**Special power of attorney**

**for legal entity shareholders**

**for the Ordinary General Meeting of the Shareholders (OGMS) of**

**Med Life S.A.**

**from 26.04.2018/27.04.2018**

The underwritten ......................................, a company registered and functioning as per the laws of ………....... with registered office at ………………………………………………………………………, registered before the ……………………….................... under no. …………………., fiscal code ………………….., duly represented by …………………., identified with ID/passport series ……. No. ……………………., issued by ………………… on the date of ........................, Personal Identification Number ........................, domiciled in .................................................................... holder of ………………. shares, representing …….. % of the total number of shares issued by Med Life S.A. joint stock company governed under unitary system and functioning in accordance with the laws of Romania, with registered office in Romania, Bucharest, no. 365 Calea Grivitei, 1st District, registered before the Trade Registry adjoined to the Bucharest Tribunal, under no. J40/3709/1996, sole registration code 8422035, having subscribed and paid share capital in amount of RON 5,536,270.5 (the “**Company**”) conferring me the right to ………….. votes, representing ………. % of the total number of votes in OGMS, I hereby **assign**:

(*in case of assigning an individual*) ............................................................................. identified with ID/passport series ........ no. .................... issued by ........................ on the date of ........................, Personal Identification Number ........................, domiciled in .................................................................... (the “**Representative**”),

(*in case of assigning a legal entity*) ............................................................................. a company registered and functioning as per the laws of ………....... with registered office at ………………………………………………………………………, registered before the ……………………….................... under no. …………………., fiscal code ………………….., duly represented by …………………., identified with ID/passport series ……. No. ……………………., issued by ………………… on the date of ........................, Personal Identification Number ........................, domiciled in .................................................................... (the “**Representative**”),

**And, as alternate representative, I hereby assign:**

*(Note regarding the assignment of an alternate representative: A shareholder may assign, by special power of attorney, one or more alternate representatives, which will ensure the representation in the OGMS, in case the main appointed representative is unable to fulfil his/hers mandate. In case that, by power of attorney, multiple alternate representatives are appointed, the shareholder will also establish the order in which those representatives will exercise their mandate.)*

(*in case of assigning an individual*) ............................................................................. identified with ID/passport series ........ no. .................... issued by ........................ on the date of ........................, Personal Identification Number ........................, domiciled in .................................................................... (the “**Alternate** **Representative**”),

(*in case of assigning a legal entity*) ............................................................................. a company registered and functioning as per the laws of ………....... with registered office at ………………………………………………………………………, registered before the ……………………….................... under no. …………………., fiscal code ………………….., duly represented by …………………., identified with ID/passport series ……. No. ……………………., issued by ………………… on the date of ........................, Personal Identification Number ........................, domiciled in .................................................................... (the “**Alternate** **Representative**”),

as my representative to the Company’s OGMS, that shall take place on **26.04.2018,** 10:00 hours or on **27.04.2018**, 10:00 hours, the date of holding the second OGMS, in case the first may not be held, at the “Iridium” salon of “Sheraton Bucuresti” Hotel, Bucharest City, no. 5-7 Calea Dorobanti, 1st District, to exercise voting rights subsequent to my holdings registered in the Company’s shareholders’ registry at the reference date of **17.04.2018**, as follows:

**OGMS AGENDA**

1. Presentation and approval of the individual annual financial statements of the Company at 31.12.2017, drafted in accordance with the International Standards for Financial Reporting, based on the reports presented by the Board of Directors and the Company’s financial auditor.

**For ............. Against ................... Abstain ………..**

1. Presentation and approval of the consolidated annual financial statements of the Company at 31.12.2017, drafted in accordance with the International Standards for Financial Reporting, based on the reports presented by the Board of Directors and the Company’s financial auditor.

**For ............. Against ................... Abstain ………..**

1. Approval of the discharge of duties for the Board of Directors for the financial year 2017.

**For ............. Against ................... Abstain ………..**

1. Approval of the income and expenses budget and the Company’s activity program at individual level for the financial year 2018.

**For ............. Against ................... Abstain ………..**

1. Approval of the income and expenses budget and the activity program at consolidated level for the financial year 2018.

**For ............. Against ................... Abstain ………..**

1. Approval of the remuneration of the Board of Directors subsequent to the entire duration of ongoing mandates as follows (i) the RON equivalent of the amount of EUR 5,000/month net for each member of the Board of Directors except the president and (ii) the equivalent of the amount of EUR 7,000/month net for the president of the Board of Directors.

**For ............. Against ................... Abstain ………..**

1. Choosing a member of the Board of directors of the Company to occupy the vacant position of director, pursuant to renouncing the mandate of Board of Directors member by Mrs Mihaela-Gabriela Cristescu. The duration of the director’s mandate shall be equal to the remaining period until the expiry of the mandate subsequent to the vacant position, namely until December 21st, 2020. The chosen Director shall conclude with the Company a management agreement in the form approved by the extraordinary general meeting of the shareholders no. 1 from the date of 27.04.2017.

