

DECISION NO. 65 of 24 April 2019
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS

Farmaceutica REMEDIA S.A.
J20/700/1991, TIN RO 2115198

Adopted today, 24.04.2019 at the secondary office of the company from BUCHAREST, B-dul Metalurgiei nr. 78, sector 4. After the debate of the items on the agenda, the Ordinary General Meeting of Shareholders decides, with the vote of present and represented shareholders (70,7% from the share capital), the following:

1. The O.G.M.S. approves, with unanimity of votes **the unconsolidated financial statements** and **the consolidated financial statements, for 2018, audited**, after presenting the reports by the President of the Board of Administrators and by the financial auditor, with the following representative figures:

Name of the indicator	Value as at 31.12.2018 (lei)	
	unconsolidated	consolidated
Net turnover	99.034.548	464.043.563
Operating income - TOTAL	100.610.318	465.832.565
Operating expenses - TOTAL	100.479.640	462.115.492
Financial income - TOTAL	2.071.581	156.052
Financial expenses - TOTAL	5.086	190.096
TOTAL INCOME	102.681.899	465.988.617
TOTAL EXPENSES	100.484.726	462.305.588
Tax	56.152	634.893
NET PROFIT	2.141.021	3.048.136
Fixed assets - TOTAL	37.949.388	39.029.412
Current assets - TOTAL	32.694.191	255.053.665
TOTAL ASSETS	70.700.525	294.395.558
Equity	42.031.608	46.612.325
TOTAL long-term debts	1.374.199	1.402.753
TOTAL short-term debts	27.294.718	246.380.480
TOTAL EQUITIES AND DEBTS	70.700.525	294.395.558

2. The O.G.M.S. approves, with unanimity of votes, **the discharge of administration for 2018.**

3. O.G.M.S. approves, with unanimity of votes, **the income and expenses budgets on 2019, unconsolidated and consolidated**, with the following representative figures:

Name of the indicator	Value (lei)	
	unconsolidated BVC 2019	consolidated BVC 2019
TOTAL INCOMES , of which:	110.847.871	525.304.871
Net income from sales of goods	106.391.000	521.351.000
Other income	2.400.000	3.644.000
Financial income	2.002.500	5.500
Income from provisions	54.371	304.371
TOTAL COSTS , of which:	108.579.255	523.227.008
Net cost of sold goods	83.440.333	473.604.333
Other costs	24.698.922	48.272.675
Amortisations and provisions	440.000	1.250.000
GROSS PROFIT	2.268.616	2.077.863

4. O.G.M.S. approves, with unanimity of votes, **the investment program on 2019** in total proposed investment value for Farmaceutica REMEDIA S.A. of 933.000 lei and for Farmaceutica REMEDIA Distribution & Logistics S.R.L. of 1.110.500 lei.

5. O.G.M.S. approves, with unanimity of votes, the proposal of the Board of Administrators for the **distribution on destinations of the net profit realised in the fiscal year 2019**, as follows:

DESTINATION	AMOUNT (LEI)
Dividends from profit 2018	1.591.347
Legal reserves	109.859
Other reserves	439.815
TOTAL NET PROFIT DISTRIBUTED 2018	2.141.021

6. O.G.M.S. approves, with unanimity of votes:

a) Fixing **the gross dividend per share to 0,015 lei.**

b) Approving the date of **25.09.2019** as the **payment date** - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the FSA Regulation No. 5/2018;

c) Approving the term for **keeping at the shareholders' disposal the dividends of 3 (three) years** from the date of dividends payment;

d) Empowering the Board of Administrators for choosing the payment agent and establishing the procedure for the distribution of dividends, in compliance with the legal provisions in force.

e) Approving the bearing of dividends distribution costs by Farmaceutica REMEDIA S.A.

7. O.G.M.S. approves by secret vote, with majority of votes, the election of a **new Board of Administrators of Farmaceutica REMEDIA S.A. composed of 3 administrators with the mandate duration of 1 year**, respectively since 1.05.2019 until **the mandate expiry date - 30.04.2020**, in the following competence:

The President of the Board of Administrators: **"TARUS" – Valentin Norbert TARUS e.U.** – registered in Austria, Handelsgericht Wien – FN 349134 h represented by Mr Valentin-Norbert TARUS, an Austrian citizen, born on 20.03.1952, domiciled in Vienna, with full administration and representation powers.

Member of the Board of Administrators **WINSOFT SOLUTIONS SRL**, J40/5403/2019, TIN 41008362, represented by Mrs Ruxandra Liliana IACOBAS, a Romanian citizen, born on 07.02.1990, in Bucharest Locality, domiciled in Bucharest, sector 1, with full administration and representation powers.

Member of the Board of Administrators **NOEL CONSULTING SRL**, J40/21643/2005, TIN 18240499, represented by Mr Petru CRĂCIUN, a Romanian citizen, born on 04.02.1966, in Vicovu de Jos Commune, Suceava County, domiciled in Bucharest, sector 1, with full administration and representation powers.

8. O.G.M.S. approves, with unanimity of votes:

- the establishment of the **remuneration and other benefits** for the members of the Board of Administrators and the Director, as well as of the maximum limit until which additional remunerations can be granted for Deputy Directors with a mandate contract of Farmaceutica REMEDIA SA during the period 1.05.2019 – 30.04.2020, as follows:
 - The allowance of the Board of Administrators and of the Director is limited to maximum 50.000 RON net on a monthly basis
 - The annual bonus for the members of the Board of Administrators, and of Directors with a mandate contract, with the approval of the Board of Administrators, is limited to maximum 20% from the net profit, according to mandate contracts, after the approval of annual financial statements (an amount that includes all fees).
 - - Mandating the Board of Administrators in order to establish, depending on the performances realised, the distribution of benefits for the members of the Board of Administrators, for the Director, as well as for Deputy Directors with a mandate contract.

9. O.G.M.S. approves by secret vote, with unanimity of votes a **new mandate for the current external financial auditor INTERAUDIT SRL**, TIN: 18853345, J40/11511/2006, represented by CARMELA BOBOCEA, a Romanian citizen, born on 04.05.1974 in Târgoviște, Dâmbovița County, from 1.05.2019 to 30.04.2020.

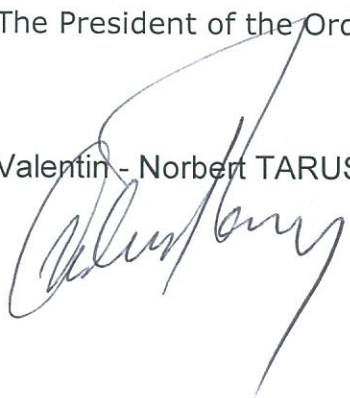
10. O.G.M.S. approves, with unanimity of votes the date of **10.09.2019** as the **registration date**.

11. O.G.M.S. approves, with unanimity of votes the date of **09.09.2019** as **ex-date**.

12. O.G.M.S. approves, with unanimity of votes the empowerment "TARUS" – Valentin Norbert TARUS e.U., the President of the Board of Administrators, represented by Mr Valentin-Norbert TARUS, for signing all documents issued following the Ordinary General Meeting of Shareholders.

The President of the Ordinary General Meeting of Shareholders

Valentin - Norbert TARUS



The Secretary of the Ordinary General Meeting of Shareholders



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