

Procedure on the development, participation and rights of shareholders of the Company Farmaceutica REMEDIA S.A. within the General Meeting of Shareholders

In compliance with the provisions of the Companies Law 31/1990 Republished, of the Capital Market Law 297/2004, of the RNSC Regulation 1/2006 on issuers and securities operations, and of the RNSC Regulation 6/2009 on the exercise of certain rights of shareholders within the general meetings of commercial companies, the following procedure rules on the development, participation and rights of shareholders within the General Meetings of Shareholders of the Company Farmaceutica REMEDIA S.A. were drafted and approved.

Introduction of new items on the agenda and presentation of decision drafts for the items included or proposed to be included on the agenda of the General Meetings of Shareholders.

According to the provisions of art. 117¹ para. (1) of Law no. 31/1990 Republished and of art. 7 para. (1) from Regulation no. 6/2009, one or several shareholders representing individually or jointly at least 5% from the share capital of the Company, may request the Board of Directors of the company the introduction of new items on the agenda of the G.M.S. and/or the presentation of decision drafts for the items included or proposed to be included on the agenda of the G.M.S., in compliance with the following conditions:

i. In the case of natural person shareholders, the requests shall be accompanied by the copies of identity documents of shareholders, which must allow their identification in the company's shareholders' register, kept by the Depozitarul Central S.A..

ii. The quality of shareholder, as well as in the case of legal person shareholders or of entities with no legal personality, the quality of legal representative is found based on art. 111 para. (1) from Regulation 6/2009, based on the following documents presented to the issuer by the shareholder:

a) the statement of account from which the quality of shareholder and the number of shares held to result;

b) documents attesting the information registration regarding the legal representative at the Depozitarul Central / respective participants.

In all cases, the documents attesting the quality of legal representative drafted in a foreign language, other than English language, will be accompanied by a translation performed by a sworn translator in Romanian language or in English language.

iii. To be accompanied by a justification and/or a draft decision proposed for adoption;

iv. Proposals regarding the introduction of new items on the agenda and decision drafts proposed for the approval of the General Meeting of Shareholders must be sent/submitted and recorded within the deadline and at the office of the Company specified in the notice to attend of the G.M.S., in original, signed and, as appropriate, stamped* by shareholders or their legal representatives, mentioning on the envelope

in print and in capital letters: «FOR THE GENERAL MEETING OF SHAREHOLDERS OF».

** In compliance with Art. V from the Government Ordinance no. 17/2015, natural persons, private law legal persons, as well as entities with no legal personality are not obliged to apply the stamp on documents or on any other written deeds issued in the relationship between them, the compulsory character being only under the responsibility of state institutions.*

Proposals of candidacies for vacancies of administrator can be performed in writing, until the date specified in the notice to attend – the delivery date – at the address specified in the notice to attend. The list containing information with regard to the name, locality of domicile and professional qualification of the persons proposed for the position of administrator will be made available to shareholders, on the site, in the section dedicated to the G.M.S..

Asking questions, in compliance with art. 13 from Regulation no. 6/2009, on the items on the agenda of the General Meeting of Shareholders

Each shareholder may ask questions to the company on the items on the agenda of the Ordinary or Extraordinary General Meeting of Shareholders, until the date and time established and announced in the notice to attend, through a document that will be filed / submitted and registered at the Company's office, in original, signed and, as the case may be, stamped by the shareholder or its legal representative, mentioning on the envelope in print and in capital letters: «FOR THE GENERAL MEETING OF SHAREHOLDERS OF».

The same identification requirements as in the case of introducing new items on the agenda and presenting decision drafts for the items included or proposed to be included on the agenda, will also be applicable for shareholders/the legal representative of shareholders, who asks questions on the items on the agenda of the General Meeting of Shareholders.

The company may formulate a general answer to the questions with the same content that will be available on the company website in the Frequently asked questions section, in question-answer format.

Voting

Shareholders may exercise their voting right directly, by a representative or by mail.

Direct vote within the General Meeting of Shareholders

The shareholders of the Company Farmaceutica REMEDIA S.A. shall be present on the day, at the time and place announced in the notice to attend by the General Meeting of Shareholders, in a timely manner, in order to be able to be identified and to have the possibility to cast their vote in all the items on the agenda.

The access of shareholders entitled to attend the G.M.S. is allowed by simply proving their identity, made in case of natural person shareholders with the identity document or, in case of represented legal persons and natural person shareholders, with the empowerment given to the natural person representing them – except for the legal

representative (who is also going to present his/her identity document), in compliance with the applicable legal provisions and with the provisions contained in the notice to attend.

