

PROJECT

DECISION NO. 68 of 4 December 2019 of the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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

Adopted today, 4.12.2019 at the secondary office of the company from BUCHAREST, Bdul Metalurgiei nr. 78, sector 4. After the debate of the items on the agenda, the Extraordinary General Meeting of Shareholders decides, with the vote of present and represented shareholders (....% from the share capital), the following:

1. E.G.M.S. approves, with unanimity/majority of votes authorization of the Board of Administrators to identify a buyer for the goodwill for all or a significant part of the total working points (pharmacies) of the company and to negotiate the terms and conditions of the contract;
2. E.G.M.S. approves, with unanimity/majority of votes the report on the retail activities of the company Farmaceutica REMEDIA S.A. in order to substantiate the proposals from point 1;
3. E.G.M.S. approves, with unanimity/majority of votes the transfer contract of the goodwill related to all, or a significant part of the total working points (pharmacies) of the company in the terms and conditions to be agreed by the Board of Administrators with the buyer identified according to point 1 above; The transfer cannot take place for a global price of less than EUR 5.000.000 (excluding VAT).
4. E.G.M.S. approves, with unanimity/majority of votes updating of the Articles of Incorporation of the company Farmaceutica REMEDIA S.A. as follows:

Art 2.1. is modified and will have the following content:

The company is the Romanian legal person, constituted as an open trading company, its functioning being regulated by the provisions of the legislation in force and by the other applicable provisions of the Romanian legislation and by the provisions of the present Articles of Incorporation.

Art. 3.1. is modified and will have the following content: The Company's registered office is in Romania, Deva Municipality, NICOLAE BĂLCESCU Boulevard, Nr.2, (former Dorobantilor street, Nr. 43), Hunedoara county.

Article 6.2. is modified and shall have the following content: Synthetic structure consolidated on 10.09.2019 of the shareholders of financial instruments issued by Farmaceutica REMEDIA S.A., symbol RMAH, according to the Register of holders of financial instruments communicated by the Depozitarul Central S.A. is the following:

- (1). **65,5055%** of the subscribed and fully paid social capital, representing 69.494.616 shares with a total nominal value of 6.949.461,60 lei, holds **Valentin-Norbert TARUS**, an Austrian citizen.
- (2). **24,2477%** of the subscribed and fully paid social capital, representing 25.724.330 shares with a total nominal value of 2.572.433 lei, holds **Pavel Ionica-Mirela**, a Romanian citizen.
- (3). **4,7615%** of the subscribed and fully paid social capital, representing 5.051.482 shares with a total nominal value of 505.148,20 lei, hold **other shareholders, natural persons.**

(4). **5,4853%** of the subscribed and fully paid social capital, representing 5.819.372 shares with a total nominal value of 581.937,20 lei, hold **other shareholders, legal entities.**

Article 8.3. paragraphs (4) and (5) are modified and will have the following content:

(4) The Extraordinary General Meeting of Shareholders may decide to trade preference rights under the conditions of the law and the regulations and other applicable normative acts;

(5) The provisions of the present art. 8.3 is supplemented by the legal provisions and regulations of the bodies empowered in this regard.

Article 9.3. point c) is modified and will have the following content: current reports made to the authorized bodies;

Article 12.1. it is modified and will have the following content: The General Meeting of Shareholders will be chaired by the Chairman of the Board of Administrators or, in case of impossibility, by another person designated by the Chairman or by the Board of Administrators.

Article 12.10. is modified and shall have the following content: Within 15 days from the date of the General Meeting of Shareholders, the decisions taken shall be submitted to the Trade Register, transmitted to the other authorized bodies and published in the Official Monitor of Romania.

Art.16.4. letter h) is modified and will have the following content: in the absence of a decision of the General Meeting of Shareholders or of the Board of Administrators, the General Director will be able to represent the company up to an amount representing maximum the equivalent in lei of EURO 500.000, but no more than 20% of the total fixed assets, less the receivables, for the financial operations taken individually or accumulated during a financial year;

Art.16.4. letter l) is added, having the following content: he may delegate its attributions to the other Directors by internal decision.

5. E.G.M.S. approves, with unanimity/majority of votes the date of **20.12.2019 as the registration date**, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

6. E.G.M.S. approves, with unanimity/majority of votes the date of **19.12.2019 as ex-date**, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter l from the FSA Regulation No. 5/2018.

7. E.G.M.S. approves, with unanimity/majority of votes empowerment of Mr. Valentin-Norbert TARUS, as the General Director of the Company, for signing all the documents necessary to carry out the decisions adopted in E.G.M.S., including but not limited to the signing of the transfer contract of the goodwill related to the company's working points (pharmacies).

Chairman of the Extraordinary General Meeting Of Shareholders

Secretary of the Extraordinary General Meeting of Shareholders