

### Current report according to CNVM Statute No 1/ 2006

Report date:	15.03.2016
Name of issuer:	Farmaceutica REMEDIA
Registered office:	Deva, 43 Dorobantilor St.
Tel/ fax no:	0254 22 32 60 / 0254 22 61 97
ORC no:	2115198
Trade Registry no:	J20 / 700 / 1991
Subscribed and paid-in capital:	RON 10,608,980
Regulated market:	Bucharest Stock Exchange, Standard Category

### Important events to report:

**Dear investors,**

**We present you the Convocation of Ordinary General Meeting of the Shareholders as of April 20th/21st 2016, approved by the Board of Administrators of the trading company Farmaceutica REMEDIA S.A. as of 15.03.2016**

### CONVOCATION

#### Ordinary General Meeting of the Shareholders (OGMS)

The **Ordinary General Meeting of the Shareholders (OGMS)** is convened by the Board of Administrators of the company **Farmaceutica REMEDIA S.A.**, headquartered in Deva, 43 Dorobanților Street, Hunedoara county, registered with the Trade Register (O.R.C.) under No. J20/700/1991, Unique Registration Code RO 2115198, in accordance with Law 31/1990, Law 297/2004, Regulation CNVM 6/2009 and Layout of Measures CNVM 26/2012 on:

**Wednesday - 20.04.2016, 12:00 am, at the company's headquarters in BUCHAREST, 78 Metalurgiei Blvd., sector 4, 041836.**

If the meetings cannot be held due to lack of quorum, they shall be convened a second time on:

Thursday - 21.04.2016, at the same place and at the same time.

**The meetings may be attended by shareholders registered in the Register of Shareholders by the end of the day on 11.04.2016 – reference date**

**The agenda for the Ordinary General Meeting of Shareholders**

- 1.** Approval of the **financial statements for 2015**, based on the reports submitted by the Chairman of the Board of Administrators and by the financial auditor.
- 2.** Approval of **discharge of tasks** of administrators for 2015.
- 3.** Approval of the **revenue and expenditure budget for 2016**.
- 4.** Approval of the **activity and investment programme for 2016**.
- 5.** Approval of the **distribution of profit for fiscal year 2015**. The company's Board of Administrators proposes and recommends to the Ordinary General Meeting of Shareholders that the net profit achieved in fiscal year 2015 to be distributed as follows:

<b>DESTINATION</b>	<b>AMOUNT (LEI)</b>	<b>NET PROFIT (%)</b>
<b>Other reserves - own financing sources created from the profit</b>	<b>248.995</b>	<b>32,75</b>
<b>Undistributed profit</b>	<b>473.314</b>	<b>62,25</b>
<b>Legal reserves</b>	<b>38.016</b>	<b>5,00</b>
<b>TOTAL NET PROFIT ACHIEVED/DISTRIBUTED</b>	<b>760.325</b>	<b>100,00</b>
- 6.** Presentation of the **report prepared by the independent financial auditor** regarding the financial statements for fiscal year 2015;
- 7.** Establishing the **remuneration and other benefits** for the members of the Board of Administrators, as well as the maximum limit of the additional remuneration for Directors with a contract for the time-period between 21.04.2016 – 30.04.2017.
- 8.** Approval of 11.05.2016 as **registration date** in accordance with the provisions of Art. 238 para. 1 of Law 297/2004 concerning the capital market.
- 9.** Approval of 10.05.2016 as **ex date**, as defined by the provisions of Regulation CNVM nr. 6/2009.
- 10.** 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.



