

DECISION NO. 54 of 11 April 2012

OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS Farmaceutica REMEDIA S.A. J40/700/1991, TIN RO 2115198

Adopted today, 11.04.2012, at the secondary office of the company of BUCHAREST, B-dul Metalurgiei, nr. 78, sector 4. After debating the items on the agenda, the Extraordinary General Meeting of Shareholders decides the following:

- 1. E.G.M.S. approves, with majority of votes, the purchase from the capital market by Farmaceutica REMEDIA S.A. of own shares, in the following conditions:
- The maximum number of shares to be acquired is of 4,500,000, in a total amount of lei 856,264.
- Purchasing price: minimum price (nominal value) lei 0.10/share maximum price lei 0.50/share
- The maximum duration in which these shares can be purchased is of 12 months from the date of publication of the EGMS Decision in the Official Gazette.
- The purchased shares will be distributed free of charge to the members of the Board of Administrators of the Company, Directors and managers, in the quantum established by labour/mandate contracts, or by the decision of the Board of Administrators, within 12 months since the date of publication of the EGMS in the Official Gazette.
- **2.** E.G.M.S. approves, with majority of votes, the empowerment of the Board of Administrators to adopt all the necessary decisions to meet the provisions of point 1.
- 3. E.G.M.S. approves in principle, by unanimous vote, the merger by absorption between the Commercial Company **Farmaceutica REMEDIA S.A.**, as the acquiring company and the following disappearing companies, having Farmaceutica REMEDIA S.A. as sole or major shareholder:
- **SIBMEDICA S.R.L.**, with registered office: SIBIU, Str. LAMINORULUI, Nr. 5, SIBIU County, Tax identification number: 3572074, Order number with the Trade Register: J32/361/1993
- COSMIFARM S.R.L., with registered office: SIMERIA, Str. 1 DECEMBRIE, Bloc A1, Parter, HUNEDOARA County, Tax identification number: 16790690, Order number with the Trade Register: J20/1426/2004
- **FARMA CARDIA S.R.L.**, with registered office: IGHIU, Nr. 20, ALBA County, Tax identification number 1750825, Order number with the Trade Register: J01/1545/1991
- **BLOC MAGNOLIA S.R.L.**, with registered office: CLUJ-NAPOCA, Str. HENRI BARBUSSE, Nr. 3-5, Etaj P, Ap. 10, CLUJ County, Tax identification number: 27643407, Order number with the Trade Register: J12/1783/2010

- HEALTH FARM S.R.L., with registered office: TIMIŞOARA, Str. CONSTANTIN BRÂNCOVEANU, Nr. 6, TIMIŞ County, Tax identification number: 24262033, Order number with the Trade Register: J35/2821/2008
- DOM PROSAN S.R.L., with registered office: JURILOVCA, Str. DUMBRAVEI, Nr. 6, TULCEA County, Tax identification number: 16060939, Order number with the Trade Register: J36/7/2004
- 4. E.G.M.S. approves, by unanimous vote, the empowerment of the Company administrators for drafting the Merger Project between the Company and the other companies participating at the merger, as well as the undertaking of any measures and the performance of any operations necessary or recommendable for drafting, approving, signing and publishing the merger project.
- 5. E.G.M.S. approves, by unanimous vote, the completion of **the activity object** with the following:
- NACE code 4791 Retail sale via mail order houses or via Internet
- NACE code 4789 Retail sale via stalls and markets of other goods
- NACE code 4799 Other retail sale not in stores, stalls or markets
- 6. E.G.M.S. approves, by unanimous vote, the update and modification of the Articles of Incorporation of Farmaceutica REMEDIA S.A., according to the text published in the Official Gazette of Romania, part 4 No. 920 of 9 March 2012. The full text of the revised document is submitted with the Trade Register, at the Bucharest Stock Exchange and is published on the www.remedia.ro website.
- 7. E.G.M.S. approves, with majority of votes, the empowerment of the Board of Administrators to negotiate with eligible entities the entry in the shareholding of Farmaceutica REMEDIA S.A. by share capital increase or loans guaranteed by the issue of convertible bonds, within the limit of the amount of maximum EUR 10 million.
- 8. E.G.M.S. approves, by unanimous vote, the date of 30.04.2012 as the registration date, in compliance with the provisions of art. 238, para. 1, of Law 297/2004 on the capital market.
- 9. E.G.M.S. approves, by unanimous vote, the empowerment of Mr Valentin-Norbert TARUS, the Chairman of the Board of Administrators, for signing all the documents issued following the Extraordinary General Meeting of Shareholders and the updated and modified Articles of Incorporation.

Chairman of the Extraordinary General Meeting of Shareholders Valentin-Norbert TARUS [Illegible signature] [Illegible stamp]

Secretary of the Extraordinary General Meeting of Shareholders

Zoe CHIRITĂ [Illegible signature]

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