

DECISION NO. 59 of April 15th 2015
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

Farmaceutica REMEDIA S.A.
J20/700/1991, CUI RO 2115198

Adopted today, 15.04.2015 at the secondary registered seat of the company in BUCHAREST, 78 Metalurgiei Blvd., 4th district. After discussing the items of the meeting agenda, the Ordinary General Meeting of Shareholders (OGMS) hereby decides the following:

1. By unanimous vote of the shareholders present at the meeting, OGMS approves the **audited unconsolidated financial statements for 2014**, based on the reports submitted by the Chairman of the Board of Administrators and by the financial auditor, having the following representative data:

Indicator	Values registered on December 31 st 2014 (RON)
Net turnover	246.842.700
Operating revenues - TOTAL	248.213.402
Operating costs - TOTAL	244.664.048
Financial revenues - TOTAL	873.899
Financial costs - TOTAL	557.362
TOTAL REVENUES	249.087.301
TOTAL COSTS	245.221.410
Tax	809.947
NET PROFIT	3.055.943
Non-current assets- TOTAL	38,400,400
Current assets - TOTAL	113.159.487
TOTAL ASSETS	151.559.888
Equity	41.861.093
TOTAL long-term liabilities	1.873.207
TOTAL short-term liabilities	107.825.588
TOTAL EQUITY AND LIABILITIES	151.559.888

2. By unanimous vote, OGMS approves the **discharge of tasks of administrators for 2014.**

3. By unanimous vote, OGMS approves the **revenue and expenditure budget for 2015**, having the following representative data:

Indicator	Value (RON)
TOTAL REVENUES , from which:	253.033.500
Net revenues from sale of merchandise	249.678.500
Other revenues	2.450.000
Financial revenues	275.000
Provisions revenues	630.000
TOTAL COSTS , from which:	248.872.500
Net cost of sold merchandise	212.102.500
Other costs	35.180.000
Financial costs	65.000
Amortization & provisions	1.525.000
GROSS PROFIT	4.161.000

4. By unanimous vote, OGMS approves the **investment programme for 2015** having the proposed investment value of **RON 3.265.500.**

5. By unanimous vote, OGMS approves the Board of Administrators' proposal of destination distribution of the net profit achieved in fiscal year 2014, the established gross dividend per share, the established dividends' payment terms and conditions to the shareholders, as follows:

DESTINATION	AMOUNT (RON)	PERCENTAGE IN NET PROFIT (%)
Dividends	1.591.347	52,07
Other reserves - sources made available to the company intended for the reward of employees	150.000	4,91
Undistributed profit	1.121.301	36,69
Legal reserves	193.295	6,33
TOTAL NET PROFIT ACHIEVED/DISTRIBUTED	3.055.943	100,00

6. OGMS approves:

a) By unanimous vote, **the gross dividend per share is established at RON 0,015**, which represents a distribution rate of 52,07% of the total net profit achieved in fiscal year 2014;

b) By majority vote, **18.09.2015 is established as date of payment, in accordance with the provisions of Art. 1293 of Regulation CNVM nr. 1/2006;**

c) By unanimous vote, the **period of 3 (three) years** starting on the date of the Ordinary General Meeting of Shareholders is established as the period during which **the dividends are made available to the shareholders;**

d) By unanimous vote, **dividends will be distributed through the Central Depository S.A.**

e) By unanimous vote, **the costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

7. By unanimous vote, OGMS approves the **report prepared by the independent financial auditor** regarding the financial statements for fiscal year 2014;

8. By secret majority vote, OGMS approves the appointment of a **new Board of Administrators for Farmaceutica REMEDIA S.A. made up of 3 administrators for a 2-year term**, namely from 1.05.2015 until the **date of expiry of the date of the mandate - 30.04.2017**, as follows:

1. The President of the Board of Administrators: **„TARUS” – Valentin Norbert TARUS e.U.** –registered in Austria, Handelsgericht Wien – FN 349134 h represented by Mr. Valentin-Norbert TARUS, austrian citizen, born on 20.03.1952, resident in Viena, Praterstrasse, nr. 78/3/12 identified by identity card issued by Republic of Austria under the no. 10184374 as of 11.11.2005, with full powers of administration and representation.

2. Member of the Board of Administrators: **CHIRIȚĂ Zoe**, Romanian citizen, born on 07.10.1954 in Bucharest, resident in Bucharest, Sect.1, 10, Samuil Micu Clain, str., identified by identity card RD no.597851 issued by SPCEP S1 Bucharest at 20.10.2008, with full powers of administration and representation.

3. Member of the Board of Administrators: **FLEISCHER Paula**, Romanian citizen, born on 30.01.1974 în Deva, resident in Sat. Cristur(Deva), Hunedoara county, identified by identity card HD no.597317 issued by SPCLEP Deva at 30.08.2011 with full powers of administration and representation.

9. By unanimous vote, OGMS approves the **remuneration and other benefits** for the financial year 2015, as follows:

- the remuneration of the Board of Administrators and General Director is limited to maximum RON 50,000 net per month
- the annual bonus of the Board of Administrators, General Director and staff, with the Board of Administrators approval, is limited to maximum 20% of the net profit after the approval of the annual financial reports (all taxes included).

10. By unanimous vote, OGMS approves the **extension of the term of the current external financial auditor INTERAUDIT SRL**, Tax Identification Code (CIF): RO18853345, J40/11511/2006, represented by CARMELA BOBOCEA, Romanian citizen, born on 04.05.1974 in Targoviste, Dambovita county, from 18.04.2015 to 30.04.2017.

11. By unanimous vote, OGMS approves 15.09.2015 as **registration date** in

accordance with the provisions of Art. 238 para. 1 of Law 297/2004 concerning the capital market.

12. By unanimous vote, OGMS approves 14.09.2015 as **ex date**, as defined by the provisions of Regulation CNVM nr. 6/2009.

13. By unanimous vote, OGMS approves the empowerment of "TARUS" - Valentin Norbert TARUS e.U., Chairman of the Board of Administrators, represented by Mr. Valentin-Norbert TARUS to sign all documents issued following the Ordinary General Meeting of Shareholders.

Chairman of the Ordinary General Meeting Of Shareholders

Secretary of the Ordinary General Meeting Of Shareholders