**A. Introducing new items on the agenda and presenting draft resolutions for the items that are included or are to be included on the agenda of the OGMS.**

According to Art. 117<sup>1</sup> para. (1) of the Law No. 31/1990 republished and according to Art. 7 para. (1) of Regulation No. 6/2009, one or more shareholders representing individually or together at least 5% of the share capital may request the Board of Administrators of the company that new items be introduced on the agenda of the OGMS and/or draft resolutions be presented for the items that are included or are to be included on the agenda of the OGMS under the following conditions:

- i. In case of shareholders who are natural persons, the requests shall be accompanied by copies of the shareholders' ID cards allowing their identification in the company's Register of Shareholders kept by the Central Depository S.A.
- ii. The shareholders capacity, as well as, shareholders as legal persons or entities without legal personality, the capacity as legal representative is determined based on the art. 111 (1) of the Regulation 6/2009, based on the following documents presented to the issuer by the shareholder:
  - a) The account statement proving the shareholder capacity and the no of the owned shares;
  - b) The documents certifying registration of the information referring to the legal representative of the Central Depository/the respective participants.

In all cases, the documents attesting the capacity as legal representative which are drafted in a foreign language other than English shall be accompanied by a translation into Romanian or into English by an authorised translator.

iii. They shall be accompanied by a justification and/or by a draft resolution proposed for adoption;

iv. The original proposals for the introduction of new items on the agenda and of draft resolutions proposed to be approved by the OGM, signed and, where applicable, stamped by the shareholders or their legal representatives, shall be submitted/lodged and registered at the company's headquarters in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, by the end of the day 31.03.2016, with the following clear mention written in capital letters on the envelope: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2016.»

**Asking questions concerning the items on the agenda of the OGMS in accordance with Art. 13 of Regulation No. 6/2009.**

Each shareholder may ask the company questions by means of an original document, signed and where applicable stamped by the shareholder or his legal representative, which shall be submitted/lodged and registered at the company's headquarters in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, by the end of the day 18.04.2016, with the following clear mention written in capital letters on the envelope:



«FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2016.»

The same identification requirements specified under the letter A of the present convocation ("Introducing new items on the agenda and presenting draft resolutions for the items that are included or are to be included on the agenda") will be applicable to the shareholders / legal representative of the shareholders who ask questions related to the agenda of OGMS.

The company may give an overall answer to questions having the same content. This answer shall be made available on the company's website, in the Investors' Section, in a question-response format.

## **B. Voting**

Shareholders can vote directly, by proxy or by correspondence.

### **C.1. Direct vote in the OGMS**

The shareholders who have the right to participate in the General Meeting of Shareholders are granted access simply by proving their identity. In the case of shareholders who are natural persons, an ID card is required. In the case of legal persons and of shareholders who are natural persons and are being represented by someone else, the proxy given to the representative is required (the latter also needs to provide an ID card), in compliance with the applicable legal provisions and of the provisions included in the present convocation.

In case of shareholders who are legal persons or entities without legal personality, the capacity as legal representative is determined based on the shareholders' list on the reference date, received from the Central Depository S.A. If the Register of Shareholders does not contain any information concerning the capacity as legal representative, this capacity shall be attested by means of the original or a copy of the confirmation of company details issued by the Trade Register or by means of the original or a true copy of any other document issued by a competent authority of the state in which the shareholder is legally registered, certifying the capacity as legal representative.

The documents certifying the capacity as legal representative of the shareholder who is a legal person shall be issued no later than 3 months before the publication date of the convocation of the General Meeting of Shareholders.

The documents certifying the capacity as legal representative which are drafted in a foreign language other than English shall be accompanied by a translation into Romanian or into English by an sworn translator.

Shareholders who do not have legal competence as well as legal persons can be represented by their legal representatives who can in turn grant proxy to other persons.

### **C.2. Representation based on special proxy or general proxy (empowerment) in the OGMS**

Shareholders can be represented in the OGMS by other persons based on a special



proxy or a general proxy (empowerment).

This type of vote requires special proxy forms (in Romanian or in English) in accordance with the applicable legal provisions which will be made available by the company's Board of Administrators or a general proxy (empowerment) drawn up in compliance with the provisions of art. 15 (1) of the Regulation 6/2009 regarding the exercising of the shareholders' some rights during the general meetings.

