

**ORGANIZATION AND FUNCTIONING
REGULATION
OF THE REMUNERATION COMMITTEE**

Chapter I - GENERAL DISPOSITIONS

The nomination committee is governed by the following regulations:

- Company law no. 31/1990, with subsequent amendments and completions
- The articles of incorporation of the Company Farmaceutica REMEDIA - S.A., updated
- BSE Corporate Governance Code.

The existence of a Remuneration Committee is a requirement for all listed companies.

Chapter II - MISSION / OBJECTIVES / AUTHORITY

The purpose of the Remuneration Committee is to assist the Board of Administrators in developing the remuneration policy, establishing the remuneration principles, formulating proposals for the remuneration of administrators and members of the Board of Administrators and formulating proposals to be submitted to the Board of Administrators' decision, as well as monitoring the functioning of the remuneration system.

The Remuneration Committee is authorized to:

- Formulate proposals regarding the remuneration of the administrators;
- Submit for the approval of the Board of Administrators the Remuneration Policy;
- Develop recommendations on the level of the variable component of administrators' remuneration;
- Request any necessary information from employees or third parties.

Chapter III - COMPOSITION OF THE COMMITTEE

The Board of Administrators will appoint the members of the Remuneration Committee, one of whom will be appointed chairman of the Nomination Committee.

The Remuneration Committee consists of at least two members, appointed by the Board of Administrators, of which at least one member is independent and non-executive.

During the exercise of their mandate, the members of the Remuneration Committee will not hold positions, qualities and will not carry out transactions that could be considered incompatible with the mission of the Remuneration Committee.

Membership of the Remuneration Committee shall not prevent members from participating in the work of other Committees of the Board of Administrators. Termination of membership in the Remuneration Committee takes place by revocation, by resignation and in case of termination of the administrator's mandate. In the event of termination of membership or

chairman of the Remuneration Committee, the Board of Administrators shall appoint another administrator to fill the vacancy.

Chapter IV - ATTRIBUTIONS

The Committee has an advisory role and assists the Board in exercising its prerogatives on remunerations issues.

The Committee has the following responsibilities for remuneration:

- (a) make recommendations to the Board on the Company's remuneration, incentive and compensation policy;
- (b) make recommendations to the Board on the regular review of the Remuneration Policy for Administrators and Directors with a Mandate Agreement;
- (c) make recommendations to the Board on the remuneration of the General Director and other directors, including on the main components of remuneration, annual and long-term performance targets, and on the evaluation methodology;
- (d) monitor remuneration trends in areas of interest to the Company;
- (e) oversee the remuneration of directors in accordance with the Remuneration Policy.

Chapter V - ORGANIZATION AND FUNCTIONING

The Remuneration Committee shall meet regularly, at least four times a year, and exceptionally, as appropriate.

The meetings of the Remuneration Committee shall be convened by the chairman of the Remuneration Committee, indicating at least the place and date of the meeting, the starting time, and the items on the agenda of the meeting.

The agenda shall be forwarded to each member of the Remuneration Committee and to any other person whose participation is required at least five working days before the date of the meeting. Within the same period, information materials will be provided to the members of the Remuneration Committee and to the other participants, as appropriate. Documents can be sent by e-mail.

The Chairman of the Remuneration Committee will chair the meetings of the Remuneration Committee and will represent the Remuneration Committee in relation to the Board of Administrators.

If he is unable to exercise his powers, the chairman of the Remuneration Committee will be able to empower another person to exercise his powers, including the right to vote, on the basis of a special mandate.

The meetings of the Remuneration Committee may take place in any administrative space of the Company or in another location. In addition, meetings of the Committee may be held by telephone or video conference.

A quorum for the meetings and decisions of the Committee shall be a majority of the members of the Committee.

The minutes of the meeting shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast, contrary opinions and any other issues / information considered important. The minutes shall be signed by all members of the Committee who attended the meeting.

The minutes and documents of the meetings of the Committee shall be made available to all members of the Board.

The Committee shall submit regular reports to the Board on its meetings and activities through the Chairman of the Committee. The report shall include a summary of the issues discussed and the measures taken by the Committee

Chapter VI - FINAL DISPOSITIONS

The provisions of these Rules of Procedure shall be reviewed and supplemented by law with all regulations and norms related to the Remuneration activity and the relevant standards at the proposal of the Remuneration Committee and with the approval of the Board of Administrators.

Board of Administrators

Chairman,

Member,

„TARUS” – Valentin Norbert TARUS e.U.

Valentin – Norbert TARUS

Adrian-Marcel PÂRVU

11.09.2020