

**Foundation note of the Board of Directors of
Farmaceutica REMEDIA S.A. ("REMEDIA" or "Company")**

Regarding item 1 on the agenda of the Extraordinary General Meeting of Shareholders convened
for 15.04.2020 / 16.04.2020,

respectively

**The Transfer by REMEDIA ("Seller") to HELP NET FARMA S.A.
("Buyer") of the activity related to a number of 52 pharmacies**

As shown in the REMEDIA Report on the analysis of the performance of the operational and retail activity in the period 2017 - 2019 of the Company, approved by the EGMS Decision no. 69 / 4.12.2019 of Farmaceutica REMEDIA SA, even though the optimizations of the activity such as pharmacy relocations, marketing and promotion in various partnerships and collaborations, aiming to increase the profitability, in the context of the sharpened polarization of the pharmaceutical market, the measures taken were not sufficient, the Company recording annual losses in the operating result, losses that were covered by the operating revenues.

The aggressive competition in the pharmaceutical market, the way of presentation, promotion and implementation of new technologies existing on the competitive market, highlights the fact that in order to align to the standards imposed by the competition, to stimulate the client, in REMEDIA pharmacies there is a need for consistent and long-term investments, that the management of the Company does not consider them appropriate.

By the decision of EGMS no. 68 / 4.12.2019, the Board of Administrator of REMEDIA was authorized to identify a buyer for the goodwill related to all or a significant part of the total work points (pharmacies) of the Company and for negotiating the terms and conditions of the contract, for a price which cannot be less than EUR 5,000,000 (excluding VAT).

Accordingly, based on the authorization by Decision of the EGMS no. 68, the Board of Administrator of the Company has identified the buyer HELP NET FARMA S.A. for the related goodwill of 52 pharmacies of the Company (listed in the annex to this note) and negotiated the transfer of the activity of the 52 pharmacies for a maximum price of 8,540,000 Euro ("Transfer").

The completion of the Transfer is conditioned by the fulfillment of a series of conditions, some of which depend on the will of the Company, and others are independent of it, such an example consisting of obtaining the approval of the Competition Council. Given these suspensive conditions, there is no guarantee that the Transfer will be successfully finalized.

In order to guarantee certain representations made and / or contractual obligations assumed by the Company, the latter will issue letters of bank guarantee in favor of the Buyer. The issuance of such guarantee letters is usual in practice for such transactions.

If all the conditions affecting the completion of the Transfer are met, it is anticipated that the maximum term of its completion is July of the current year.

Regarding the non-fulfillment of the obligations assumed during the Transfer, there are clauses that determine the engagement of the contractual liability of the party that does not comply with its obligations.

Taking into account all the above mentioned considerations, the Board of Administrator of the Company submits the approval of the Extraordinary General Meeting of the Company convened for 15.04.2020 / 16.04.2020:

1.Approval of the transfer by the Company to HELP NET FARMA of the activity related to a number of 52 pharmacies for a maximum price of 8.540.000 Euro (the "Transfer") presented on the Company's website [www.remedia.ro/investitori/informatii-shareholders /general-meeting-of-shareholders](http://www.remedia.ro/investitori/informatii-shareholders/general-meeting-of-shareholders).

