

**Correspondence voting ballot
for individual shareholders
for the Extraordinary General Shareholder Meeting (EGSM)
of Med Life S.A.
of 08.10.2018/09.10.2018**

The undersigned identified with identity card / passport series
no. issued by on , personal identification
number, domiciled in (the
"Shareholder")

*(Note: the blanks below regarding the representative shall be filled in only to the extent that the ballot for
voting by correspondence is exercised by the representative)*

Represented by

....., citizen, born
at, on, identified
with identity card / passport series, no., issued
by, on, personal identification
number domiciled
in based on the special/general power of attorney
no. of (the **"Representative"**)

OR

..... entity incorporated and operating in
accordance with laws of, with registered seat
in, registered with
Trade Registry/ similar entity for non-resident legal persons under no.,
sole registration code/equivalent registration number for non-resident legal
persons, legally represented by
based on the special/general power of attorney no. of (the
"Representative")

WHEREAS the extraordinary general shareholders meeting of Med Life S.A., a joint stock
company managed in a one-tier system and operating under the laws of Romania, having its
registered office in Romania, Bucharest, 365 Calea Grivitei, district 1, registered with the
Trade Registry adjoined to Bucharest Tribunal under no. J40/3709/1996, sole registration
code (CUI) 8422035, with a subscribed and paid up share capital of RON 5,536,270.5 (the
"Company") has been convened on the first calling on **08.10.2018, 10:00** a.m. (Romania
time zone), at "Paris Rive Gauche" Hall in "Novotel" Hotel, located in Bucharest, 37B Calea

Victoriei street, district 1, and, if applicable, on the second calling, if the meeting cannot be held in the first calling, on 09.10.2018, at 10:00 a.m. (Romania time), at "Paris Rive Gauche" Hall in "Novotel" Hotel, located in Bucharest, 37B Calea Victoriei street, district 1 ("EGSM"),

WHEREAS, on 28.09.2018 (the Reference Date), the undersigned was registered in the Company's shareholders' registry as shareholder, holding a number of shares issued by the Company, representing% of the total number of shares issued by the Company, granting the right tovoting rights, representing% of the total voting rights in the EGSM,

WHEREAS, the agenda of the EGSM was published in the convening notice and the supporting documents and information on the agenda are available for consultation,

by this correspondence voting ballot, I express my voting rights for the items included on the agenda of the EGSM, as follows:

1. **Authorization of the Company's Board of Directors to negotiate the extension of the repayment period, the rearrangement of all related terms and conditions, the refinance of the present facilities and the extension of the credit line, up to a maximum limit of Euros 80 Million, as well as of the terms and conditions regarding the mortgage agreements that will guarantee the credit reimbursement obligations, with Banca Comerciala Romana S.A., as well as other financial entities that will participate in the financing process together with Banca Comerciala Romana S.A., regarding the Facility Agreement concluded on 2 March 2016,** between Med Life S.A., Bahtco Invest S.A., Accipiens S.A. and Policlinica De Diagnostic Rapid S.A., as Original Borrowers and Banca Comercială Română S.A., as Agent and Creditor, BRD – Groupe Société Générale S.A., ING Bank N.V. Amsterdam – Bucharest Branch and Raiffeisen Bank S.A., as Creditors, with the purpose of, amongst others, to acquire shares in new companies, as well as to further acquire shares in companies belonging to the group

For ☐

Against ☐

Abstained ☐

2. Authorization for the Company to acquire, directly or through persons acting in their own name, but on behalf of the Company, of a maximum number of 868,000 own shares, over a maximum period of time of 18 months from the date of publishing the decision in the Official Gazette of Romania, part IV, for a price per share of between RON 10 and RON 50, the nominal value of the own shares acquired by this method not exceeding a maximum of 10% of the subscribed shared capital of the Company. A maximum number of 868,000 own shares, acquired through the above mentioned method, will be offered to former or present members of the management bodies or to former or present employees of some of the Company's subsidiaries.

For ☐

Against ☐

Abstained ☐

3. Authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of point 1 above.

For ☐

Against ☐

Abstained ☐

4. Authorization of the Company's Board of Directors in order to execute all reasonable and useful operations and/or procedures, regarding the implementation of point 2 above. The Company's Board of Directors is authorized to decide also upon changing the purpose of the share buyback, except for the case when the new purpose might require the approval of the General Meeting of the Shareholders

For ☐

Against ☐

Abstained ☐

5. Granting to the President of the Board of Directors full power of attorney in order to draft and sign, on behalf of the Company, to enforce the present decisions and to register any and all kinds of documents necessary, including to give any necessary affidavits and to fulfil any formalities, e.g. publishing formalities, paying related fees, soliciting and receiving any documents issued by any competent authorities, as well as granting full power of attorney to another person, in order for the above mentioned formalities to be concluded.

For ☐

Against ☐

Abstained ☐

6. Approval of the date 29.10.2018 as Registration Date in order to identify the shareholders that will be impacted by the decisions of the EGSM, according to the applicable law.

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.)

This voting by correspondence ballot:

- a) Is valid only for the EGSM of 8 October 2018, and if the case may be, for the second calling of the same EGSM of 9 October 2018, at 10:00 a.m. (Romanian time zone);
- b) The deadline for its registration with the Company, in paper format or by e-mail (as specified under Law no. 455/2001 on digital signature) is 6 October 2018, at 08:00 a.m. (Romania time zone);

- c) Is prepared in 2 original copies, of which: one copy stays with the Shareholder/Representative, and one copy is submitted / transmitted to the Company's registry office from 222 Calea Victoriei street, postal code 010093, in sealed envelope, accompanied by the clear indication, in capital letters, **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"** or by e-mail bearing a digital extended signature, incorporated as per Law no. 455/2001 on digital signature at investors@medlife.ro, with the subject caption **"FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MED LIFE S.A. DATED 08TH/09TH OCTOBER 2018"**

I hereby attach to this voting by correspondence ballot:

- (i) Copy of the identity document of the shareholder (identity card for Romanian citizens or passport for foreign citizens),
- (ii) Only in case of ballot for voting by correspondence exercised by a Representative, a copy of the identity document of the individual Representative (identity card for Romanian citizens or passport for foreign citizens). If the Representative is a legal person, I also attach **a)** the certificate of status for the Representative, in original or in copy certified true to the original, issued by the Trade Registry, in its validity term, or any other document, in original or in copy true to the original, issued by a competent authority of the origin state, in its validity term, and **b)** a copy of the identity document of the legal representative (identity card for Romanian citizens or passport for foreign citizens) of the Representative.

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)