Shareholders who are legal persons or entities without legal personality who participate in the OGMS through another person other than their legal representative will necessarily have to use a special or a general proxy under the above-mentioned conditions.

### **Representation based on special proxy**

Special proxy forms will be available from 18.03.2016 at the company's headquarters and on the company's website [www.remedia.ro](http://www.remedia.ro).

i. In case of shareholders who are natural persons, the special proxies shall be accompanied by copies of the shareholders' ID cards allowing their identification in the company's Register of Shareholders kept by the Central Depository S.A.

ii. In case of shareholders who are legal persons or of entities without legal personality, special proxies shall be accompanied by the copy of the ID card of the natural person representing them based on the proxy.

The capacity as legal representative of the person who had signed the proxy shall be determined based on the list of shareholders on the reference date received from the Central Depository S.A. If the Register of Shareholders does not contain any information concerning the capacity as legal representative, this capacity shall be attested by means of the original or a copy of the confirmation of company details issued by the Trade Register or by means of the original or a true copy of any other document issued by a competent authority of the state in which the shareholder is legally registered, no more than 3 months before the publication date of the Convocation of the GM, allowing the identification of the legal representative.

The documents attesting the capacity as legal representative which are drafted in a foreign language other than English shall be accompanied by a translation into Romanian or into English by an authorised translator.

The shareholders shall fill out and sign the special proxies in 3 originals: one for the shareholder, one for the representative and one for the company. The original for the company, filled out, signed and, where applicable, stamped, shall be personally submitted at or sent to the headquarters of Farmaceutica REMEDIA S.A. in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836 until 18.04.2016, 12:00, in a sealed envelope, with the following mention, clearly written out in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2016» or shall be sent by e-mail to [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and until the same time, with an incorporated advanced electronic signature in accordance with Law No. 455/2001 regarding the electronic signature.

A shareholder is prohibited to exercise different votes, based on his owned shares, in the same society.

A shareholder gives in the special proxy specific voting instructions to the person who represents him, for each topic on the agenda of the general meetings of the



shareholders.

In case the proxy designates more representatives, then the sequence of their mandate exercising is to be established.

A person who act as a representative may represent more shareholders, the number of such represented shareholders being unlimited. If a representative gets several proxies from different shareholders, he has the right to vote for a shareholder in a different way vs another shareholder vote. The person who represents more shareholders based on the proxies casts the votes of the persons represented by totalising the number of the votes "for", "against" and "abstention" without compensation (for ex at the topic x of the agenda I represent "a" votes "for", "b" votes "against" and "c" abstention"). In case of special proxies, the votes such expressed are validated based on the 3<sup>rd</sup> draft of the special proxy.

The company shall accept an original of a special proxy in view of participating and voting in the OGMS granted by a shareholder of a credit institution which provides custodial services without requesting additional documents regarding the above-mentioned shareholder, if the special proxy made available by the company is signed and stamped by the shareholder in question and, where applicable accompanied by an affidavit of the credit institution which received the power of representation by means of the special proxy, establishing the following:

- i. the credit institution provides custodial services for the shareholder in question;
- ii. the instructions found in the special proxy are identical with the instructions found in the SWIFT message received by the credit institution to vote in the name of the shareholder in question;
- iii. the special proxy is signed by the shareholder.

The original of the special proxy and of the affidavit of the custodion, signed and, where applicable stamped, shall be sent/lodged and registered at the company's headquarters in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, until 18.04.2016, 12:00, «FOR THE ORDINARY GENERAL MEETING OF SHAREDHOLDERS ON 20/21.04.2016» or sent by e-mail [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and until the same time, with an incorporated advanced electronic signature in accordance with Law No. 455/2001 regarding the electronic signature.

Special proxies shall be updated if proposals are made by the shareholders or by the candidates for the post of administrator of S.C. Farmaceutica REMEDIA S.A. to supply the agenda.

