**Special power of attorney**

**by individual shareholders**

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

**in Med Life S.A.**

**of 29.09.2021/30.09.2021**

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 33,217,623 (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 **29.09.2021**, at **10.00** a.m. (Romanian time zone) or, if the OGSM will not be held on the first convening, on **30.09.2021** (the second convening), **10:00** 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 OGSM**

1. **Appointing ERNST & YOUNG ASSURANCE SERVICES S.R.L., with its registered headuarters in Bucharest, 1st District, 15- 17 Ion Mihalache Bvd., Bucharest Tower Center Building, 21st Floor, as financial auditor of the Company, in order to perform the annual individual and consolidated financial statements of the Company, related to the financial years that will be ended on 31 December 2021 and 31 December 2022. The duration of the financial audit agreement will be 2 years.**

**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".)*

1. **Granting power of attorney to the Chairman of the Board of Directors of the Company in order to perform and sign, in behalf of the Company, to fulfill and to register any and all necessary documents, as well as to give any necessary affidavits and to fulfill any formalities related to the OGSM decisions, for example publication formalities, including to pay any taxes and fees, to request and receive any type of documents issued by any competent authority, as well as to grant the right to delegate to any other third party the given power of attorney for the afore 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 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 27.09.2021, 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).

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:

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**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. **Appointing ERNST & YOUNG ASSURANCE SERVICES S.R.L., with its registered headuarters in Bucharest, 1st District, 15- 17 Ion Mihalache Bvd., Bucharest Tower Center Building, 21st Floor, as financial auditor of the Company, in order to perform the annual individual and consolidated financial statements of the Company, related to the financial years that will be ended on 31 December 2021 and 31 December 2022. The duration of the financial audit agreement will be 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 an "X" or if no option is checked, that 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 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)*