**Proxy**

**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**")

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 **21.11.2022**, **10:00** hours (Romania time) and, if the EGSM cannot be assembled in the first convening, on **22.11.2022**, **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 **14.11.2022**, set as the reference date, as follow:

**AGENDA**

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 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 19 November 2022, 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 .....................................**