

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

Report date:	21.03.2017
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 26th/27st 2017, approved by the Board of Administrators of the trading company Farmaceutica REMEDIA S.A. as of 21.03.2017**

#### **C O N V E N I N G**

#### **Ordinary General Meeting of Shareholders (O.G.M.S.)**

The **Ordinary General Meeting of Shareholders (O.G.M.S.)** is convened by the Board of Administrators of the Commercial Company **Farmaceutica REMEDIA S.A.**, with office in Deva, str. Dorobanților nr. 43, Hunedoara County, registered with the T.R.O. under No. J20/700/1991, having unique registration code RO 2115198, in compliance with Law 31/1990, Law 297/2004, RNSC Regulation 6/2009 and RNSC Regulation 1/2006 on:

**Wednesday - 26.04.2017 at 1 o'clock p.m., at the Company office of BUCHAREST, B-dul Metalurgiei nr. 78, sector 4, postal code 041836.**

If the meeting will not be held due to quorum non-fulfilment, the second convening will take place on:

**Thursday - 27.04.2017, in the same place, at the same time and with the same agenda.**

**At the Meeting, the shareholders registered with the Shareholders' Register at the end of 17.04.2017 can attend.**

The Board of Administrators of the Commercial Company **Farmaceutica REMEDIA S.A.** informs its shareholders that on the date of the convening of the Ordinary General Meeting of Shareholders, its share capital is of lei 10.608.980,00 divided in 106.089.800 shares with a nominal value of lei 0,10/share.

Each share gives the right to one vote within the General Meeting of Shareholders.

There are no different classes of shares.

There are no voting rights suspended on the date hereof.

### **Agenda of the Ordinary General Meeting of Shareholders**

**1. a) Presenting 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 2016.

b) Approval of **the financial statements for 2016.**

**2.** Approval of the **discharge from administration** of administrators for the financial year 2016.

**3.** Approval of **the budget of income and expenditures for 2017.**

**4.** Approval of **the activity and investment program for 2017.**

**5.** Approval of the manner of **profit allocation for the financial year 2016.** 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 2016 to be allocated to the following destinations:

The net profit of consolidated financial statement = **1.290.132 Lei**

<b>DESTINATION</b>	<b>AMOUNT (LEI)</b>
Dividends from 2016 profit	227.613
Dividends from 2015 undistributed profit	473.314
<b>Total dividends</b>	<b>700.927</b>
<b>Legal reserves</b>	<b>14.700</b>
<b>TOTAL DISTRIBUTED NET PROFIT 2016</b>	<b>242.313</b>

**6. a) Fixing the gross dividend per share at lei 0,0066 with a return of 3,3%;**

b) Approval of the date of **22.09.2017** as **the payment date**, established in compliance with the provisions of art. 129<sup>3</sup> from the RNSC Regulation No. 1/2006;

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

d) Approval for carrying out **the distribution of dividends through the Depozitarul Central S.A.**

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

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

**7. Appointing a new Board of Administrators** of Farmaceutica REMEDIA S.A. composed of **5 administrators** with **duration of the mandate of 2 years**, respectively from 01.05.2017 until 30.04.2019.

**8.** Establishing the **remuneration and other benefits** for the members of the Board of Administrators and the maximum limit until which additional remunerations can be granted for Directors with mandate contract during 27.04.2017 – 30.04.2018.

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

**10.** Approving the date of **06.09.2017** as the **registration date** in compliance with the provisions of art. 238 para. 1 of Law 297/2004 on capital market.

**11.** Approving the date of **5.09.2017** as **ex date**, as defined by the provisions of RNSC Regulation No. 6/2009.

**12.** Empowering "TARUS" – Valentin Norbert TARUS e.U., President of the Board of Administrators, represented by Mr Valentin-Norbert TARUS, for signing all the documents issued following the Ordinary General Meeting of Shareholders.

**A. Introduction of new items on the agenda and presentation of draft resolutions for the items included or proposed to be included on the agenda of O.G.M.S.**

According to the provisions of art. 117<sup>1</sup> 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 together at least 5% from the share capital of the Company, may request the Board of Administrators of the Company to introduce new items on the agenda of O.G.M.S. and/or to present draft resolutions for the items included or proposed to be included on the agenda of O.G.M.S., in compliance with the following conditions:

i. In case of natural person shareholders, the requests must be accompanied by the copies of shareholders' identity documents, which must allow their identification in the company 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 under art. 111 para. (1) from the 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 result;

b) documents attesting the registration of the information regarding the legal representative at the depozitarul central/respective attendants.

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, realised by a sworn translator in Romanian language or in English language.

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

iv. Proposals on the introduction of new items on the agenda and of draft resolutions proposed for approval of the Ordinary General Meeting of Shareholders must be sent/submitted and recorded at the company office in Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, until the end of **04.04.2017** in original, signed by shareholders or by their legal representatives, mentioning on the envelope in print and in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017.»

**B. Asking questions, in compliance with art. 13 from Regulation No. 6/2009, on the items on the agenda of O.G.M.S.**

Each shareholder may ask questions to the Company through a document that shall be submitted/transmitted and recorded at the company's registered office in Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, until the end of **24.04.2017**, in original, signed by the shareholder or by its legal representative, mentioning on the envelope in print and in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017».

