

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

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

Adopted today, April 15<sup>th</sup>, 2020, at the secondary headquarters of the company in BUCHAREST, 78 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 (85,2 % from the share capital), the following:

**Art.1.** By unanimous of votes 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<br>on December 31th<br>2019 (LEI) | Values registered<br>on December 31th<br>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 of votes, OGMS approves the **discharge of tasks of administrators for 2019**;

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

| Indicator                             | 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 of votes, 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 of votes, OGMS approves the Board of Administrators' proposal of destination distribution of the net profit achieved in fiscal year 2019, as follows:

| DESTINATION                               | AMOUNT<br>(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 of votes, **the gross dividend per share is established at LEI 0,02;**
- b) By unanimous of votes, **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 of votes, 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 of votes, 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 of votes, **the costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

**Art.7.** By secret unanimous of votes, 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, **"TARUS" - Valentin Norbert TARUS e.U.** - registered in Austria, represented by Mr. Valentin - Norbert TARUS, Austrian citizen, born on 20.03.1952 in Romania, domiciled in Vienna, fully empowered for administration and representation;

2. Member of the Board of Administrators, **NOEL CONSULTING SRL**, registration no. J40/ 21643/2005, CUI 18240499, represented by Mr. Petru CRACIUN, Romanian citizen, born on 04.02.1966 in Romania, domiciled in Romania, fully empowered for administration and representation;

3. Member of the Board of Administrators, **Adrian Marcel PARVU**, Romanian citizen, born on 17.11.1986 in Romania, domiciled in Romania, fully empowered for administration and representation;

**Art.8.** By unanimous of votes, OGMS approves the **remuneration and other benefits** for the members of the Board of Administrators, the General Director, as well as for the Directors with a mandate contract, and the maximum limit up to which additional remuneration and other benefits from the unconsolidated net profit can be granted, all for the period 01.05.2020 - 30.04.2021, as follows:

- The compensation of the Board of Administrators, the General Director and the Directors with a mandate contract is limited to a maximum of 150.000 lei gross per month;

- The annual bonus for the members of the Board of Administrators of the General Director and of the Directors with a mandate contract, with the approval of the Board of Administrators, is limited to a maximum of 15% of the net profit, according to the mandate contracts, after the approval of the annual financial statements (amount that includes all fees).

Mandate of the Board of Administrators to determine, depending on the performance achieved, the distribution of benefits for the members of the Board of Administrators, the General Director, as well as for the Directors with a mandate contract.

**Art.9.** By unanimous of votes, OGMS approves the **external financial auditor INTERAUDIT SRL**, CIF: 18853345, J40 / 11511/2006, represented by CARMELA BOBOCEA, Romanian citizen, born on 04.05.1974 in Targoviste, Dambovita county, from 1.05.2020 to 30.04.2021.

**Art.10.** By unanimous of votes, OGMS approves **15.05.2020 as the registration date.**

**Art.11.** By unanimous of votes, OGMS approves **14.05.2020 as ex date.**

**Art.12** By unanimous of votes, OGMS approves the empowerment of "TARUS" - Valentin Norbert TARUS e.U., President of the Board of Directors, represented by Mr. Valentin-Norbert TARUS, for signing all the documents issued following the Ordinary General Meeting of Shareholders.

President of the Board of Administrators  
"TARUS" – Valentin Norbert TARUS e.U.,

represented by Valentin Norbert TARUS