

Current report

according to ASF Regulation no. 5/2018

Report date:	15.11.2019
Name of issuer:	Farmaceutica REMEDIA
Registered office:	Deva, B-dul Nicolae Bălcescu nr.2.
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:

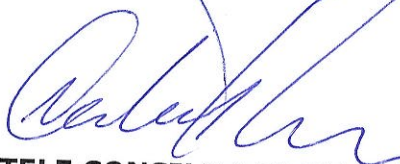
Dear investors,

We present the answer to the request of completion the agenda of the convening of Extraordinary General Meeting of Shareholders (EGMS) dated December 4/5, 2019, registered under the no. 56336/14.11.2019 and the answer approved by the Board of Administrators of the Farmaceutica REMEDIA S.A. from 15.11.2019

Taking into consideration the request ("*Request*") available at www.remédia.ro for the introduction of new items on the agenda of the Extraordinary General Meeting of Farmaceutica REMEDIA S.A. shareholders convened for respectively December 4 and 5, 2019 ("*AGEA*"), registered in the records of Farmaceutica REMEDIA S.A. under no. 56336 /14.11.2019, we inform you that the Board of Administrators of the Farmaceutica REMEDIA S.A. cannot act upon it, for the following reasons:

- (a) The company has so far received no binding offers from any potential investor, and has not signed any binding document, regarding the alienation of Farmaceutica REMEDIA S.A.'s goodwill, so it is impossible at this time to amend the agenda in the sense of asking for the EGMS's approval "*for the effective implementation of the transaction having as object the selling of all, or a significant part of, the Company's work units (pharmacies), by indicating the buyer and all other essential elements of the transaction (the "Sale")*";
- (b) The EGMS is convened for the sole purpose of mandating the Board of Directors of the Farmaceutica REMEDIA S.A. for: (i) identifying a buyer and (ii) starting negotiations with that buyer, in a binding manner, in order to agree on the specific terms and conditions of the transaction. These terms can be validly anticipated by the decision mandating the Board of

- Administrators for the envisaged purposes, the EGMS having the freedom to set, beforehand, only a part of, or all, the limits of the negotiation or, as the case may be, to grant to the Board of Administrators a "blind mandate", the law imposing no restrictions in this regard;
- (c) Moreover, according to art.117¹ of the Law no.31 / 1990 and respectively art.92 (3) of the Law no.24 / 2017, the shareholder / shareholders who owns / hold (together) at least 5% of the share capital of the Farmaceutica REMEDIA S.A. may request the introduction - i.e., the adding - of new items on the agenda, *but not also the modification* of the original call by the deletion of the items already introduced or otherwise by their alteration. Therefore, given the effect that the introduction of the items proposed by you via the Request would have on the EGMS agenda already published (ie, the replacing of the initial agenda with a new agenda, in its entirety), we cannot act upon this Request;
- (d) In connection with the approval of the "dissolution and liquidation of the Company following the Sale or, as the case may be, of the change of the main business activity of the Farmaceutica REMEDIA S.A., we consider that this is premature inasmuch as the completion of the Sale is obviously uncertain since no buyer has yet been identified and no negotiations have been started, not even a prior binding document having been signed to that purpose;



**PREȘEDINTELE CONSILIULUI DE ADMINISTRAȚIE
„TARUS” – Valentin Norbert TARUS e.U.**

reprezentata prin Valentin – Norbert TARUS