The same identification requirements specified in letter A from this convening ("Introduction of new items on the agenda and presentation of decision resolutions for the items included or proposed to be included on the agenda") will also be applicable for shareholders/legal representative of shareholders who ask questions on the items on the agenda of the General Meeting of Shareholders.

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

**B. Voting**

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

**C.1. Direct vote within the O.G.M.S.**

The access of shareholders entitled to attend the general meeting of shareholders is allowed by simply proving their identity, made in case of natural person shareholders with the identity document or, in case of legal persons and of legal persons and of represented natural persons shareholders, with the authority given to the natural person representing them – except for the legal representative (who also is to present his/her identity document), in compliance with the applicable legal provisions and with the provisions contained in this notice to attend.

In 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. In case the shareholders' register at the reference date does not contain data regarding the quality of legal representative or they are not updated, this quality is proved with 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 certifying 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.

The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator In Romanian or in English language.

Shareholders who do not have legal competence, as well as legal persons can be represented by their legal representatives, who, in turn, may issue a power of attorney to other persons.

### **C.2. Representation based on a special power of attorney or on a general power of attorney (empowerment) at the O.G.M.S.**

Shareholders can be represented in the O.G.M.S. by other persons based on a special power of attorney or on 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 Administrators of the Company or by a general power of attorney, drafted in compliance with the provisions of Art. 15<sup>1</sup> from the Regulation 6/2009 on the exercise of certain rights of shareholders within the general meetings.

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

#### **Representation based on a special power of attorney**

The forms of special power of attorney will be available in Romanian and English language starting with the date of 23.03.2017 at the Company office and on the company's website, [www.remedia.ro](http://www.remedia.ro). In case a shareholder assigns by special power of attorney, as a proxy another person, the form of special power of attorney for natural persons or legal persons shall be used, if necessary.

i. In case of natural person shareholders, special powers of attorney shall be accompanied by the copies of the identity documents of shareholders, who must allow their identification in the company's shareholders' register held 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 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 they are not updated, this quality is proved with 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 certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator In Romanian or in English language.

Shareholders shall 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 copy for the company, filled in and signed is submitted in person or is sent at the office of Farmaceutica REMEDIA S.A. of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, until **24.04.2017 at 1 o'clock p.m.**, in a sealed envelope, with the mention in print and in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017 » or sent to the e-mail address [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and time, with embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature.

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

A shareholder gives, within the special power of attorney form, specific voting instructions to the person representing him/her, for each item recorded on the agenda of the general meeting of shareholders.

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

A person acting as the representative may represent several shareholders, the number of shareholders thus represented being unlimited. 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 the represented persons by summing up the number of votes «for», «against» and «abstention» without compensating them (for example, in item x from the agenda, I am representing «a» votes «for», «b» votes «against» and «c» «abstention»). In the case of special empowerments, the votes thus expressed are valid based on copy 3 of the special empowerment.

The special power of attorney and the accompanying documents must be sent/submitted and recorded at the Company office of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, in original, signed until **24.04.2017 at 1 o'clock p.m.**, with the mention «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017 » or sent to the e-mail address [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and time, with embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature.

Special powers of attorney shall be updated in case proposals to complete the agenda shall be made by shareholders or candidates for the position of administrator at S.C. Farmaceutica REMEDIA S.A.

In all cases, natural persons empowered by the special power of attorney will be identified with the identity document at the O.G.M.S..

### **Representation based on a general power of attorney (empowerment)**

Shareholders may issue a general power of attorney (empowerment) valid for a period of time that must not exceed three years, allowing the assigned representative to vote in all the aspects under debate of the Company's General Meeting of Shareholders, provided that the general power of attorney (empowerment) is issued by the shareholder,

as the customer, to an intermediary as defined in art. 2 line (1) point 14 of Law No. 297/2004, or to an attorney-at-law.

In the case of general empowerments, the person acting as the representative must not present in the general meeting of shareholders any proof on the voting of the represented persons.

General empowerment must contain at least the following information:

- a. shareholder's name/denomination;
- b. representative's name/denomination (the person whom the power of attorney is granted to);
- c. date of the empowerment, as well as its validity period, complying with the legal provisions; empowerments bearing a later date have the effect of revoking the powers of attorney previously dated;
- d. specifying that the shareholder authorizes the representative to attend and vote on his/her behalf by the general empowerment at the General Meeting of Shareholders for the entire holding of the shareholder on the reference date, with express specification of the company/companies for which the respective general empowerment is used.

The general empowerment shall terminate by:

- (i) a revocation written by its principal shareholder, sent to the issuer no later than the deadline for submitting the empowerments, applicable to an extraordinary or ordinary general meeting, held 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 of shareholders, organised within the mandate; or
- (iii) losing the quality of intermediary or of attorney-at-law of the representative.