**The voting option for the above mentioned point on the agenda will be marked in Annex 1 to the present correspondence vote - Proceeding to the secret correspondence vote as per point 7 on the agenda.**

*Note: (i) If the special power of attorney will be sent via post mail / courier service or will be registered at the Company’s headquarters, Annex 1 related to the power of attorney for the secret voting will be printed separately and included in a separate, sealed envelope, marked with the mention: “Power of Attorney for the secret vote.” and it will accompany the special power of attorney, in the same envelope with which the power of attorney will be registered / sent; (ii) If the special power of attorney will be transmitted via electronic mail, Annex 1 related to the power of attormey for the secret vote will be attached to the e-mail, in a separate document entitled: “Power of attorney for the secret vote.”*

1. Granting power of attorney to Mr Mihail Marcu, acting as President of the Board of Directors of the Company, to sign, in the name and on behalf of the Company, the management agreement to be concluded, by the Company, with the chosen director, as per point 7, to carry out their activity as member of the board of directors.

**For ............. Against ................... Abstain ………..**

1. Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2018 and 2019. The duration of the financial audit agreement shall be of 2 years.

**For ............. Against ................... Abstain ………..**

1. Granting the power of attorney to Mr Mihail Marcu, acting as President of the Board of Directors of the Company to perform the legal formalities required in view of fulfilling the publicity conditions of the decisions adopted by the OGMS from the date of 26.04.2018 or 27.04.2018, as well as granting them the right to delegate to another person the mandate to perform the previously mentioned formalities.

**For ............. Against ................... Abstain ………..**

1. Approval of the date of 15.05.2018, as the record date to identify the shareholders onto which the effects of the OGMS decisions shall be binding, as per the applicable law.

**For ............. Against ................... Abstain ………..**

*Note: Indicate your vote by marking an “X” on one of the options “FOR”, “AGAINST” or “ABSTAIN”. In case more than one option is marked with “X” or no option is marked, the respective vote is considered null/ is not considered to be exercised.*

The present special power of attorney:

1. Is valid only for the OGMS for which it was solicited, and the Representative or, if the case, the Alternate Representative, is under the obligation to vote according to the instructions formulated by the shareholder who appointed him/her, under penalty of annulling the vote by the OGMS meeting secretaries’;
2. The deadline for the registration of the special powers of attorney, either physically or by e-mail (according to Law no. 455/2001 regarding the electronic signature) is 24th of April 2018, 08,00 hours (Romanian time);
3. Will be drafted in 3 originals: one to be kept by the shareholder, one to be handed over to the Representative or, if the case, the Alternate Representative and one to be registered/sent to the Company, according to the convening notice;
4. All headings will be signed, dated and all headings completed by the shareholder;
5. All headings mentioned above will be completed by the shareholder.

I hereby attach to the present special power of attorney:

1. Valid ID copy of the legal representative of the shareholder;
2. an ascertaining certificate issued by the Trade Registry or any other document, in original or a certified true copy, issued by a relevant authority from the state of origin, attesting the quality of legal representative, not older than 3 months prior to the OGSM convening notice date;
3. ID copy of the physical entity Representative or, if the case, of the physical entity Alternate Representative (BI or CI for Romanian Citizens or passport for foreign citizens);
4. Power of attorney for the secret vote as per point 7 on the Agenda.

In case the Representative / Alternate Representative is a judicial entity, I also hereby attach a) an ascertaining certificate of the judicial entity Representative / Alternate Representative, in original or a certified true copy, issued by the Trade Registry and not older than 3 months prior to the OGMS or any other document, in original or a certified true copy, issued by a relevant authority from the state of origin, not older than 3 months prior to the OGMS date and b) a copy of the Identity Card of the legal representative (BI or CI for Romanian Citizens or passport for foreign citizens) of the judicial entity Representative / Alternate Representative.

In case of appointing multiple Alternate Representatives, the order in which the mandate will be exercised is the following:

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**Date of granting the Special Power of Attorney .........................................**

**FAMILY NAME AND FIRST NAME ………………………………………..**

**Signature .....................................**

**ANNEX 1 – POWER OF ATTORNEY FOR THE SECRET VOTE**

as per point 7 on the agenda

7. Choosing a member of the Board of directors of the Company to occupy the vacant position of director, pursuant to renouncing the mandate of Board of Directors member by Mrs Mihaela-Gabriela Cristescu. The duration of the director’s mandate shall be equal to the remaining period until the expiry of the mandate subsequent to the vacant position, namely until December 21st, 2020. The chosen Director shall conclude with the Company a management agreement in the form approved by the extraordinary general meeting of the shareholders no. 1 from the date of 27.04.2017.

1. Mrs. Ana – Maria Mihaescu

**For ............. Against ................... Abstain ………..**

*Note: Indicate your vote by marking an “X” on one of the options “FOR”, “AGAINST” or “ABSTAIN”. In case more than one option is marked with “X” or no option is marked, the respective vote is considered null/ is not considered to be exercised.*

*Note: The present Annex will not take effect unless it will accompany the correspondence vote mentioned above. (i) If the special power of attorney will be sent via post mail / courier service or will be registered at the Company’s headquarters, Annex 1 related to the power of attorney will be printed separately and included in a separate, sealed envelope, marked with the mention: “Power of attorney for the secret vote.” and it will accompany the special power of attorney, in the same envelope with which the power of attorney will be registered / sent; (ii) If the special power of attorney will be transmitted via electronic mail, Annex 1 related to the power of attorney for the secret vote will be attached to the e-mail, in a separate document entitled: “Power of attorney for the secret vote.”*

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

**FAMILY NAME AND FIRST NAME ………………………………………..**

**Signature .....................................**