**Special power of attorney**

**by legal person shareholders**

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

**in Med Life S.A.**

**of 23.04.2020/24.04.2020**

The undersigned, ……………………………………………………………………., entity incorporated and operating in accordance with laws of ………………., with registered seat in ……………………………………………………………………………………, registered with ………………………………………………. under no. ……………………., fiscal code ……………………….., legally represented by ……………………………………….. identified with identity card / passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ………........................., domiciled in ...................................................................., holder of a number of ………………. shares, representing …….. % of the total number of shares issued by

**Med Life S.A.**, a joint stock company managed under one-tier system, operating in accordance with applicable Romanian law, with registered seat in Romania, Bucharest, 365 Calea Griviței, district 1, registered with the Bucharest Trade Registry under no. J40/3709/1996, sole registration code 8422035, with a subscribed and paid up share capital amounting to RON 5,536,270.5 RON (the "**Company**")

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

**Hereby grant power of attorney** to:

(*in case of appointment of an individual*)............................................................................. identified with identity card / passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ………........................., domiciled in ...................................................................., (the "**Proxy**")

or

(*in case of appointment of a legal person*)............................................................................. entity incorporated and operating in accordance with laws of ………………., with registered seat in ……………………………………………………………………………………, registered with ………………………………………………. under no. ……………………., fiscal code ……………………….., legally represented by ……………………………………….. identified with identity card / passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ………........................., domiciled in ...................................................................., (the "**Proxy**")

**and, as substitute proxy**, to:

*(Note on the appointment of a substitute proxy: A shareholder may appoint by special power of attorney one or more substitute proxies to represent the shareholder in the EGSM in case the main proxy is unable to fulfil the received mandate. If multiple substitute proxies are appointed in the special power of attorney, the shareholder shall indicate the order in which they will exercise the mandate.)*

(*in case of appointment of an individual*) ............................................................................. identified with identity card / passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ………........................., domiciled in ...................................................................., (the "**Substitute Proxy**")

(*in case of appointment of a legal person*) ............................................................................. entity incorporated and operating in accordance with laws of ………………., with registered seat in ……………………………………………………………………………………, registered with ………………………………………………. under no. ……………………., fiscal code ……………………….., legally represented by ……………………………………….. identified with identity card / passport series ......... no. ........................ issued by ........................ on ........................ , personal identification number ………........................., domiciled in ...................................................................., (the "**Substitute Proxy**")

As my representative in the EGSM of the Company that will be held on **23.04.2020**, at **11.00** a.m. (Romanian time zone) or, if the EGSM will not be held on the first convening, on **24.04.2020** (the second convening), **11:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 7A Grigore Manolescu st., Enel Building, 3rd floor, CEX room, 1st District,

In order to exercise my voting rights corresponding to the shares I own, according to the Company’s shareholders' registry valid on **14.04.2020**, set as the date of reference, as follows:

**AGENDA OF THE EGSM**

1. **Choosing the secretary of the meeting.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Proposed Person\*** | **Vote** | **Vote** | **Vote** |
| Săndulescu Vlad | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |
|  | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |
|  | **For [ ]**  | **Against [ ]**  | **Abstained [ ]**  |

\**the column „Proposed person” will be filled in by the Company, depending on the shareholders’ proposals, according to the procedure set forth in the convening notice. The person already mentioned in the present column is a shareholder of the Company and is proposed by the Company’s Board of Directors.*

*Note: Please express your vote regarding one person only. Indicate your vote by marking an „X” in one of the boxes „For”, „Against” or „Abstained”. In case more than one person is marked or there are more than one „X” marks or no option marked, the vote for that point will be deemed void.*

1. **Authorizing the Company’s Board of Directors in order to:**
	1. **Negotiate with Banca Comerciala Romana S.A., acting as Agent and Lender, as well as with other entities that will participate in financing together with Banca Comerciala Romana S.A., the terms and conditions of the increase of the credit line granted by the Syndicated Loan Facility concluded on 24th September 2019, between 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. and Valdi Medica S.R.L., acting as Borrowers, up to a maximum threshold of Euro 110 million, the extension of the reimbursement of the existing facilities’ period, the rearrangement of subsequent terms and conditions, the amendment of guarantees (the aforementioned agreement being referred to as the “Syndicated Loan Facility”);**
	2. **Negotiate with Banca Comerciala Romana S.A., as well as with other entities that will participate in the loan facility, together with Banca Comerciala Romana S.A., the terms and conditions of the amendments to the mortgage agreements by which the reimbursement of the credit line granted by the Syndicated Loan Facility has been guaranteed, concluded in order to confirm the guarantee of the obligations as per the increase.**