In the case of legal person shareholders, or of entities with no legal personality, the quality of legal representative is found based on the shareholders' list from the reference date, received from the Depozitarul Central S.A.. If, on the reference date, the shareholders' register does not contain data regarding the quality of legal representative or if they are not updated, this quality shall be proved by a confirmation of company details issued by the Trade Register, presented in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, attesting the quality of legal representative.

The documents attesting the quality of legal representative of the legal person shareholder shall be issued no more than 3 months before the publication date of the notice to attend of the General Meeting of Shareholders.

Shareholders who do not have legal competence, as well as legal persons, can be represented by their legal representatives, who, in turn, may empower other persons. Within the General Meeting of Shareholders, each shareholder is free to express his/her point of view with regard to the materials afferent to the agenda and to ask for explanations where there are ambiguities. Also, any shareholder may request the record of discussions in the Minutes of the General Meeting of Shareholders.

On the day and at the time presented in the convening, the Meeting session will be opened by the Chairman of the Board of Directors or by the one replacing him/her. The General Meeting will choose between the present shareholders one to three secretaries, the Chairman being also able to appoint, among the company's officers, one or more technical secretaries.

The appointed commission will centralise all votes arrived by mail and the special powers of attorney, and at the beginning of works of the General Meeting, it will submit to the secretariat the situation of votes by mail, which will be taken into consideration upon establishing the total quorum, afferent to the works of the General Meeting (present shareholders/represented in the works, to which the number of shareholders who voted by mail is added).

The Commission will hand over the centralised situation of cast votes to the secretariat chosen by the General Meeting of Shareholders, in compliance with Art. 129 from Law 31/1990 republished, as voted for each item from the notice to attend/ballot, in order for the general result of the votes cast to be established (votes cast by the present shareholders or by power of attorney, to which the votes by mail are added).

Upon establishing the legal and/or statutory quorum necessary for carrying out the works of each General Meeting of Shareholders, only ballots by mail, special powers of attorney, and general powers of attorney (empowerments) will be considered, as the case may be, which were cast in compliance with the procedure established by these regulations and which were sent at the company's office within the deadlines established by the notice to attend.

Vote by mail within the General Meeting of Shareholders

The shareholders of the company, natural or legal persons, registered on the reference date for the G.M.S. with the shareholders' register issued by the Depozitarul Central S.A., who are unable to or do not wish to attend in person or by a representative the Meeting, have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the ballots by mail made available by the company.

In order for the possibility for all interested shareholders to cast in relation with the problems proposed on the agenda of the General Meeting of Shareholders to be ensured, the Board of Directors shall develop and post on the company's website the forms for ballots by mail to be used at each General Meeting of Shareholders. Forms of ballots by mail will be available in Romanian and in English languages at the Company's office, and on its website. Shareholders will be sent free of charge the forms of ballots by mail following a request submitted to the company's registry.

The form of ballot by mail in Romanian or in English language, filled in, signed, and stamped (if the case may be), in a written format and the accompanying documents shall be submitted/sent and recorded at the company's office specified in the notice to attend, in original, until the date and time specified in the notice to attend, in a sealed envelope, with the mention in print and in capital letters: «FOR THE GENERAL MEETING OF SHAREHOLDERS OF» or sent to the e-mail addresses indicated in the notice to attend, until the same date and time, with embedded extended electronic signature according to Law no. 455/2001 on electronic signature, under sanction of losing the voting right.

On the ballot, the identification data of shareholders will be found, respectively the name and surname/designation of the legal person, as the case may be, the domicile/registered office, personal identification number of the natural person, the registration number in the special records of legal persons (the order number with the Trade Register or the registration number from the legal persons' register), the unique registration code for legal persons, as well as the number of shares held and the voting rights thereof, in relation to the total number of shares with voting right of the company. In the case of legal person shareholders, the ballot will be signed and stamped (if appropriate) in person by the legal representative of the legal person, in compliance with the Articles of Incorporation and/or decisions of statutory bodies, the signatory assuming full and exclusive responsibility for quality and signature authenticity.

In case of the vote by mail of legal person shareholders or of entities with no legal personality, the quality of legal representative is found based on the shareholders' list from the reference date received from the Depozitarul Central S.A.. In case the shareholders' register does not contain data regarding the quality of legal representative or if they are not updated, this quality shall be proved by a confirmation of company details in original or in a certified true copy, issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of

maximum 3 months in relation with the date of publication of the notice to attend of the General Meeting, which would allow identifying the legal representative. The documents attesting the quality of legal representative drafted in a foreign language, other than English language, will be accompanied by a translation performed by a sworn translator in Romanian language or in English language.

