

DECISION NO. 61 of April 20th 2016
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

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

Adopted today, 20.04.2016 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 and consolidated financial statements for 2015**, 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 31st 2015 (Lei)	
	unconsolidated	consolidated
Net turnover	243.811.465	239.387.001
Operating revenues – TOTAL	244.918.610	240.494.266
Operating costs - TOTAL	244.087.303	239.572.283
Financial revenues - TOTAL	2.803.836	2.806.036
Financial costs - TOTAL	2.874.818	2.917.502
TOTAL REVENUES	247.722.446	243.300.302
TOTAL COSTS	246.962.121	242.489.785
Tax	0	(19.515)
NET PROFIT	760.325	791.002
Non-current assets- TOTAL	38.221.450	38.289.807
Current assets - TOTAL	89.886.348	101.594.501
TOTAL ASSETS	128.107.797	139.884.307
Equity	39.403.153	39.354.622
TOTAL long-term liabilities	1.584.195	1.584.195
TOTAL short-term liabilities	87.120.450	98.945.490
TOTAL EQUITY AND LIABILITIES	128.107.797	139.884.307

2. By unanimous vote, OGMS approves the **discharge of tasks of administrators for 2015**.

3. By unanimous vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2016**, having the following representative data:

Indicator	Value (Lei)	
	BVC unconsolidated 2016	BVC consolidat 2016
TOTAL REVENUES , from which:	95.330.000	326.997.500
Net revenues from sale of merchandise	92.310.000	323.475.000
Other revenues	1.980.000	2.472.500
Financial revenues	40.000	50.000
Provisions revenues	1.000.000	1.000.000
TOTAL COSTS , from which:	94.841.000	326.114.905
Net cost of sold merchandise	71.991.000	291.906.000
Other costs	21.850.000	35.670.459
Amortization & provisions	1.000.000	1.000.000
GROSS PROFIT	391.200	706.076

4. By unanimous vote, OGMS approves the **unconsolidated investment programme for 2016** having the proposed investment value of **2.065.000 lei** and the **consolidated investment programme for 2016** having the proposed investment value of **2.805.000 lei**.

5. By unanimous vote, OGMS approves the Board of Administrators proposal of destination distribution of the net profit achieved in fiscal year 2015, as follows:

Farmaceutica REMEDIA SA:

DESTINATION	AMOUNT (RON)	PERCENTAGE IN NET PROFIT (%)
Other reserves - own financing sources created from profit	248.995	32,75
Undistributed profit	473.314	62,25
Legal reserves	38.016	5,00
TOTAL NET PROFIT ACHIEVED/DISTRIBUTED	760.325	100,00

Based on the Decision no. 19/15.03.2016 of the Sole Associate of Farmaceutica REMEDIA Distribution & Logistics SRL, the net profit of the societaty Farmaceutica REMEDIA Distribution & Logistics SRL, was distributed as follows:

DESTINATION	AMOUNT (RON)	PERCENTAGE IN NET PROFIT (%)
Dividends to be paid to Farmaceutica REMEDIA SA	22.107	21,55
Undistributed profit that will cover the losses of previous years	80.494	78,45
TOTAL NET PROFIT ACHIEVED/DISTRIBUTED	102.601	100,00

6. By unanimous vote, OGMS approves the **unconsolidated and consolidated report prepared by the independent financial auditor** regarding the financial statements for fiscal year 2015;

7. By unanimous vote, OGMS approves the **remuneration and other benefits** for the members of the Board of Administrators as well as the maximum limit for the additional remuneration for the Directors with mandate contract of Farmaceutica REMEDIA SA during the period 21.04.2016 – 30.04.2017, 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, based on 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).

8. By unanimous vote, OGMS approves 11.05.2016 as **registration date** in accordance with the provisions of Art. 238 para. 1 of Law 297/2004 referring to the capital market.

9. By unanimous vote, OGMS approves 10.05.2016 as **ex date**, as defined by the provisions of Regulation CNVM nr. 6/2009.

10. 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