

SPECIAL DELEGATION - OGMS 15/16 April 2020
Requested by the Board of Administrators of
Trading company Farmaceutica REMEDIA S.A.

Name of the Shareholder: _____

Identification in the Shareholders' Register of Farmaceutica REMEDIA S.A.:

ID: (PIN or CIF - Fiscal Identification Number) _____

ID2: (Personal ID or Trade Registry No.) _____

ADDRESS: _____

CITY: _____

COUNTY: _____

COUNTRY: _____

Fiscal Identification No.: _____

SHAREHOLDER OF: _____

Legally represented by _____, as _____

Identified with ID series _____, no. _____ and PIN _____

On the reference date, holder of a number of _____ shares,

I hereby delegate Mr. / Mrs. _____,

PIN _____

Identified with ID series _____, no. _____, domiciled in _____

As my representative in the Extraordinary General Meeting of the Shareholders on **April 15th 2020, 12.00 o'clock** at the headquarters of the company in Bucharest, 78 Metalurgiei Blvd., district 4, postal code 041836, or on the date when the second meeting will take place on **April 16th 2020**, at the same place and time, to exercise the voting right corresponding to my holdings registered in the **Shareholders' Register kept in the Central Depository on the reference date**, as follows:

The agenda / Issues subjected to a vote in the **Ordinary General Meeting** of Shareholders

1. Presentation of the report of the President of the Board of Administrators and of the independent financial auditor regarding the financial statements afferent to the financial year 2019. Approval **of financial statements for 2019;**

In favour _____ Opposed _____ Abstained _____

2. Approval of the discharge from administration of administrators for the financial year 2019;

In favour _____ Opposed _____ Abstained _____

3. Approval of the budget of income and expenditures for 2020;

In favour _____ Opposed _____ Abstained _____

4. Approval of the activity and investment program for 2020.

In favour _____ Opposed _____ Abstained _____

5. Approval of the manner of profit distribution for the financial year 2019. The Board of Administrators of the Company proposes and recommends the Ordinary General Meeting of Shareholders for the net profit realised in the financial year 2019 to be distributed to the following destinations:

The net profit afferent to the unconsolidated financial year = 2.563.205,78 Lei

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

In favour _____ Opposed _____ Abstained _____

6. a) Fixing the gross dividend per share at 0,020 lei.

b) Approval of the date of **02.06.2020** as the **payment date** - 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) Approval of the deadline for **keeping available to shareholders the dividends 3 (three) years** from the dividends payment date;

d) Empowerment of the Board of Administrators to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force.

e) Approval for **bearing the costs of dividends distribution** by **Farmaceutica REMEDIA S.A.**;

In favour _____ Opposed _____ Abstained _____

7. Electing a new Board of Administrators of Farmaceutica REMEDIA S.A. composed of **3 (three) administrators** with **duration of the mandate of one (1) year**, respectively from 01.05.2020 until 30.04.2021:

- „**TARUS**” – **Valentin Norbert TARUS e.U.**

In favour _____ Opposed _____ Abstained _____

- **NOEL CONSULTING SRL**

In favour _____ Opposed _____ Abstained _____

- **Adrian Marcel PARVU**

In favour _____ Opposed _____ Abstained _____

8. Establishing the remuneration for the members of the Board of Administrators, the General Manager, as well as for the Managers with mandate contract, **and the maximum limit until which additional remunerations and other benefits can be granted** of the unconsolidated net profit, all these for the period 01.05.2020 – 30.04.2021.

Mandating the Board of Administrators to establish, depending on the performances realised, the distribution of benefits for the members of the Board of Administrators, the General Manager, as well as for the Managers with mandate contract.

In favour _____ Opposed _____ Abstained _____

9. Electing the external financial auditor and establishing the minimum duration of its contract, due to contract expiry of the external financial auditor;

- INTERAUDIT SRL

In favour _____ Opposed _____ Abstained _____

10. Approval of the date of **15.05.2020 as the registration date**, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017;

In favour _____ Opposed _____ Abstained _____

11. Approval of the date of **14.05.2020 as ex-date**, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter I from the FSA Regulation No. 5/2018;

In favour _____ Opposed _____ Abstained _____

12. 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.

In favour _____ Opposed _____ Abstained _____

Signature of the shareholder _____ **Date of delegation** _____

This document was drawn up in 3 (three) original copies.