### **Representation based on general proxy (empowerment)**

Shareholders can grant a general proxy (empowerment) which shall be valid for no longer than 3 year and allow the designated representative to vote on all aspects discussed during the General Meeting of Shareholders, under the condition that the general proxy (empowerment) be granted by the shareholder as a client to an intermediary defined according to Art. 2 para. (1) point 14 of Law No. 297/2004 or to a lawyer.

In case of a general proxy the person acting as a representative does not have to present in the general meeting of the shareholders any proof related to the vote of the represented persons.



The general proxy must mention the following information:

- a. The name/ denomination of the shareholder;
- b. The name/ denomination of the represent (to whom the proxy is released)
- c. The date of the proxy, as well as the validity of it, following the legal provisions; the proxies dated later lead to the revocation of the previous released proxies;
- d. Specifying that the shareholder empowers the representative to participate and vote in his name and by the general proxy in the general meeting of the shareholders for the whole package of the shareholder at the reference date, expressly mentioning of the society/societies for which the general proxy is used.

The general proxy does not produce any effect by:

- (i) Written revocation of the principal shareholder, submitted to the issuer latest up to the deadline for the proxies submission applicable to a ordinary or extraordinary general meeting of the shareholders, organised over the mandate, in Romanian or in English language; or
- (ii) Loosing of the shareholder capacity of the mandate at the reference date applicable to a ordinary or extraordinary general meeting of the shareholders; or
- (iii) Loosing the capacity of intermediation or lawyer of the mandate.

The general proxy will be signed by the shareholder and accompanied by a declaration on own responsibility issued by the legal representative of the intermediary or by the lawyer who received the power of representation by the general proxy, reflecting:

- (i) The power of attorney is issued by the respective shareholder, as a client, to the intermediary or, by the case to the lawyer;
- (ii) (ii) the general proxy is signed by the shareholder, including extensive electronic signature, by the case.

The above declaration shall be submitted to the company's headquarters in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, signed in original, and, by the case, stamped, whitout any other formalities. The declaration will be submitted together with the general proxy.

Shareholders cannot be represented in the General Meeting of Shareholders based on a general proxy (empowerment) by a person having a conflict of interests, in accordance with Art. 243 para (64) of Law No. 297/2004.

Before they are first used, a copy of the general proxies (empowerments) shall be submitted to the company 48 hours before the General Meeting and shall include the mention of the conformity with the original under the representative's signature or sent by e-mail to investor@remedia.ro until the same date and until the same time, with an incorporated advanced electronic signature in accordance with Law No. 455/2001 regarding electronic signature.

The company shall keep the certified copies of the general proxies (empowerment) and this shall be mentioned in the minutes of the OGMS

If the person mandated by means of a general proxy (empowerment) is a legal



person, it can exercise the mandate received through any other person who is part of its administrative and management bodies or through any of its employees by presenting the original or true copies of the original documents certifying their capacity.

In any case the natural persons mandated by means of general proxy (empowerment) shall prove their identity by means of an ID card.

### **C.3. Vote by correspondence in the OGMS**

The shareholders of Farmaceutica REMEDIA S.A. registered by the reference date, 11.04.2016, in the Register of Shareholders issued by Depozitarul Central S.A. can vote by correspondence before the Ordinary General Meeting of Shareholders, by using the correspondence ballot made available by the company. The correspondence voting form shall be available in Romanian and in English as of 18.03.2016, 17:00, at the company's headquarters and as well as on the company's website [www.remedia.ro](http://www.remedia.ro).

