

## Current report

according to ASF Regulation no. 5/2018

Report date:	15.04.2020
Name of issuer:	Farmaceutica REMEDIA
Registered office:	Deva, 43 Dorobantilor St.
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 you the DECISION NO. 72 of the Ordinary General Meeting of the Shareholders and the DECISION NO. 73 of the Extraordinary General Meeting of the Shareholders of the trading company Farmaceutica REMEDIA S.A. of April 15<sup>th</sup> 2020**

### **DECISION NO. 72 of April 15<sup>th</sup> 2020 of the Ordinary General Meeting of Shareholders**

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

Adopted today, April 15<sup>th</sup>, 2020, at the secondary headquarters of the company in BUCHAREST, 77 Metalurgiei Blvd., sector 4. Following the debate on the agenda, the Ordinary General Meeting of the Shareholders decides, with the vote of present and represented shareholders ( 85,2 % from the share capital), the following:

**Art.1.** By unanimity of votes of the shareholders present at the meeting, OGMS approves the **audited unconsolidated and consolidated financial statements for 2019**, based on the reports submitted by the Chairman of the Board of Administrators and by the financial auditor, having the following representative data:

Indicator	Values registered on December 31th 2019 (LEI)	Values registered on December 31th 2019 (LEI)
	unconsolidated	consolidated
Net turnover	104.200.954	446.411.283
Operating revenues - TOTAL	108.908.892	452.127.257
Operating costs - TOTAL	108.455.823	448.323.839
Financial revenues - TOTAL	2.226.990	394.880
Financial costs - TOTAL	10.715	1.075.366
<b>TOTAL REVENUES</b>	<b>111.135.882</b>	<b>452.522.138</b>
<b>TOTAL COSTS</b>	<b>108.466.538</b>	<b>449.399.205</b>
Tax	106.138	681.817
<b>NET PROFIT</b>	<b>2.563.206</b>	<b>2.441.116</b>
Non-current assets- TOTAL	37.650.247	39.948.736
Current assets - TOTAL	36.893.890	220.077.654
<b>TOTAL ASSETS</b>	<b>74.598.483</b>	<b>260.369.939</b>
Equity	44.547.474	49.061.524
TOTAL long-term liabilities	1.688.296	3.147.081
TOTAL short-term liabilities	28.382.713	208.161.335
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>74.598.483</b>	<b>260.369.939</b>

**Art.2.** By unanimity of votes, OGMS approves the **discharge of tasks of administrators for 2019**;

**Art. 3.** By unanimous vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2020**, having the following representative data:

Indicator	Value (LEI)	Value (LEI)
	unconsolidated	consolidated
<b>TOTAL REVENUES</b> , from which:	<b>85.542.710</b>	<b>522.698.160</b>
Net revenues from sale of merchandise	58.230.500	495.320.950
Other revenues	26.367.210	27.332.210
Financial revenues	945.000	45.000
Provisions revenues	0	0
<b>TOTAL COSTS</b> , from which:	<b>66.007.905</b>	<b>502.345.485</b>
Net cost of sold merchandise	45.935.000	451.523.390
Other costs	19.844.325	48.950.515
Amortization & provisions	228.580	1.871.580
<b>GROSS PROFIT</b>	<b>19.534.805</b>	<b>20.352.675</b>

**Art.4.** By unanimity of votes, OGMS approves the **investment programme for 2020** having the proposed investment value of LEI 283.200 for Farmaceutica REMEDIA SA and LEI 648.000 for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

**Art.5.** By unanimity of votes, OGMS approves the Board of Administrators' proposal of destination distribution of the net profit achieved in fiscal year 2019, as follows:

DESTINATION	AMOUNT (Lei)
<b>Dividends from the profit for 2019</b>	<b>2.121.796,00</b>
<b>Legal reserves</b>	<b>133.467,00</b>
<b>Other reserves</b>	<b>307.942,78</b>
<b>TOTAL DISTRIBUTED NET PROFIT 2019</b>	<b>2.563.205,78</b>

**Art.6.** OGMS approves:

- a) By unanimity of votes, **the gross dividend per share is established at LEI 0,020;**
- b) By unanimity of votes, **02.06.2020** is established as **date of payment**, in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the F.S.A. Regulation No. 5/2018;
- c) By unanimity of votes, the **period of 3 (three) years** starting on the date of the Ordinary General Meeting of Shareholders is established as the period during which **the dividends are made available to the shareholders;**
- d) By unanimity of votes, empowering of the Board of Administrators to select the payment agent and establishing of the distribution of the dividends, in accordance with the legal provisions in force.
- e) By unanimity of votes, **the costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