Vote by mail can be expressed by a representative only if he/she received from the shareholder he/she represents a special/general empowerment, which shall be filed with the issuer, in compliance with art. 243 para. (6³) from Law no. 297/2004, as further amended and supplemented.

Natural person shareholders will personally sign the ballot, signatories assuming full and exclusive responsibility for the quality of shareholder and signature authenticity. In the case of vote by mail of natural person shareholders, voting forms by mail shall be accompanied by the copies of shareholders' identity documents, which must allow their identification in the company's shareholders' register, kept by the Depozitarul Central S.A., and, as the case may be, copies of identity documents of the legal representatives (in the case of natural persons lacking legal competence or with limited legal competence), together with the proof of the quality of legal representative.

Forms of ballots by mail will be updated if proposals to complete the agenda will be made by shareholders or by candidates for the position of administrator (if, on the agenda, the election of administrators is recorded).

Shareholders voting by mail shall exercise their voting right correctly, so that for each subject on the agenda and in the ballot to expressly and clearly result his/her vote option. In case in one or more subjects from those recorded on the ballot there will be several options, they are illegible or conditionally cast or other ballots forms were used, the votes afferent to those items shall be considered void, for the reason of vitiated expression of the consent, but they will be considered in quorum calculation, in compliance with the legislation in force.

Voting forms which are not received at the office of the Company until the dates and times mentioned in the notice to attend, shall not be taken into consideration for establishing the quorum and the majority in the General Meeting of Shareholders.

In the case in which the shareholder who cast his/her vote by mail attends in person or by a representative the G.M.S., the vote cast by mail shall be cancelled. In this case, only the vote cast in person or by a representative shall be considered. If the person representing the shareholder by participation in person at the G.M.S. is another person than the one who cast his/her vote by mail, then for the validity of his/her vote, he/she shall present at the G.M.S. a written revocation of the vote by mail signed by the shareholder or by the representative who cast the vote by mail. This is not necessary if the shareholder or his/her legal representative is present at the General Meeting.

For the purpose of processing the ballots, the Board of Directors will issue a decision to designate the nominal composition of the commission responsible for centralising and keeping record of the votes cast by mail, respectively sent by mail or submitted at the offices mentioned in the notice to attend and will specify the responsibilities, so that

the accuracy and confidentiality of the votes sent and processed until the time of voting of each subject on the agenda to be ensured.

Representation based on a special power of attorney or a general power of attorney (empowerment) at the General Meeting of Shareholders

Shareholders can be represented in the G.M.S. by other persons, based on a special power of attorney or a general power of attorney (empowerment).

For this type of vote, the special power of attorney forms shall be used (in Romanian or in English language), in compliance with the provisions of the applicable legislation, which will be made available by the Board of Directors of the company or a general power of attorney, drafted in compliance with the provisions of Art. 15¹ from Regulation 6/2009 on the exercise of certain rights of shareholders within the general meetings of commercial companies.

Legal person shareholders or entities with no legal personality attending the G.M.S. by another person than the legal representative, will necessarily use a special or a general power of attorney, under the conditions previously specified.

Representation based on a special power of attorney

Forms of special power of attorney will be available in Romanian and in English language starting with the date specified in the notice to attend, at the Company's office, and on its website. If a shareholder appoints, by a special power of attorney, as a proxy another person, the form of special power of attorney for natural persons or for legal persons, will be used, as appropriate.

i. In the case of natural person shareholders, special powers of attorney will be accompanied by copies of the identity documents of shareholders, which must allow their identification in the company's shareholders' register, kept by the Depozitarul Central S.A..

ii. The quality of legal representative of the person who signed the power of attorney is found based on the list of shareholders from the reference date received from the Depozitarul Central S.A.. If the shareholders' register does not contain data regarding the quality of legal representative or if they are not updated, this quality shall be proved by a confirmation of company details in original or in a certified true copy, issued by the Trade Register or by any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the general meetings, which would allow identifying the legal representative.

Shareholders will fill in and sign the special powers of attorney in three original counterparts: one for the shareholder, one for the representative and one for the company. The counterpart for the company, filled in, signed, and, as appropriate, stamped, is submitted in person or sent to the Company's office specified in the notice to attend of the G.M.S., until the date and time specified in the notice to attend, in a sealed envelope, with the mention in print and in capital letters: « FOR THE GENERAL

MEETING OF SHAREHOLDERS OF » or sent to the e-mail addresses indicated in the notice to attend, until the same date and time, with embedded extended electronic signature according to Law no. 455/2001 on electronic signature, under sanction of losing the voting right.

