**Special power of attorney**

**by individual shareholders**

 **for the Ordinary General Shareholder Meeting (OGSM)**

**in Med Life S.A.**

**of 15.12.2020/16.12.2020**

The undersigned ...................................... 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 OGSM,

**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 OGSM 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 OGSM of the Company that will be held on **15.12.2020**, at **10.00** a.m. (Romanian time zone) or, if the OGSM will not be held on the first convening, on **16.12.2020** (the second convening), **10:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, 365 Grivitei Way, CEx Building, 1st District,

In order to exercise my voting rights corresponding to the shares I own, according to the Company’s shareholders' registry valid on **07.12.2020**, set as the date of reference, as follows:

**AGENDA OF THE OGSM**

1.The appointment of 7 (seven) members of the Company’s Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company’s Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors’ mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.

**The voting option for the above mentioned item on the agenda shall be cast in Annex 1 to this** **special power of attorney - Special power of attorney – secret voting as per item 1 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 secret voting shall be printed separately and included in a separate, sealed envelope, marked with the mention: 'Secret Voting" and it shall accompany the correspondence special power of attorney, in the same envelope with which the special 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 secret voting shall be attached to the e-mail, in a separate document entitled: "Secret Voting".*

2. The empowerment of the Chairman of the Company’s Board of Directors to sign, in the Company’s name and on its behalf, the director agreements that shall be concluded by the Company with the appointed directors as per point 1 to carry out their activity as members of the Board of Directors and empowerment of the Vice-Chairman of the Board of Directors to sign the director agreement that shall be concluded by the Company with the President of the Board of Directors.

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

3. Approval the remuneration of the members of the Board of Directors for the entire duration of the new mandates granted as per point 1 above, as follows: (i) the RON equivalent of the net amount of EUR 5,000/month for each member of the Board of Directors save for the president and (ii) the RON equivalent of the net amount of EUR 7,000/month for the Chairman of the Board of Directors.

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

4. The empowerment of Mr Mihai Marcu, acting as Chairman of the Company’s Board of Directors to perform the legal formalities mandatory in view of fulfilling the publicity requirements for the OGSM resolutions adopted on 15.12.2020 or 16.12.2020, as well as granting the former of the right to delegate to another individual the mandate to perform the formalities mentioned previously.

**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 an "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 OGSM 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 sanction of cancelling the vote, by the OGSM meeting secretaries;

In case matters that were not included in the agenda that was published related to the OGSM are to be discussed during the OGSM meeting, the Proxy or the Substitute Proxy, as applicable, may vote on such matters, having taken into consideration the superior interest of such 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 regarding electronic signature) is 13 December 2020, 08:00 a.m. (Romanian time zone);
2. Is drafted in 3 originals, out of which: one copy is kept by the shareholder, one copy is handed to the Proxy or the Substitute Proxy, as applicable and one copy is registered/transmitted to the Company, as specified in the convening notice;
3. Will be filled in each space accordingly to the instructions above mentioned and will be signed and dated by the shareholder.

I hereby attach to the present power of attorney:

1. Copy of the valid identification document of the shareholder;
2. Copy of the identity document of the Proxy and of the Substitute Proxy, as applicable (ID card for Romanian citizens or passport for foreign citizens);
3. Secret Voting.

In case the Proxy/Substitute Proxy is a legal person, I hereby also attach a) an ascertaining certificate for 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 the mandate is the following:

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

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

**SURNANE AND NAME ………………………………………..**

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

*(Note: please indicate the surname and name and apply the signature of the shareholder)*

**ANNEX 1 – Special power of attorney– Secret Voting**

**as per point 1 on the agenda**

1. The appointment of 7 (seven) members of the Company’s Board of Directors to occupy the position of director, considering the expiration of the director mandates for the current directors of the Company’s Board of Directors starting with the date of 20.12.2020. The duration of the appointed directors’ mandate shall be of 4 years, starting with the date of 21.12.2020. Each of the chosen directors shall conclude a director agreement with the Company in the form approved by the extraordinary general assembly of the shareholders no. 1 from the date of 27.04.2017.
	1. **Mr. Mihail Marcu;**

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

* 1. **Mr. Nicolae Marcu;**

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

* 1. **Mr. Dorin Preda;**

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

* 1. **Mr. Dimitrie Pelinescu Onciul;**

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

* 1. **Mrs. Ana Maria Mihaescu;**

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

* 1. **Mr. Ovidiu Fer;**

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

* 1. **Mr. Voicu Cheta;**

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

* 1. **Mr. Stefan-Alexandru Frangulea;**

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

*Note: please cast your vote by checking with an "X" one of the boxes for options "For", "Against" or "Abstained" for each of the candidates proposed. If more than one option is checked with an "X" for one candidate, that vote is deemed null and void. Considering there are more than 7 (seven) proposals, if the vote is casted "FOR" for more than 7(seven) candidates, the vote is deemed null and void. Also if no option is checked with an "X" the vote is deemed null and void.*

*Note: This Annex will not take effect unless it will accompany the special power of attorney 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 secret voting shall be printed separately and included in a separate, sealed envelope, marked with the mention: 'Secret Voting" and it shall accompany the correspondence special power of attorney, in the same envelope with which the special 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 secret voting shall be attached to the e-mail, in a separate document entitled: "Secret Voting".*

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

**SURNANE AND NAME ………………………………………..**

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

*(Note: please indicate the surname and name and apply the signature of the shareholder)*