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

1. **Granting power of attorney to the Company’s Board of Directors in order to perform all necessary operations and/or procedures regarding implementing point 2 above.**

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

1. **Authorising the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 1,770,000 own shares, over a maximum period of time of 18 months from the date of publishing the resolution in the Official Gazette of Romania, part IV, for a price per share of between RON 10 and RON 50, the nominal value of the own shares acquired by this method not exceeding a maximum of 10% of the subscribed shared capital of the Company. A maximum number of 1,770,000 own shares, acquired by the above mentioned method, will be offered to former or existing management members or to former or existing employees of some of the Company’s subsidiaries.**

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

1. **Granting full power of attorney to the Company’s Board of Directors in order to execute all necessary operations and/or procedures, regarding the implementation of point 4 above. The Company’s Board of Directors is dully authorized to decide upon changing the purpose of the treasury share buyback also, except for the case the new purpose might require the approval of the General Shareholders' Meeting.**

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

1. **Granting full power of attorney to the Chairman of the Board of Directors in order to draft and sign, on behalf of the Company, in order to enforce the present decisions and to register any and all kind of documents that are deemed necessary, including giving any necessary affidavits and fulfilling any formalities regarding the EGSM, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.**

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

1. **Approving the date 12.05.2020 as record date in order to identity all shareholders towards who the EGSM’s decisions will be reflected upon, according to the legal applicable dispositions.**

**Pentru [ ]  Împotrivă [ ]  Abținere [ ]**

 *(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 special power of attorney:

1. Is valid only for the EGSM for which it was solicited, and the Proxy or, as applicable, the Substitute Proxy must vote in accordance with the instructions given by the represented shareholder who appointed him/her, under the penalty of vote cancellation by the EGSM meeting secretaries.

In case matters that were not included in the published agenda are being discussed, according to the legal applicable dispositions, the Proxy or the Substitute Proxy, as applicable, may vote on such matters in accordance with the represented shareholder’s best interest.

1. The deadline for the registration of the special powers of attorney with the Company, in paper format or by e-mail (as specified under Law no. 455/2001 regarding electronic signature) is 21 April 2020, 09:00 a.m. (Romanian time zone);
2. Is prepared in 3 originals, of which: one original is kept by the shareholder, one original is handed to the Proxy or the Substitute Proxy, as applicable and one copy is registered with/transmitted to the Company, as specified in the convening notice;
3. Will be filled in accordingly to those explained above, will be signed and dated by the shareholder.

I hereby attach to the present power of attorney:

1. Ascertaining Certificate belonging to the shareholder, in original or in true certified copy, issued by the Trade Registry and within the validity period, or any other document, in original or in true certified copy, issued by the competent authority of the state of origin, within the validity period,
2. Copy of the valid identity document of the legal representative of the shareholder,
3. Copy of the valid identity document of the individual Proxy and of the Substitute Proxy, as applicable (ID card for Romanian citizens and passport for foreign citizens).

In case the Proxy/Substitute Proxy is a legal person, I hereby also attach a) an ascertaining certificate of the Proxy/Substitute Proxy, in original or in true certified copy, issued by the Trade Registry and within the validity period, or any other document, in original or in true certified copy, issued by the competent authority of the state of origin, within the validity period, and b) a copy of the identity document of the legal representative (ID card for Romanian citizens and passport for foreign citizens) of the Proxy/Substitute Proxy.

In case of appointment of multiple Substitute Proxies, the order in which they can exercise their mandate is the following:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Date of granting when the special power of attorney .........................................**

**LEGAL NAME OF THE SHAREHOLDER …………………………………………..**

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

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

*(Note: please indicate the legal name of the shareholder, the surname and name of its legal representative and apply the signature of that legal representative)*