

**Special power of attorney  
by legal person shareholders  
for the Extraordinary General Shareholder Meeting (EGSM)  
in Med Life S.A.  
of 08.10.2018/09.10.2018**

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 Grivitei, 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 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 **08.10.2018**, at **10.00** a.m. (Romania time zone) or, if the EGSM is not assembled at the first convening, on **09.10.2018** (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 **28.09.2018**, set as the reference date, as follows:

## AGENDA OF THE EGSM

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 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 cancellation by the EGSM secretaries of the vote;

In case of matters discussed in the EGSM 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.

2. 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 6 October 2018, at 08:00 a.m. (Romania time zone);
3. 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;
4. 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:

- i) 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,
- ii) Copy of the identity document of the legal representative of the shareholder,
- iii) 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:

\_\_\_\_\_

**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)*