



DECISION No. 55 of 17 April 2013

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Farmaceutica REMEDIA S.A.

J20/700/1991, TIN RO 2115198

Adopted today, 17.04.2013, at the secondary office of the company of BUCHAREST, B-dul Metalurgiei, nr. 78, sector 4. After debating the items on the agenda, the Ordinary General Meeting of Shareholders decides the following:

1. O.G.M.S. approves, by unanimous vote, the individual financial and consolidated statements for 2012, based on the reports presented by the Chairman of the Board of Administrators and by the financial auditor, with the following representative figures:

Name of the indicator	Value on 31.12.2012 (lei)	
	In the individual statements of Farmaceutica REMEDIA S.A.	In the consolidated statements of Farmaceutica REMEDIA S.A.
Fixed assets - TOTAL	37,795,194	37,800,304
Current assets - TOTAL	160,421,614	160,464,217
TOTAL short-term debts	154,969,298	154,855,651
TOTAL long-term debts	2,129,446	2,129,446
Net turnover	237,446,333	238,528,033
Operating income - TOTAL	238,896,740	241,013,354
Operating expenses – TOTAL	232,133,880	233,686,361
Financial income – TOTAL	820,064	820,795
Financial expenses – TOTAL	749,193	750,123
TOTAL INCOME	239,716,804	241,834,149
TOTAL EXPENSES	232,883,073	234,436,484
NET PROFIT	5,553,843	6,037,527

2. O.G.M.S. approves, by unanimous vote, the discharge from administration of the administrators for 2012.
3. O.G.M.S. approves, by unanimous vote, the income and expenses budget of **Farmaceutica REMEDIA S.A.** on 2013, with the following representative figures:

Name of the indicator	Value (lei)
TOTAL INCOME , of which:	252,856,400
Net income from the sale of goods	246,591,500
Other income	4,904,900
Financial income	360,000

Income from provisions	1,000,000
TOTAL COSTS, of which:	247,565,813
Net cost of sold goods	211,002,154
Other costs	35,933,354
Financial costs	180,000
Depreciation and provisions	2,264,000
GROSS PROFIT	5,290,587

4. O.G.M.S. approves, by unanimous vote, **the investment program on 2013**, in a total value proposed for investment of lei 3,175,768.13.
5. O.G.M.S. approves, by unanimous vote, the proposal of the Board of Administrators for distribution by destinations of the net profit in the financial year 2012, the establishment of gross dividend per share, of the deadline and payment modalities of dividends to shareholders as follows:

DESTINATION	AMOUNT (LEI)	SHARE IN NET PROFIT (%)
Dividends	2,121,796	38.20
Other reserves – sources at the company's disposal for the award of employees	800,000	14.41
Other reserves – own financing sources constituted from profit	2,045,519	36.83
Legal reserves	341,687	6.15
Other reserves – coverage of previous loss	244,841	4.41
TOTAL ACHIEVED/DISTRIBUTED NET PROFIT	5,553,843	100.00

6. O.G.M.S. approves the proposal of the Board of Administrators for fixing the gross dividend per share, the payment interval, the bearing of distribution costs and the procedure for dividends distribution as follows:
 - a) by unanimous vote, **fixing at lei 0.02 the Gross dividend per share**, which represents a distribution rate of 38.20% from the total net profit realised in the financial year 2012;
 - b) by unanimous vote, **the Interval for payment** /putting at shareholders' disposal the dividends from the profit of 2012 is 1.08-17.10.2013;
 - c) by unanimous vote, **the Costs for the distribution of dividends is incurred by Farmaceutica REMEDIA S.A.;**
 - d) by unanimous vote, **it delegates** to the Board of Administrators the competence to establish the **dividends distribution procedure**.
 - e) by unanimous vote, it approves the deadline for putting at the shareholders' disposal the dividends granted from the profit of 2012: 3 years from the date of the General Meeting of Shareholders in which they were granted.
7. O.G.M.S. approves, with majority of votes, **the remuneration and other benefits** for the members of the Board of Administrators and the General Director as well as the maximum limit until which additional remunerations can be granted for the Board of Administrators, the General Director, other managers and employees during the financial year 2013, respectively during the period 18.04.2013 – 30.04.2014, as follows:

- indemnity of the Board of Administrators and of the General Director is limited to maximum RON 50,000 net per month.
 - additional indemnity is limited to 17.5% from the distributed net profit after approval of the annual financial statements (an amount that includes all fees).
8. O.G.M.S. approves, with majority of votes, the granting of a mandate of 2 years, from 30.04.2013 to 30.04.2015, to the current external financial auditor INTERAUDIT SRL, TIN: RO18853345, J40/11511/2006, represented by CARMELA BOBOCEA, a Romanian citizen, born on 04.05.1974 in Târgoviște, Dâmbovița County.
 9. O.G.M.S. approves, by unanimous vote, the date of 07.05.2013 as the date of registration, in compliance with the provisions of art. 238 para. 1 of Law 297/2004 on the capital market.
 10. O.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 Ordinary General Meeting of Shareholders.

Chairman of the Ordinary General Meeting of Shareholders
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Secretary of the Ordinary General Meeting of Shareholders
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