



## DECISION NO. 53 of 11 April 2012

## OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

**Farmaceutica REMEDIA S.A.**

J20/700/1991, 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 Ordinary General Meeting of Shareholders decides the following:

1. O.G.M.S. approves, by unanimous vote, the individual financial and consolidated statements for 2011, based on the reports presented by the Chairman of the Board of Administrators and by the financial auditor, with the following representative figures:

Form/ Row No.	Name of the indicator	Value on 31.12.2011 (lei)	
		In the <b>individual</b> statements of <b>Farmaceutica REMEDIA S.A.</b>	In the <b>consolidated</b> statements of <b>Farmaceutica REMEDIA S.A.</b>
F10/19	Fixed assets – TOTAL	36,303,710	36,420,241
F10/35	Current assets – TOTAL	126,618,992	127,270,303
F10/45	TOTAL short-term debts	120,614,152	121,672,337
F10/56	TOTAL long-term debts	537,635	551,335
F20/01	Net turnover	203,467,822	205,308,581
F20/12	Operating income - TOTAL	204,138,246	206,006,657
F20/35	Operating expenses – TOTAL	198,569,332	201,099,917
F20/45	Financial income – TOTAL	1,768,925	1,783,475
F20/52	Financial expenses – TOTAL	1,937,879	1,945,428
F20/61	TOTAL INCOME	205,907,171	207,790,132
F20/62	TOTAL EXPENSES	200,507,211	203,045,345
F20/67	NET PROFIT	4,077,449	3,438,916

2. O.G.M.S. approves, by unanimous vote, the discharge from administration of administrators for 2011.
3. O.G.M.S. approves, by unanimous vote, the income and expenses budget of **Farmaceutica REMEDIA S.A.** on 2012, with the following representative figures:

Name of the indicator	Value (lei)
<b>TOTAL INCOME</b> , of which:	<b>260,860,022</b>
TOTAL income from the sale of goods	253,943,965
Other income	4,602,500
Financial income	360,000
Income from provisions	1,953,557

<b>TOTAL COSTS, of which:</b>	<b>252,487,859</b>
Net cost of sold goods	213,969,735
Other costs	34,132,124
Financial costs	396,000
Depreciation and provisions	3,990,000
<b>GROSS PROFIT</b>	<b>8,732,163</b>

4. O.G.M.S. approves, by unanimous vote, **the investment program on 2012**, in a total value proposed for investment of **lei 4,335,800**.
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 2011, the establishment of gross dividend per share, of the deadline and payment modalities of dividends to shareholders as follows:

<b>DESTINATION</b>	<b>AMOUNT (LEI)</b>	<b>SHARE IN NET PROFIT (%)</b>
<b>Dividends</b>	<b>2,121,796</b>	<b>52.03</b>
<b>Other reserves – sources at the company’s disposal for the award of employees</b>	<b>856,264</b>	<b>21.00</b>
<b>Other reserves – own financing sources constituted from profit</b>	<b>829,391</b>	<b>20.35</b>
<b>Legal reserves</b>	<b>269,998</b>	<b>6.62</b>
<b>TOTAL ACHIEVED/DISTRIBUTED NET PROFIT</b>	<b>4,077,449</b>	<b>100.00</b>

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 52.03% from the total net profit realised in the financial exercise 2011;
  - b) by unanimous vote, **the Interval for payment** / putting at shareholders’ disposal the dividends from the profit of 2011 is 1.08-11.10.2012;
  - 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 for establishing the **dividends distribution procedure**.
7. O.G.M.S. approves, by unanimous vote, the deregistration from the Trade Register of the administrator Florin-George DOMUȚA, who ceased its mandate by resignation on 01.04.2012. O.G.M.S. approves, by secret vote, with majority of votes, the appointment as a member of the Board of Administrators of Farmaceutica REMEDIA S.A., Mr Mircea BANCIU, Economist, domiciled in DEVA Municipality. The approved mandate duration is from 11.04.2012 until 30.04.2015.
8. O.G.M.S. approves, with majority of votes, the remuneration and other benefits for the members of the Board of Administrators and the Directors with mandate contract, as well as the maximum limit until which additional remunerations can be granted, as follows:

- The indemnity is limited to maximum RON 50,000 net per month and 17.5% from the distributed net profit after approval of the annual financial statements (amount that includes all fees).
- 9. O.G.M.S. approves, by unanimous vote, the deregistration from the Trade Register of auditors SC ATTA CONSULTING SRL and SC ALDEX IMPEX SRL who ceased their mandate.
- 10. O.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.
- 11. 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

Valentin-Norbert TARUS

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Secretary of the Ordinary General Meeting of Shareholders

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O.G.M.S. Decision No. 53 of 11 April 2012 – pages 3

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