**Art.7.** By secret unanimity of votes, OGMS approves the appointment of a **new Board of Administrators for Farmaceutica REMEDIA S.A. made up of 3 administrators for 1 (one) year term**, respectively from 01.05.2020 until 30.04.2021, as follows:

1. President of the Board of Administrators, **"TARUS" - Valentin Norbert TARUS e.U.** - registered in Austria, represented by Mr. Valentin - Norbert TARUS, Austrian citizen, born on 20.03.1952 in Romania, domiciled in Vienna, fully empowered for administration and representation;
2. Member of the Board of Administrators, **NOEL CONSULTING SRL**, nr. Inregistrare J40/ 21643/2005, CUI 18240499, represented by Mr. Petru CRACIUN, Romanian citizen, born on 04.02.1966 in Romania, domiciled in Romania, fully empowered for administration and representation;
3. Member of the Board of Administrators, **Adrian Marcel PARVU**, Romanian citizen, born on 17.11.1986 in Romania, domiciled in Romania, fully empowered for administration and representation;

**Art.8.** By unanimity of votes, OGMS approves the **remuneration and other benefits** for the members of the Board of Administrators and General Director, as well as the maximum limit of the additional remuneration for Directors with mandate agreement for the time-period between 01.05.2020 – 30.04.2021, as follows:

- the remuneration of the Board of Administrators and General Director is limited to maximum RON 150.000 net per month;
- the annual bonus for the members of the Board of Administrators, General Director and staff, based on the Board of Administrators approval, is limited to maximum 15 % of the net profit after the approval of the annual financial reports (all taxes included).

**Art.9.** By unanimity of votes, OGMS approves the **external financial auditor**

**INTERAUDIT SRL**, CIF: 18853345, J40 / 11511/2006, represented by CARMELA BOBOCEA, Romanian citizen, born on 04.05.1974 in Targoviste, Dambovita county, from 1.05.2020 to 30.04.2021.

**Art.10.** By unanimity of votes, OGMS approves **15.05.2020 as the registration date.**

**Art.11.** By unanimity of votes, OGMS approves **14.05.2020 as *ex date*.**

**Art.12** By unanimity of votes, OGMS approves the empowerment of "TARUS" - Valentin Norbert TARUS e.U., President of the Board of Directors, represented by Mr. Valentin-Norbert TARUS, for signing all the documents issued following the Ordinary General Meeting of Shareholders.

President of the Board of Administrators  
"TARUS" – Valentin Norbert TARUS e.U.,

represented by Valentin Norbert TARUS

**DECISION NO. 73 of April 15<sup>th</sup> 2020  
of the Extraordinary General Meeting of Shareholders**

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

Adopted today, April 15<sup>th</sup>, 2020, at the secondary headquarters of the company in BUCHAREST, 77, Metalurgiei Blvd., sector 4. Following the debate on the agenda, the Extraordinary General Meeting of the Shareholders decides, with the vote of present and represented shareholders ( 85,2 % from the share capital), the following:

**Art.1.** Following the debate of the first point on the agenda, the Extraordinary General Meeting of the Shareholders decides, with the unanimity of the votes of the shareholders present and represented:

Approval of the transfer by the Company to HELP NET FARMA S.A., of the activity related to a number of 52 pharmacies for a maximum price of 8.540.000 Euro ("Transfer") presented on the Company's website, <http://www.remedia.ro/en/shareholders-info/general-meetings-shareholders/>.

**Art.2.** Following the debate of the second point on the agenda, the Extraordinary General Meeting of the Shareholders decides, with the unanimity of the votes of the shareholders present and represented:

Empowerment of Mr. Valentin - Norbert TARUS, as General Director of the Company, for signing all the necessary documents in order to finalize the Transfer and the fulfillment of each and all conditions and formalities necessary for its completion.

**Art. 3.** Following the debate of the third point on the agenda, the Extraordinary General Meeting of the Shareholders decides, with the unanimity of the votes of the shareholders present and represented:

Approval of the date of **07.05.2020 as the registration date**, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

**Art.4.** Following the debate of the fourth point on the agenda, the Extraordinary General Meeting of the Shareholders decides, with the unanimity of the votes of the shareholders present and represented:

Empowerment of Mr. Valentin-Norbert TARUS representing "TARUS" – Valentin Norbert TARUS e.U., as President of the Board of Administrators, for signing all the documents issued following the Extraordinary General Meeting of Shareholders.

Valentin-Norbert TARUS  
representing "TARUS" – Valentin Norbert TARUS e.U., as President of the Board of Administrators