A shareholder is prohibited to cast different votes based on the shares held by him/her at the same company.

A shareholder gives, within the form of special power of attorney, specific voting instructions to the person representing him/her, for each point on the agenda of the General Meeting of Shareholders.

If by empowerment, more alternate representatives are appointed, the order in which they will exercise their mandate will be also established.

A person acting as the representative may represent several shareholders, the number of shareholders thus represented not being limited. If a representative holds different empowerments conferred by several shareholders, he/she is entitled to vote for a shareholder differently, as compared to the vote for another shareholder. The person representing several shareholders based on empowerments expresses the votes of represented persons by totalization of the number of votes «for», «against» and «abstention» without compensating them (for example, in point x from the agenda I represent «a» votes «for», «b» votes «against» and «c» «abstentions»). In the case of special powers of attorney, the votes thus cast are validated based on counterpart 3 of the special power of attorney.

Special powers of attorney will be updated if proposals will be made to complete the agenda by shareholders or candidates to the position of administrator (if, on the agenda, the election of administrators appears).

In all cases, natural persons empowered by a special power of attorney will be identified with the identity document at the session of the General Meeting of Shareholders.

Representation based on a general power of attorney (empowerment)

Shareholders may grant a general power of attorney (empowerment) valid for a period of time that will not exceed 3 (three) years, allowing the appointed representative to vote in all aspects being under debate of the General Meeting of Shareholders, provided that the general power of attorney (empowerment) is granted by the shareholder, as the client, to an intermediary defined according to art. 2 para. (1) point 14 from Law no. 297/2004, or to an attorney.

In the case of general empowerments, the person acting as the representative shall not present within the General Meeting of Shareholders any proof regarding the cast of the vote of represented persons.

The general empowerment shall contain at least the following information:

- a. shareholder's name/designation;
- b. representative's name/designation (the one who is granted the power of attorney);
- c. date of empowerment, as well as its validity period, in compliance with the legal provisions; empowerments bearing a later date have the effect of revoking the ones previously dated;

d. specifying that the shareholder empowers the representative to attend and vote on his/her behalf by the general empowerment within the G.M.S. for the entire holding of the shareholder on the reference date, with the express specification of the company/companies for which the respective general empowerment is used.

The general empowerment shall be terminated by:

(i) written revocation by its principal shareholder, sent to the issuer no later than the deadline for submitting empowerments, applicable to an extraordinary or an ordinary general meeting, organised within the mandate, drafted in Romanian language or in English language; or

(ii) losing the quality of shareholder of the principal on the reference date, applicable to an extraordinary or an ordinary general meeting, organised within the mandate; or

(iii) losing the quality of intermediary or attorney of the proxy.

The general empowerment will be signed by the shareholder and will be accompanied by an affidavit given by the legal representative of the intermediary or by the attorney who received the empowerment of representation by the general empowerment, from which to result that:

(i) the empowerment is given by the respective shareholder, as the client, to the intermediary or, as appropriate, to the attorney;

(ii) the general empowerment is signed by the shareholder, including by attachment of extended electronic signature, as the case may be.

The statement provided above shall be submitted to the Company in original, signed and, as appropriate, stamped, without meeting other formalities in relation with its form. The statement is submitted together with the general empowerment.

Shareholders cannot be represented in the General Meeting of Shareholders, based on a general power of attorney (empowerment), by a person who is in a situation of conflict of interests, in compliance with the provisions of art. 243 para. (6⁴) from Law no. 297/2004.

General powers of attorney (empowerments), before their first use, shall be submitted to the Company 48 hours before the General Meeting, in copy, containing the mention of the compliance with the original under the representative's signature or sent on the e-mail addresses specified in the notice to attend of the G.M.S. until the same date and time, with an embedded extended electronic signature, according to Law no. 455/2001 on the electronic signature. Certified copies of the general powers of attorney (empowerments) are retained by the Company, a mention being made in this respect in the Minutes of the General Meeting of Shareholders.

If the person empowered by a general power of attorney (empowerment) is a legal person, then he/she may exercise his/her received mandate through any person that is part of his/her administration and management bodies or by any of his/her employees, presenting documents that prove their quality, in original or in a certified true copy.

In all cases, natural persons empowered by a general power of attorney (empowerment) shall be identified with their identity document at the General Meetings of Shareholders.

Chairman of the Board of Directors

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