

**DECISION NO. 72 of April 15<sup>th</sup>/16<sup>th</sup> 2020  
of the Ordinary General Meeting of Shareholders**

**( P R O J E C T )**

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

Adopted today, April 15<sup>th</sup>/16<sup>th</sup>, 2020, at the secondary headquarters of the company in BUCHAREST, 77 Metalurgiei Blvd., sector 4. Following the debate on the agenda, the Ordinary General Meeting of the Shareholders decides, with the vote of present and represented shareholders (... % from the share capital), the following:

**Art.1.** By unanimous/majority vote of the shareholders present at the meeting, OGMS approves the **audited unconsolidated and consolidated financial statements for 2019**, 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 2019 (LEI)	Values registered on December 31th 2019 (LEI)
	unconsolidated	consolidated
Net turnover	104.200.954	446.411.283
Operating revenues – TOTAL	108.908.892	452.127.257
Operating costs - TOTAL	108.455.823	448.323.839
Financial revenues - TOTAL	2.226.990	394.880
Financial costs - TOTAL	10.715	1.075.366
<b>TOTAL REVENUES</b>	<b>111.135.882</b>	<b>452.522.138</b>
<b>TOTAL COSTS</b>	<b>108.466.538</b>	<b>449.399.205</b>
Tax	106.138	681.817
<b>NET PROFIT</b>	<b>2.563.206</b>	<b>2.441.116</b>
Non-current assets- TOTAL	37.650.247	39.948.736
Current assets - TOTAL	36.893.890	220.077.654
<b>TOTAL ASSETS</b>	<b>74.598.483</b>	<b>260.369.939</b>
Equity	44.547.474	49.061.524
TOTAL long-term liabilities	1.688.296	3.147.081
TOTAL short-term liabilities	28.382.713	208.161.335
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>74.598.483</b>	<b>260.369.939</b>

**Art.2.** By unanimous/majority vote, OGMS approves the **discharge of tasks of administrators for 2019**;

**Art. 3.** By unanimous/majority vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2020**, having the following representative data:

Indicator	Value (LEI)	Value (LEI)
	unconsolidated	consolidated
<b>TOTAL REVENUES</b> , from which:	<b>85.542.710</b>	<b>522.698.160</b>
Net revenues from sale of merchandise	58.230.500	495.320.950
Other revenues	26.367.210	27.332.210
Financial revenues	945.000	45.000
Provisions revenues	0	0
<b>TOTAL COSTS</b> , from which:	<b>66.007.905</b>	<b>502.345.485</b>
Net cost of sold merchandise	45.935.000	451.523.390

Other costs	19.844.325	48.950.515
Amortization & provisions	228.580	1.871.580
<b>GROSS PROFIT</b>	<b>19.534.805</b>	<b>20.352.675</b>

**Art.4.** By unanimous/majority vote, OGMS approves the **investment programme for 2020** having the proposed investment value of LEI 283.200 for Farmaceutica REMEDIA SA and LEI 648.000 for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

**Art.5.** By unanimous vote, OGMS approves the Board of Administrators' proposal of destination distribution of the net profit achieved in fiscal year 2019, as follows:

DESTINATION	AMOUNT (Lei)
<b>Dividends from the profit for 2019</b>	<b>2.121.796,00</b>
<b>Legal reserves</b>	<b>133.467,00</b>
<b>Other reserves</b>	<b>307.942,78</b>
<b>TOTAL DISTRIBUTED NET PROFIT 2019</b>	<b>2.563.205,78</b>

**Art.6.** OGMS approves:

- a) By unanimous/majority vote, **the gross dividend per share is established at LEI 0,020;**
- b) By unanimous/majority vote, **02.06.2020** is established as **date of payment**, in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the F.S.A. Regulation No. 5/2018;
- c) By unanimous/majority 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/majority 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.
- e) By unanimous/majority vote, **the costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

**Art.7.** 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 1 (one) year term**, respectively from 01.05.2020 until 30.04.2021, as follows:

1. President of the Board of Administrators, ....., fully empowered for administration and representation;
2. Member of the Board of Administrators, ....., fully empowered for administration and representation;
3. Member of the Board of Administrators, ....., fully empowered for administration and representation;

**Art.8.** By unanimous/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 01.05.2020 – 30.04.2021, as follows:

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

**Art.9.** By unanimous/majority vote, OGMS approves the **external financial auditor** .....

**Art.10.** By unanimous/majority vote, OGMS approves **15.05.2020** as the **registration date**.

**Art.11.** By unanimous/majority vote, OGMS approves **14.05.2020** as **ex date**.

**Art.12** By unanimous/majority vote, OGMS approves the empowerment of Mr. Valentin-Norbert TARUS representing "TARUS" – Valentin Norbert TARUS e.U., as President of the Board of Administrators, for signing all the documents issued following the Ordinary General Meeting of Shareholders.

The President of the Extraordinary General Meeting of the Shareholders

The Secretary of the Extraordinary General Meeting of the Shareholders