**Special power of attorney**

**by legal person shareholders**

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

**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 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 **23.04.2020**, at **10.00** a.m. (Romanian time zone) or, if the OGSM will not be held on the first convening, on **24.04.2020** (the second convening), **10:00** 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 OGSM**

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. **Approval of the individual annual financial statements of the Company at 31.12.2019, 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 31.12.2019, 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 2019.**

**For  Against  Abstained**

1. **Approval of the revenue-expenditure budget and the business plan of the Company at individual level for the financial year 2020.**

**For  Against  Abstained**

1. **Approval of the revenue-expenditure budget and the business plan at consolidated level for the financial year 2020.**

**For  Against  Abstained**

1. **Granting power or attorney to the Chairman of the Board of Directors of the Company to prepare and sign, in the name of the Company, in order to give effect to, as well as of registering any documentation, giving any necessary affidavits and fulfilling any other formalities regarding the OGSM, i.e. publication formalities, paying any taxes, demanding and receiving any documentation issued by the competent authorities, as well as granting the right to delegate to another person the mandate given to perform 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 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 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 vote cancellation by the OGSM 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 2019, 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)*