**Special power of attorney**

**by legal person shareholders**

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

**in Med Life S.A.**

**of 29.09.2021/30.09.2021**

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 33,217,623 (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 **29.09.2021**, at **11.00** a.m. (Romanian time zone) or, if the EGSM will not be held on the first convening, on **30.09.2021** (the second convening), **11:00** a.m. (Romanian time zone), at the Company’s administrative headquarters situated in Bucharest, Calea Griviței nr. 365, 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 **21.09.2021**, set as the date of reference, as follows:

**AGENDA OF THE EGSM**

1. **Authorizing the Board of Directors in order to:**
* **Negotiate with Banca Comercială Română S.A, in its quality of Agent and Lender, as well as with other entities that will participate in the financing, together with Banca Comercială Română S.A., the terms and conditions of the increase of the credit limit granted based on the** **Syndicated Credit Facility Agreement concluded on 31 October 2018, with 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., Valdi Medica S.R.L., PharmaLife Med S.R.L. and Prima Medical S.R.L., as Borrowers (as subsequently amended by the Addendums concluded on 24 September 2019, 15 May 2020 and 29 April 2021), with the amount of 50 Million Euros, extension of the repayment period of the existing facilities, restructuring the terms and conditions, amending any securities (the amended agreement hereinafter shall be regarded as "Loan Agreement");**
* **Negotiate with Banca Comercială Română S.A, as well as with other entities that will participate in the financing together with Banca Comercială Română S.A., the terms and conditions of the amendments to the mortgage agreements that guarantee the repayment of the Loan Agreement’s credit obligation, concluded with the purpose of securing the obligations as they are to be increased.**

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

1. **Authorizing the acquisition by the Company, either directly or by a third party acting on its own behalf, but for the Company, of a total number of 5,470,671 own shares, for a maximum period of time of 18 months from the date of publishing the OGSM Decisions in the Official Gazette part IV, at a price of between RON 10 and RON 30, the nominal value of such acquired own shares, including of those already, previously owned, cannot exceed the 10% of the total subscribed capital of the Company quota. A maximum number of 5,470,671 own shares acquired through this method will be offered to the former or present members of administration or to the former or present employees of some of the Company’s subsidiaries.**

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

1. **Granting power of attorney to the Board of Directors of the Company in order to execute all necessary and useful operations and / or procedures, regarding the implementation of points 1 and 2 above. The Board of Directors is granted power of attorney in order to also decide upon modifying the scope of the share buy-back programme mentioned at point 2 above, except for the situation in which the new scope would require the approval of the General Assembly of the Shareholders.**

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

1. **Granting power of attorney to the Chairman of the Board of Directors of the Company in order to conclude and sign, on behalf of the Company, in order to fulfil and submit any documents, as well as to give any necessary affidavits and to fulfil any formalities regarding the EGSM, such as publishing, including paying any taxes, requesting and receiving any documents issued by any competent authorities, as well as granting the right to delegate the aforementioned given mandate to another person.**

**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 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 27.09.2021, 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:

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**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)*