**Proxy**

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

**of 27.04.2023/28.04.2023**

**- 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 19.04.2023** 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, EUID ROONRC.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 OGSM,

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 OGSM 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 OGSM of the Company, set to take place on **27.04.2023**, **10:00** hours (Romania time) and, if the OGSM cannot be assembled in the first convening, on **28.04.2023**, **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 OGSM the voting rights attached to the holdings of the undersigned, as registered in the shareholders registry of the Company at the end of **19.04.2023**, set as the reference date, as follow:

**AGENDA**

1. Approval of the individual annual financial statements of the Company as at 31.12.2022, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

**For  Against  Abstaining**

1. Approval of the consolidated annual financial statements as at 31.12.2022, prepared in accordance with International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company's financial auditor.

**For  Against  Abstaining**

1. Approval of the discharge of the members of the Board of Directors for the financial year 2022.

**For  Against  Abstaining**

1. Approval of the aggregate amount of RON 8,800,000/year in net worth as the overall limit of (i) all additional remuneration that may be granted to members of the Board of Directors and (ii) all remuneration of the executive managers of the Company.

**For  Against  Abstaining**

1. Submission of the Remuneration Report of the members of the Board of Directors and executive managers of the Company for the year 2022 to the consultative vote of the OGSM.

**For  Against  Abstaining**

1. Approval of the Company's Remuneration Policy.

**For  Against  Abstaining**

1. Approval of the revenue and expenditure budget and the business programme of the Company at individual level for the financial year 2023.

**For  Against  Abstaining**

1. Approval of the consolidated revenue and expenditure budget and business programme for the financial year 2023.

**For  Against  Abstaining**

1. The approval of the extension of the mandate of the Company’s financial auditor, namely ERNST & YOUNG ASSURANCE SERVICES S.R.L., headquartered in Bucharest, 15-17, District 1, 15-17 Ion Mihalache Boulevard, Bucharest Tower Center Building, 21st floor, for the auditing of the individual and consolidated annual financial statements of the Company, for the financial years ending on 31 December 2023, and 31 December 2024. The duration of the financial audit contract will be 2 years.

**For  Against  Abstaining**

1. The empowerment 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 OGSM 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 OGSM 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 OGSM secretaries.

In case proposals are debated in the OGSM 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 **25.04.2023**, 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 .....................................**