The correspondence voting form, in Romanian or in English, filled out, signed and, where applicable stamped, shall be personally lodged or lodged/sent and registered at the headquarters of Farmaceutica REMEDIA S.A. in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, until 18.04.2016, 12:00, in a sealed envelope, with the following mention, clearly written out in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2016» or shall be sent by e-mail to [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and until the same time, with an incorporated advanced electronic signature in accordance with Law No. 455/2001 regarding the electronic signature.

i. If shareholders who are natural persons vote by correspondence, the voting forms shall be accompanied by copies of the shareholders' ID cards allowing their identification in the company's Register of Shareholders kept by the Central Depository S.A. and, by case, copies of IDs of the legal representatives (in case of the natural persons without exercising capacity or a limited exercising capacity), together with the proof of the legal representative capacity;

ii. In case shareholders who are legal persons or entities without legal personality vote by correspondence, the capacity as legal representative is determined based on the shareholders' list on the reference date, received from the Central Depository S.A. If the Register of Shareholders does not contain any information concerning the capacity as legal representative, this capacity shall be attested by means of the original or a copy of the confirmation of company details issued by the Trade Register or by means of the original or a true copy of any other document issued by a competent authority of the state in which the shareholder is legally registered, no more than 3 months before the publication date of the Convocation of the GM, allowing the identification of the legal representative.

The documents attesting the capacity as legal representative which are drafted in a foreign language other than English shall be accompanied by a translation into Romanian or into English by an authorised translator.

The company shall accept a correspondence voting form sent in writing by a shareholder of a credit institution which provides custodial services without requesting additional documents regarding the above-mentioned shareholder, if the correspondence voting form is signed and stamped by the shareholder in question and accompanied by an affidavit of the legal representative of the credit institution, establishing the following:

- i) the credit institution provides custodial services for the shareholder in question;
- ii) the correspondence voting form is signed by the shareholder and includes voting options identical with the ones found in the SWIFT message received by the credit institution from the shareholder in question.



The correspondence voting form in writing shall be lodged/sent and registered at the headquarters of Farmaceutica REMEDIA S.A. in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, until 18.04.2016, 12:00, in a sealed envelope, with the following mention, clearly written out in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2016» or shall be sent by e-mail to investor@remedia.ro until the same date and until the same time, with an incorporated advanced electronic signature in accordance with Law No. 455/2001 regarding the electronic signature.

Correspondence voting forms shall be updated in case the agenda is completed as per proposals made by the shareholders or by the candidates for the position of administrator of Farmaceutica REMEDIA S.A..

The shareholders who vote by correspondence have to directly exercise their voting right, so that the ballot can expressly and clearly contain their voting options for every item on the agenda. If the ballot contains more options for an item or for more items included on the ballot or if the voting options are illegible or conditioned or if other voting forms have been used, then the votes corresponding to those items shall be considered null due to vitiated expression of consent.

The voting forms that are not received at the headquarters of Farmaceutica REMEDIA S.A. until the above-mentioned date and time shall not be taken into account when determining quorum and majority in the Ordinary General Meeting of Shareholders.

If the shareholder who voted by correspondence participates in the OGMS personally or through his legal representative, the vote by correspondence shall be annulled.

In case the shareholder that voted by correspondence attends in person or by the representative to OGMS, the vote expressed through by correspondence will be cancelled. In this case only the only the vote expressed personally or by the representative will be taken into account. If the person representing the shareholder by personally participating in the OGMS is different from the one who voted by correspondence, then the person in question shall present to the OGMS a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence in order to maintain the validity of the vote. This is not necessary if the shareholder or his legal representative is present at the General Meeting.

Starting with 18.03.2016, 17:00, all documents, information material and draft resolutions related to the Ordinary General Meeting of Shareholders, under current legislation, can be consulted and obtained on the company's website [www.remedia.ro](http://www.remedia.ro), or at the company's headquarters, on workdays between 10:00 and 16:00.

Additional information may be obtained at the headquarters of Farmaceutica REMEDIA S.A. or by calling the number 0745 113 453, on workdays, between 10:00 and 16:00.

The contact person is Mr. Adrian NOAGHI.

All documents for the Ordinary General Meeting of Shareholders may be submitted at the company's headquarters in Bucharest, 78 Metalurgiei Blvd., sector 4, 041836, on workdays, between 10:00 and 16:00.

CHAIRMAN OF THE BOARD OF ADMINISTRATORS

„TARUS” – Valentin Norbert TARUS e.U.

Represented by

Valentin – Norbert TARUS