**Special power of attorney**

**by legal person shareholders**

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

**in Med Life S.A.**

**of 23.07.2019/24.07.2019**

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 **23.07.2019**, at **10.00** a.m. (Romania time zone) or, if the EGSM is not assembled at the first convening, on **24.07.2019** (in the second convening),at **10:00** a.m. (Romania time zone) in **CEx meeting room situated in Bucharest, 1st District, no. 7A Grigore Manolescu st., Enel Building, 3rd floor,**

To exercise the voting rights attached to shares I own, as registered in the shareholders' registry of the Company at the close of day on **15.07.2019**, set as the reference date, as follows:

**AGENDA OF THE EGSM**

1. Authorization of the Company’s Board of Directors to:

a. Negotiate with Banca Comerciala Romana S.A., 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 limit granted based on the Syndicated Loan Credit Facility concluded on October 31st 2018, between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica de Diagnostic Rapid S.A., acting as Original Borrowers and Banca Comerciala S.A., acting as Agent and Lender, BRD - Groupe Société Générale S.A., Raiffeisen Bank S.A and Banca Transilvania S.A. acting as Lenders, up to a maximum threshold of Euro 90 million, extension of the duration for reimbursement of existing facilities, rearrangement of subsequent terms and conditions, amendment of collaterals (the agreement thus modified being referred to as the “Credit Agreement”);

b. Negotiate with Banca Comerciala Romana S.A., as well as with other entities that with participate in financing together with Banca Comerciala Romana S.A. the terms and conditions of adhering to the Credit Agreement as borrowers of the following companies that are part of the Company’s group of companies: (i) Clinica Polisano S.R.L.; (ii) Dent Estet Clinic S.A.; (iii) Genesys Medical Clinic S.R.L.; (iv) Centrul Medical SAMA S.A. (these companies, together with the Original Borrowers, being jointly referred to as the “Borrowers”);

c. Negotiate: (i) the structure to guarantee the obligations undertaken by the Company and the other Borrowers based on the Credit Agreement, including by undertaking joint collateral obligations between each of the Company and Borrowers, for the entire amount granted based on the Credit Agreement; as well as (ii) the terms and conditions for mortgage agreements by which the obligations of reimbursement of the financing granted based on the Credit Agreement shall be guaranteed.

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

2. Granting the power of attorney to the Company’s Board of Directors in view of performing all the necessary and useful operations and/or procedures regarding implementation of point 1 above.

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

3. Granting the power of attorney to the President of the Company’s Board of Directors to draft and sign, in the Company’s name, to carry out and to submit any documents, as well as to grant any statements that are necessary and to fulfil any formalities, such as those of publicity, including to pay any taxes, to request and to receive and documents/deeds issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the previously mentioned formalities.

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

 *(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 "X" or if no option is checked, that vote is deemed null and void*.)

This 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 cancellation by the EGSM secretaries of the vote;

In case of matters discussed in the EGSM in accordance with the applicable law that are not included in the published agenda, the Proxy or the Substitute Proxy, as applicable, may vote on such matters having taken into consideration the interests of the represented shareholder.

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 on the electronic signature) is 21 July 2019, at 08:00 a.m. (Romania time zone);
2. Is prepared in 3 original copies, of which: one copy stays with the shareholder, one copy is handed to the Proxy or the Substitute Proxy, as applicable and one copy is submitted / transmitted to the Company, as specified in the convening notice;
3. Each space holder is filled in as shown above, as applicable, following which, the power of attorney is signed and dated by the shareholder.

I hereby attach to this power of attorney:

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

In case the Proxy / Substitute Proxy is a legal person, I hereby attach also a) the certificate of status of the Proxy / Substitute Proxy, in original or in copy certified true to the original, issued by the Trade Registry and still within the validity period, or any other document, in original or in copy certified true to the original, issued by the competent authority of the home state, still within the validity period, and b) a copy of the identity document of the legal representative (identity 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 the mandate is the following:

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**Data when the special power of attorney was granted.........................................**

**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)*