

DECISION NO. 62 of April 26th 2017

of the ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

Farmaceutica REMEDIA S.A.

J20/700/1991, CUI RO 2115198

Adopted today, 26.04.2017 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 2016**, 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 2016 (LEI)	Values registered on December 31st 2016 (LEI)
	unconsolidated	consolidated
Net turnover	87.998.778	254.953.838
Operating revenues - TOTAL	88.786.013	255.766.739
Operating costs - TOTAL	88.495.202	254.135.424
Financial revenues - TOTAL	488.258	569.425
Financial costs - TOTAL	485.069	616.690
TOTAL REVENUES	89.274.271	256.336.164
TOTAL COSTS	88.980.270	254.752.113
Tax	-51.688	(316.026)
NET PROFIT	242.313	1.268.025
Non-current assets- TOTAL	38.935.138	39.735.926
Current assets - TOTAL	34.608.284	126.101.502
TOTAL ASSETS	73.543.423	165.837.428
Equity	39.783.552	40.832.658
TOTAL long-term liabilities	1.273.137	1.448.526
TOTAL short-term liabilities	32.486.735	123.556.244
TOTAL EQUITY AND LIABILITIES	73.543.423	165.837.428

2. By unanimous vote, OGMS approves the **discharge of tasks of administrators for 2016**.

3. By unanimous vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2017**, having the following representative data:

Indicator	Value (LEI)	
	unconsolidated	consolidated
TOTAL REVENUES , from which:	93.996.000	368.311.000
Net revenues from sale of merchandise	90.411.000	365.286.000
Other revenues	2.080.000	1.920.000
Financial revenues	505.000	5.000
Provisions revenues	1.000.000	1.100.000
TOTAL COSTS , from which:	92.974.775	366.585.075
Net cost of sold merchandise	70.064.775	328.193.775
Other costs	22.410.000	37.491.300
Amortization & provisions	500.000	850.000
GROSS PROFIT	1.021.225	1.725.925

4. By unanimous vote, OGMS approves the **investment programme for 2017** having the proposed investment value of LEI 1.885.000 lei for Farmaceutica REMEDIA SA and LEI 615.000 for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

5. By unanimous vote, OGMS approves the Board of Administrators' proposal of destination distribution of the net profit achieved in fiscal year 2016, as follows:

DESTINATION	AMOUNT (RON)
Dividends from 2016 profit	227.613
Dividends from reserves of the previous years	473.314
Total dividends	700.927
Legale rezerves	14.700
TOTAL NET PROFIT distributed 2016	242.313

6. OGMS approves:

- a) By unanimous vote, **the gross dividend per share is established at LEI 0,0066** with with a return of 3,3%;
- b) By unanimous vote, **22.09.2017** is established as **date of payment**, in accordance with the provisions of Art. 129³of 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, empowering of the Board of Administrators to select the payment agent and establishing of the distribution of the dividends, in accordance with the legal provisions in force.

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

7. By secret majority vote, OGMS approves the appointment of a **new Board of Administrators for Farmaceutica REMEDIA S.A. made up of 5 administrators for 1 (one) year term**, respectively from 1.05.2017 until 30.04.2018, as follows:

1. 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, resided in Viena, Praterstrasse, no. 78/3/12 identified by ID issued by Austrian Republic under the no. 11188270 as of 9.11.2015, fully empowered for administration and representation.
2. Member of the Board of Administrators: **CHIRIȚĂ Zoe**, Romanian citizen, born on 07.10.1954 in Bucharest, resided in Bucharest, Sect.1, 10, Samuil Micu Clain str., identified by ID RD no.597851 issued by SPCEP S1 Bucharest at 20.10.2008, fully empowered for administration and representation.
3. Member of the Board of Administrators: **CHIVU Corina-Andreea**, Romanian citizen, born on 08.09.1988 resided in Bucharest, Sector 6, Str. Vintila Mihailescu nr.9, bl. 56, sc.B, ap. 36, identified by ID RD no. 812126 issued by SPCEP Sector 6 at 23.08.2012, fully empowered for administration and representation.
4. Member of the Board of Administrators **BACIU Ioan**, Romanian citizen, born on Bacau in 11.03.1975, resided in Bucuresti , identified by ID RD no.834003 issued by SPCEP Sector 6 at 20.03.2017, fully empowered for administration and representation.
5. Member of the Board of Administrators **BANCIU Mircea**, Romanian citizen, born on 31.03.1965 în Brad, Hunedoara county, resided in Deva, Bd. Decebal, bl 23, sc H, ap.158, identified by ID HD nr.741486 issued by SPCLEP Deva at 17.12.2014, fully empowered for administration and representation.

8. By unanimous vote, OGMS approves the **remuneration and other benefits** for the members of the Board of Administrators and General Director, as well as the maximum limit of the additional remuneration for Directors with mandate agreement for the time-period between 1.05.2017 – 30.04.2018, as follows:

- the remuneration of the Board of Administrators and General Director is limited to maximum RON 70,000 net per month
- the annual bonus for the members 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).

9. 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 1.05.2017 to 30.04.2018.

10. By unanimous vote, OGMS approves **06.09.2017** as **registration date** in accordance with the provisions of Art. 238 para. 1 of Law 297/2004 regarding the capital market.

11. By unanimous vote, OGMS approves **05.09.2017** as **ex date**, as defined by the provisions of Regulation CNVM nr. 6/2009.

12. 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