to the market price of a share on BVB at the time of the acquisition and (ii) maximum equal to the highest value between the price of the last independent trade and the highest current independent purchase bid on BVB, in accordance with the provisions of art. 3 para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. The nominal value of the treasury shares thus acquired by the Company, including those already held in its portfolio, may not exceed the threshold of 10% of the Company's subscribed share capital as of the date of the buy-back. A maximum of 6,563,289 treasury shares so acquired, by reference to the share capital of the Company at the date of the Resolution, (i.e. a maximum of 26,253,156 treasury shares so acquired, by reference to the share capital of the Company subsequent to the Share Capital Increase), shall be offered to employees and members of the management of the Company, former or current members of the management or former or current employees of some of the subsidiaries of the Company and/or shall be offered in exchange for shares held in the subsidiaries of the Company, by former or current members of the management or former or current employees of some of the subsidiaries of the Company.

**For  Against  Abstaining**

1. Authorising the Board of Directors of the Company to carry out all necessary and useful operations and/or procedures in relation to the implementation of point 4 above. The Board of Directors is also authorised to decide the change of the purpose of the shares buy-back provided for in point 4, unless the new purpose would require the approval of the general shareholders' meeting.

**For  Against  Abstaining**

1. Approval of the date of 04.09.2023, as the Record Date for the identification of the shareholders on whom the effects of the EGSM's resolution are manifested, including the right to benefit from the free of charge shares to be issued as a result of the Share Capital Increase.

**For  Against  Abstaining**

1. Approval of the date of 01.09.2023 as ex date, date from which the Company's shares will be traded without the rights deriving from the EGSM.

**For  Against  Abstaining**

1. Approval of 05.09.2023 as the Payment Date for the free of charge shares to be issued as part of the Share Capital Increase.

**For  Against  Abstaining**

1. Authorising the Chairman of the Board of Directors of the Company to draw up and sign, on behalf of the Company, to file any documents, inclusively the updated Articles of Association 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 special proxy:

1. Is valid only for the EGSM for which is has been granted and the Representative or, as applicable, the Substitute Representative must vote in accordance with the instructions given by the appointing shareholder, under the sanction of cancellation of the vote by the EGSM secretaries.

In case proposals are debated in the EGSM that are not, in accordance with the legal provisions, included in the published agenda, the Representative or, as applicable, the substitute Representative shall vote on such proposals in accordance with the interests of the represented shareholder.

1. 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 01 August 2023, 08:00 hours (Romania time);
2. Is drawn up in 3 original copies, of which, one original copy is retained by the shareholder, on original copy is handed to the Representative or, as applicable, the Substitute Representative and one original copy shall be delivered / sent to the Company, in accordance with the provisions of the convening notice;
3. Shall be completed in all empty spaces as shown above, in signed and dated by the shareholder;
4. Special proxies dated with a subsequent date shall have the effect of revoking this proxy.

The undersigned hereby attaches to this special proxy:

1. 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;
2. A copy of the identification document of the legal representative of the shareholder;
3. copy of the identification document of the individual Representative / Substitute Representative (IB or IC for Romanian citizens or passport for foreign citizens),
4. If the Representative / Substitute Representative is a legal person, I hereby attach a) the confirmation certificate of the Representative / Substitute 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 / Substitute Representative.

In case of multiple Substitute Representatives, the order in which they may execute the mandate is the following: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Date of the special proxy.........................................**

**CORPROATE NAME OF THE SHAREHOLDER ..................................................**

**NAME AND SURNAME OF THE LEGAL REPRESENTATIVE …………………………………..**

**Signature of the legal representative of the shareholder .....................................**