**Special power of attorney**

**by legal person shareholders**

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

**in Med Life S.A.**

**of 22.04.2019/23.04.2019**

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 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 **22.04.2019**, at **10.00** a.m. (Romania time zone) or, if the OGSM is not assembled at the first convening, on **23.04.2019** (in the second convening),at **10:00** a.m. (Romania time zone), in "**Paris Rive Gauche**" Hall of "Novotel" hotel, located in Bucharest, 37B Calea Victoriei, district 1,

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 **12.04.2019**, set as the reference date, as follows:

**AGENDA OF THE OGSM**

1. Approval of individual annual financial statements of the Company on 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

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

1. Approval of the consolidated annual financial statements at 31.12.2018, drafted as per the International Financial Reporting Standards, based on the reports presented by the Board of Directors and the Company’s financial auditor.

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

1. Approval of the discharge of management for the Board of Directors for the financial year 2018.

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

1. Approval of the income and expenses budget and the Company’s activity program at individual level for the financial year 2019.

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

1. Approval of the remuneration of the members of the Board of Directors, for the entire period of the ongoing mandates as follows (i) the RON equivalent of the amount of EUR 5,000/month net for each member of the Board of Directors, except for the chairman and (ii) the RON equivalent of the amount of EUR 7,000/month net for the chairman of the Board of Directors.

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

1. Approval of the aggregate amount of RON 8,800,000 per year as general limit for (i) all supplementary remunerations which can be granted to the members of the Board of Directors and (ii) all the remunerations of the executive managers of the Company.

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

1. Approval of the income and expenses budget and the activity program at consolidated level for the financial year 2019.

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

1. Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2019 and 2020. The duration of the financial audit agreement shall be of 2 years.

**The voting option for the above mentioned point on the agenda will be marked in Annex 1 to this special power of attorney - Proceeding for casting the secret vote.**

1. Granting the power of attorney to Mr Mihail Marcu, acting as President of the Board of Directors of the Company to perform the legal formalities required in view of fulfilling the publicity conditions of the decisions adopted by the OGMS from the date of 22.04.2019 or 23.04.2019, as well as granting them the right to delegate to another person the mandate to perform the previously mentioned formalities.

*(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 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 penalty of cancellation by the OGSM secretaries of the vote;

In case of matters discussed in the OGSM 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 20 April 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)*

**ANNEX 1 –** **Proceeding for casting the secret vote**

as per point 8 on the agenda

1. Appointing Deloitte Audit S.R.L., with registered office in Bucharest, no. 4-8 Nicolae Titulescu, 2nd floor – Deloitte area and 3rd floor, 1st district as financial auditor of the Company, to audit the annual individual and consolidated financial statements of the Company subsequent to the financial years concluded on the dates of December 31st, 2019 and 2020. The duration of the financial audit agreement shall be of 2 years.

**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*.)

*(Note: The present Annex will not take effect unless it will accompany the special power of attorney mentioned above. If the special power of attorney mentioned above will be sent via post mail / courier service or will be registered at the Company’s registered office, Annex 1 related to casting to secret voting will be printed separately and included in a separate, sealed envelope, marked with the mention: “Proceeding for casting the secret vote” and it will accompany the 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 proceeding for casting the secret vote will be attached to the e-mail, in a separate document entitled: “Proceeding for casting the secret vote” The Company will consider the casted vote valid even when the formalities for keeping the cast vote secret are not fulfilled, subject to casting one voting option and submitting this Annex together with the above special power of attorney.)*

**DATE.........................................**

**NAME AND SURNAME SHAREHOLDER ………………………….........................**

**NAME AND SURNAME / NAME REPRESENTATIVE…………………...............** *(if the case)*

**Shareholder/Representative signature .....................................**

*(Drafting note: to be signed by the Shareholder or, as the case may be, by the shareholder’s Representative)*