Annex

List of the 52 de REMEDIA pharmacies

No	County	City	Pharmacy denomination	Address
1	AB	ABRUD	SF. MIHAIL	Str. Piata Eroilor, nr. 6
2	AB	AIUD	SF. IACOB	Str. Transilvaniei, nr. 22
3	AB	AIUD	SF. MATEI	Str. Cuza Voda, nr. 15
4	AB	ALBA-IULIA	IZVORUL TAMADUIRII	Str. Zorilor, nr.1, actual Nicolae Titulescu, bl. 280, sc C, nr. 4, bl. 280, sc. C, Sp.com 13/1
5	AB	BLAJ	BUNA VESTIRE	Str. Piata 1848, nr. 21
6	AR	ARAD	SF. SOFIA	Str. Voinicilor, bl. 245, sc. B
7	B	BUCURESTI	AMBROZIE	Str. Camil Ressu, nr. 41 (CA12), Complex Ambrozie, sector 3
8	B	BUCURESTI	BAICULUI	Str. Cozia, Complex Ziduri intre Vii, nr. 21, sector 2
9	B	BUCURESTI	BARCA	Str.Barca, nr. 11, bl.M86, sector 5
10	B	BUCURESTI	FERDINAND I	Bd. Ferdinand I, nr. 95, sector 2
11	B	BUCURESTI	HUEDIN	Str. Huedin, nr. 19, sector 4
12	B	BUCURESTI	MAGHERU	Bd. Gh. Magheru, nr. 18, sector 1
13	B	BUCURESTI	SECUILOR	Str. Secuilor, nr. 8, sector 4
14	B	BUCURESTI	SF. LEON	Str. Soimus, nr. 1-7, sector 4
15	B	BUCURESTI	VACARESTI	Vacaresti, nr. 242, bl. 72B, sector 4
16	B	BUCURESTI	VETERANILOR	(Piata Veteranilor) Bd. Iuliu Maniu nr. 78-92, sector 6
17	B	BUCURESTI	GIULESTI	Calea Giulesti, nr. 113, sector 6
18	B	BUCURESTI	LACUL TEI	Bd. Lacul Tei, nr. 126-128, bl. 17-18, sector 2
19	B	BUCURESTI	OLTENITEI	Sos. Oltenitei, nr. 48-50, bl. 7A, sector 4
20	DB	FIENI	SF. ELENA	Str. Republicii, nr. 37
21	DJ	CRAIOVA	SF. TEODORA	Bd. Carol I, bl. V, sc. 2
22	GR	GIURGIU	SF. PANTELIMON	Str. Piata Garii, nr. 1

23	HD	BRAD	SF. NICOLAE	Str. Republicii, bl. 5
24	HD	BRAD	SF. VARVARA	Str. Republicii, nr. 1
25	HD	CALAN	SF. VASILE	Str. Florilor, bl. 30, parter 1
26	HD	DEVA	SF. GHEORGHE	Str. Piata Victoriei, nr. 3
27	HD	DEVA	SF. MARIA	Str. M. Eminescu, bl.13A, parter
28	HD	DEVA	SF. STEFAN	Bd. 22 Decembrie, bl. 41
29	HD	DEVA	SF. TOMA	Bd. Decebal, Complex Comercial Central Deva Mall
30	HD	DEVA	TREI IERARHI	Bd. Decebal, bl. R
31	HD	DOBRA	SF. PETRU	Str. 30 Decembrie, bl. 36
32	HD	GEOAGIU	SF. TEODOSIE	Calea Romanilor, bl. 2
33	HD	HATEG	SF. TREIME	Str. O. Densusianu, bl.13 DMN
34	HD	HUNEDOARA	CORVIN	Str. Republicii, nr. 10, bl. D8, sc. A, parter
35	HD	HUNEDOARA	SF. ANA	Str. Viorelelor, bl.6
36	HD	HUNEDOARA	VERONA	Str. Victoriei, nr. 12A
37	HD	HUNEDOARA	SF. FRANCISC	Bd. 1848, nr. 7
38	HD	ILIA	SF. ILIE	Str. Libertatii, nr. 52
39	HD	LUPENI	SF. CLARA	Bd. Pacii, bl. 4, sc. 3
40	HD	ORASTIE	SF. SILVESTRU	Str. Unirii, bl.7, ap. 2
41	HD	PETRILA	SF. SIMION	Str. Republicii, nr. 276, BIS, spatiul nr. 2
42	HD	PETROSANI	SF. DIMITRIE	Str. 1 Decembrie 1918, nr. 90
43	HD	PETROSANI	SF. GAVRIL	Str. Timisoara, nr. 7
44	HD	SIMERIA	SF. ANDREI	Str. A. Iancu, nr. 1
45	HD	SIMERIA	SF. CRISTOFOR	Str. Victoriei, nr. 22 C
46	HD	SIMERIA	SF. VARLAAM	Piata Unirii, bl. 2, parter
47	IF	CORBEANCA	SF. ZAHARIA	Sat Balotesti, Comuna Balotesti, Sos. Unirii, nr. 172 B
48	IF	CORNETU	SF. FILOFTEIA	Sat Cornetu, Comuna Cornetu, Sos. Alexandriei, nr. 163, bl. D3, sc.1
49	IF	PERIS	NASTAREA DOMNULUI	Sat Peris, Str. Principala, nr. 507
50	IL	CAZANESTI	SF. IERONIM	Sos. Bucuresti, nr. 55
51	MS	CRISTESTI	SF. LAZAR	Comuna Cristesti, str. Principala, nr. 537
52	TM	TIMISOARA	SF. IRINA	Str. Iancu Flondor, nr. 40 E

Bucharest, 11th of March 2020

Board of Administration
President
"TARUS" - Valentin Norbert TARUS e.U.