

DECISION NO. 64 of April 26th 2018
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)

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

Adopted today, 26.04.2018 at the secondary registered seat of the company in BUCHAREST, 78 Metalurgiei bvd., 4th district. After discussing the items of the meeting agenda, the Ordinary General Meeting of Shareholders (OGMS) hereby decides, with the vote of the shareholders present and represented (95.% of the share capital) the following:

1. By unanimous vote of the shareholders present at the meeting, OGMS approves the **audited unconsolidated and consolidated financial statements for 2017**, 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 31th 2017 (LEI)	Values registered on December 31th 2017 (LEI)
	Unconsolidated	Consolidated
Net turnover	90.661.306	351.225.960
Operating revenues - TOTAL	92.314.998	353.104.076
Operating costs - TOTAL	91.427.256	348.500.775
Financial revenues - TOTAL	692.607	364.844
Financial costs - TOTAL	18.905	244.563
TOTAL REVENUES	93.007.605	353.468.920
TOTAL COSTS	91.446.161	348.745.338
Tax	270.689	958.210
NET PROFIT	1.290.756	3.765.372
Non-current assets- TOTAL	38.534.906	39.284.471
Current assets - TOTAL	29.435.049	164.106.388
TOTAL ASSETS	68.044.479	203.590.867
Equity	41.048.322	44.651.908
TOTAL long-term liabilities	1.399.221	1.490.429
TOTAL short-term liabilities	25.596.937	157.448.529
TOTAL EQUITY AND LIABILITIES	68.044.479	203.590.867

2. By unanimous vote, OGMS approves the **discharge of tasks of administrators for 2017**.
3. By unanimous vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2018**, having the following representative data:

Indicator	Value (LEI)	
	unconsolidated	consolidated
TOTAL REVENUES , from which:	107.984.500	434.405.239
Net revenues from sale of merchandise	103.389.000	430.801.000
Other revenues	2.490.000	3.224.853
Financial revenues	2.005.500	5.500
Provisions revenues	100.000	373.886
TOTAL COSTS , from which:	105.716.055	431.936.557
Net cost of sold merchandise	81.761.055	386.027.055
Other costs	23.515.000	44.884.111
Amortization & provisions	440.000	983.161
GROSS PROFIT	2.268.445	2.468.682

4. By unanimous vote, OGMS approves the **investment programme for 2018** having the proposed investment value of LEI **2.058.200** lei for Farmaceutica REMEDIA SA and LEI **1.061.830** 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 2017, as follows:

DESTINATION	AMOUNT (RON)
Dividends from 2017 profit	1.060.898
Legal reserves	78.072
Other reserves	151.786
TOTAL NET PROFIT distributed 2017	1.290.756

6. By unanimous vote, OGMS approves:

a) **The gross dividend per share is established at LEI 0,01;**

b) **04.09.2018** is established as **date of payment;**

c) 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) 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.

e) **The costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

7. By secret majority vote, OGMS approves, following the cessation of the mandate, the election of a **new Board of Administrators for Farmaceutica REMEDIA S.A. made up of 5 administrators for 1 (one) year term**, respectively from 1.05.2018 until the expiry date of the mandate 30.04.2019, as follows:

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, fully empowered for administration and representation.

Member of the Board of Administrators: **CHIRIȚĂ Zoe**, Romanian citizen, born on 07.10.1954 in Bucharest, resided in Bucharest, Sect.1, fully empowered for administration and representation.

Member of the Board of Administrators: **UDATU-HANGANU Dan-Eugen**, Romanian citizen, born on 06.08.1969 în Dumitrești, Vrancea county, resided in Focșani, Vrancea county, fully empowered for administration and representation.

Member of the Board of Administrators **SERFAL MANAGEMENT SRL**, J23/1845/2018, CUI 39253289, represented by Mr. **FALĂ Sergiu**, Romanian citizen, born on Bălți, Republic of Moldova, in 12.06.1976, resided in Voluntari, Ilfov county, fully empowered for administration and representation.

Member of the Board of Administrators **STRUGARU Rareș**, Romanian citizen, born on 27.06.1968 în Cluj-Napoca, Cluj county, resided in Bucharest, Sect.1, fully empowered for administration and representation.

8. By majority 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 1.05.2018 – 30.04.2019, as follows:

- the remuneration of the Board of Administrators and General Director is limited to maximum RON 100,000 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 10% of the net profit after the approval of the annual financial reports (all taxes included).

9. By unanimous vote, OGMS approves a new mandate for **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 1.05.2018 to 30.04.2019.

10. By unanimous vote, OGMS approves **17.08.2018** as **registration date**.

11. By unanimous vote, OGMS approves **16.08.2018** as **ex date**.

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