

SPECIAL DELEGATION - AGEA 4/5 December 2019
Requested by the Board of Administrators of
Trading company Farmaceutica REMEDIA S.A.

Name of the Shareholder: _____

Identification in the Shareholders' Register of Farmaceutica REMEDIA S.A.:

ID : (PIN or CIF - Fiscal Identification Number) _____

ID2 : (Personal ID or Trade Registry No.) _____

ADDRESS :

CITY :

COUNTY:

COUNTRY:

Fiscal Identification No. :

SHAREHOLDER OF:

Legally represented by _____, as _____

Identified with ID series _____, no. _____ and PIN _____

On the reference date, holder of a number of _____ shares,
I hereby delegate Mr. / Mrs. _____,

PIN _____

Identified with ID series _____, no. _____, domiciled in _____

As my representative in the Extraordinary General Meeting of the Shareholders on December 4 2019, 12 o'clock at the headquarters of the company in Bucharest, 78 Metalurgiei Blvd., district 4, postal code 041836, or on the date when the second meeting will take place on December 5 2019, at the same place and time, to exercise the voting right corresponding to my holdings registered in the **Shareholders' Register kept in the Central Depository on the reference date**, as follows:

The agenda / Issues subjected to a vote in the [Extraordinary General Meeting of Shareholders](#)

1. Authorization of the Board of Administrators to identify a buyer for the goodwill for all or a significant part of the total working points (pharmacies) of the company and to negotiate the terms and conditions of the contract;

In favour _____ Opposed _____ Abstained _____

2. Presentation by the Board of Administrators of the report on the retail activities of the company Farmaceutica REMEDIA S.A. drawn up by the Audit Committee in order to substantiate the proposals from point 1;

In favour _____ Opposed _____ Abstained _____

3. Approval of the transfer contract of the goodwill related to all, or a significant part of the total working points (pharmacies) of the company in the terms and conditions to be agreed by the Board of Administrators with the buyer identified according to point 1 above; The transfer cannot take place for a global price of less than EUR 5.000.000 (excluding VAT).

In favour _____ Opposed _____ Abstained _____

4. Approval of the updating of the Articles of Incorporation of the company Farmaceutica REMEDIA S.A. as follows:

Art 2.1. is modified and will have the following content:

The company is the Romanian legal person, constituted as an open trading company, its functioning being regulated by the provisions of the legislation in force and by the other applicable provisions of the Romanian legislation and by the provisions of the present Articles of Incorporation.

Art. 3.1. is modified and will have the following content: The Company's registered office is in Romania, Deva Municipality, NICOLAE BĂLCESCU Boulevard, Nr.2, (former Dorobantilor street, Nr. 43), Hunedoara county.

Article 6.2. is modified and shall have the following content: Synthetic structure consolidated on 10.09.2019 of the shareholders of financial instruments issued by Farmaceutica REMEDIA S.A., symbol RMAH, according to the Register of holders of financial instruments communicated by the Depozitarul Central S.A. is the following:

(1). **65,5055%** of the subscribed and fully paid social capital, representing 69.494.616 shares with a total nominal value of 6.949.461,60 lei, holds **Valentin-Norbert TARUS**, an Austrian citizen.

(2). **24,2477%** of the subscribed and fully paid social capital, representing 25.724.330 shares with a total nominal value of 2.572.433 lei, holds **Pavel Ionica-Mirela**, a Romanian citizen.

(3). **4,7615%** of the subscribed and fully paid social capital, representing 5.051.482 shares with a total nominal value of 505.148,20 lei, hold **other shareholders, natural persons.**

(4). **5,4853%** of the subscribed and fully paid social capital, representing 5.819.372 shares with a total nominal value of 581.937,20 lei, hold **other shareholders, legal entities.**

Article 8.3. paragraphs (4) and (5) are modified and will have the following content:

(4) The Extraordinary General Meeting of Shareholders may decide to trade preference rights under the conditions of the law and the regulations and other applicable normative acts;

(5) The provisions of the present art. 8.3 is supplemented by the legal provisions and regulations of the bodies empowered in this regard.

Article 9.3. point c) is modified and will have the following content: current reports made to the authorized bodies;

Article 12.1. it is modified and will have the following content: The General Meeting of Shareholders will be chaired by the Chairman of the Board of Administrators or, in case of impossibility, by another person designated by the Chairman or by the Board of Administrators.

Article 12.10. is modified and shall have the following content: Within 15 days from the date of the General Meeting of Shareholders, the decisions taken shall be submitted to the Trade Register, transmitted to the other authorized bodies and published in the Official Monitor of Romania.

Art.16.4. letter h) is modified and will have the following content: in the absence of a decision