The general empowerment shall be signed by the shareholder and accompanied by a statutory declaration given by the legal representative of the intermediary or by the attorney-at-law who received the power of representation by the general empowerment, showing that:

- (i) the empowerment is granted by the respective shareholder, as the client, to the intermediary or, where appropriate, to the attorney-at-law;
- (ii) the general empowerment is signed by the shareholder, including by attaching an extended electronic signature, where appropriate.

The declaration provided above must be submitted at the Company office of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, in original, signed and, as appropriate, stamped, without fulfilling other formalities in relation to its form. The declaration shall be submitted 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 being in a situation of conflict of interests, in compliance with the provisions of art. 243 line (64) of 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 true copy under the signature of the representative or sent to the e-mail address [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and time, with the embedded extended electronic signature in compliance with 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 regard in the O.G.M.S. protocol.

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

In all cases, legal persons empowered by general power of attorney (empowerment) shall be identified with the identity document.

### **C.3. Vote by mail within O.G.M.S.**

The shareholders of Farmaceutica REMEDIA S.A. registered on the reference date **17.04.2017** in the shareholders' register issued by Depozitarul Central S.A. have the possibility to vote by mail, before the Ordinary General Meeting of Shareholders, by using ballots by mail made available by the company. The forms of ballots by mail shall be available in Romanian and English language, starting with the date of 23.03.2017, at 5 o'clock p.m., at the Company office, and on the company's website [www.remedia.ro](http://www.remedia.ro).

The voting form by mail, in Romanian or in English language, filled in, signed and stamped if necessary, shall be submitted in person or shall be submitted/sent and recorded at the office of Farmaceutica REMEDIA S.A. of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, until **24.04.2017, at 1 o'clock p.m.**, in a sealed envelope, with the mention in print and in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017» or sent to the e-mail address [investor@remedia.ro](mailto:investor@remedia.ro) until the same date and time, with the embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature.

i. In case of vote by mail of natural person shareholders, the 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, held by Depozitarul Central S.A. and if necessary, copies of the identity documents of the legal representatives (in case of natural persons with no legal competence or with limited legal competence), together with the proof of the quality of legal representative;

ii. In case of 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 they are not updated, this quality is proved with 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 Meetings, which would allow identifying the legal representative.

The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator in Romanian or in English language.

Voting by mail can be cast by a representative only if he/she received from the shareholder which he/she represents a special/general empowerment that is submitted to the issuer in compliance with art. 243 para. (6<sup>3</sup>) of Law No. 297/2004, as further amended and completed.

Forms of ballots by mail shall be updated in case proposals to complete the agenda



shall be made by shareholders or candidates for the position of administrator at Farmaceutica REMEDIA S.A.

Shareholders who vote by mail shall correctly exercise their right to vote, 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.

Voting forms which are not received at the office of Farmaceutica REMEDIA S.A. until the dates and times above mentioned shall not be taken into consideration for establishing the quorum and the majority in the Ordinary General Meeting of Shareholders.

In the situation in which the shareholder who cast his/her vote by mail personally attends or attends through a representative the O.G.M.S., the vote cast by mail shall be cancelled. In this case, only the vote cast in person or by the representative shall be considered. If the person representing the shareholder by participation in person at the O.G.M.S./E.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 O.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.

In compliance with the provisions of art. 1371 para. (2) of Law No. 31/1990, the current members of the Board of Administrators or shareholders are entitled to nominate candidates for the positions of administrator.

The proposals regarding the candidates for the position of administrator shall be transmitted to the office of Farmaceutica REMEDIA S.A. of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, in a sealed envelope, with the mention in print and in capital letters: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27.04.2017» and shall be accompanied by information regarding the name, locality of domicile and professional qualification of the persons proposed for the position of administrator.

The list containing information with regard to the name, locality of domicile and professional qualification of the persons proposed for the position of administrator shall be made available to shareholders, there being the possibility to be seen (both on the Company's website [www.remedia.ro](http://www.remedia.ro), as well as at the Company office) and filled in by them.

The deadline by which shareholders can propose candidates is the end of the day of **04.04.2017**. The data on the locality of domicile and professional qualification shall be available on the company's website, as they are transmitted to the company.

Starting with the date of 23.03.2017, at 5 o'clock p.m., the documents, information materials, draft resolutions in relation with the Ordinary General Meeting of Shareholders, under the legislation in force, can be consulted and obtained by shareholders from the Company's website, [www.remedia.ro](http://www.remedia.ro), or from the Company office, during business days between 10 o'clock a.m. – 4 o'clock p.m..

Further information can be obtained at the office of Farmaceutica REMEDIA S.A. or at the telephone number 0745.113.453, during business days, between 10 o'clock a.m. – 4 o'clock p.m.. The contact person is Mr **Adrian NOAGHI**

All the documents for the Ordinary General Meeting of Shareholders can be submitted at the Company office of Bucharest, B-dul Metalurgiei nr. 78, sector 4, postal code 041836, during the business days between 10 o'clock a.m. – 4 o'clock p.m..

**PRESIDENT OF THE BOARD OF ADMINISTRATORS**

**„TARUS“ – Valentin Norbert TARUS e.U.**

Represented by

**Valentin – Norbert TARUS**