

**DECISION NO. 77 of April 15<sup>th</sup>/16<sup>th</sup> 2021  
of the Ordinary General Meeting of Shareholders**

**( P R O J E C T )**

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

Adopted today, April 15<sup>th</sup>/16<sup>th</sup>, 2021, 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 (... % from the share capital), the following:

**Art.1.** By unanimous/majority vote of the shareholders present at the meeting, OGMS approves the **audited unconsolidated and consolidated financial statements for 2020**, 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 2020 (LEI)	Values registered on December 31th 2020 (LEI)
	unconsolidated	consolidated
Net turnover	63.833.250	441.478.105
Operating revenues - TOTAL	103.805.113	482.803.508
Operating costs - TOTAL	72.200.323	439.940.926
Financial revenues - TOTAL	1.017.644	312.150
Financial costs - TOTAL	5.911	406.117
<b>TOTAL REVENUES</b>	<b>104.822.756</b>	<b>483.115.658</b>
<b>TOTAL COSTS</b>	<b>72.206.234</b>	<b>440.347.042</b>
Tax	4.380.073	4.997.042
<b>NET PROFIT</b>	<b>28.236.449</b>	<b>37.771.574</b>
Non-current assets- TOTAL	48.725.139	40.256.854
Current assets - TOTAL	29.376.485	202.969.618
<b>TOTAL ASSETS</b>	<b>79.091.681</b>	<b>244.463.046</b>
Equity	73.672.543	79.830.650
TOTAL long-term liabilities	2.246.739	2.246.739
TOTAL short-term liabilities	3.172.399	162.385.658
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>79.091.681</b>	<b>244.463.046</b>

**Art.2.** By unanimous/majority vote, OGMS approves the **discharge of tasks of administrators for 2020**;

**Art. 3.** By unanimous/majority vote, OGMS approves the **unconsolidated and consolidated revenue and expenditure budget for 2021**, having the following representative data:

Indicator	Value (LEI)	
	<b>unconsolidated</b>	<b>consolidated</b>
<b>TOTAL REVENUES</b> , from which:	<b>13.993.078</b>	<b>516.623.247</b>
Net revenues from sale of merchandise	9.796.893	513.429.062
Other revenues	2.673.983	3.171.983
Financial revenues	1.522.202	22.202
Provisions revenues	<b>12.249.928</b>	<b>511.581.340</b>
<b>TOTAL COSTS</b> , from which:	7.556.109	476.990.606
Net cost of sold merchandise	4.564.297	32.925.212
Other costs	129.521	1.665.522
Amortization & provisions	<b>1.743.150</b>	<b>5.041.907</b>
<b>GROSS PROFIT</b>	<b>13.993.078</b>	<b>516.623.247</b>

**Art.4.** By unanimous/majority vote, OGMS approves the **investment programme for 2021** having the proposed investment value of LEI 7.021.500 for Farmaceutica REMEDIA SA and for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

**Art.5.** By unanimous vote/ majority vote, OGMS approves the Board of Administrators proposal of destination distribution of the net profit achieved in fiscal year 2020, as follows:

DESTINATION	AMOUNT (Lei)
<b>Dividends from the profit for 2020</b>	<b>14.277.108</b>
<b>Legal reserves</b>	<b>365.419</b>
<b>Other reserves</b>	<b>13.093.922</b>
<b>Undistributed profit</b>	<b>500.000</b>
<b>TOTAL DISTRIBUTED NET PROFIT 2020</b>	<b>28.236.449</b>

**Art.6.** OGMS approves:

- a) By unanimous/majority vote, **the gross dividend per share is established at LEI 0,15;**
- b) By unanimous/majority vote, **02.06.2021** 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 unanimous/majority vote, 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 unanimous/majority vote, 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 unanimous/majority vote, **the costs of distribution of dividends will be paid by Farmaceutica REMEDIA S.A.**

**Art.7.** By secret vote, OGMS approves the appointment of a **new Board of Administrators for Farmaceutica REMEDIA S.A. made up of 3 administrators for 2 (two) years term**, respectively from 01.05.2021 until 30.04.2023, as follows:

1. President of the Board of Administrators, ....., fully empowered for administration and representation;
2. Member of the Board of Administrators, ....., fully empowered for administration and representation;

3. Member of the Board of Administrators, ....., fully empowered for administration and representation;

**Art.8.** By unanimous/majority vote, OGMS approves:

- The Remuneration Policy of the society **Farmaceutica REMEDIA S.A.** and of the own company **Farmaceutica REMEDIA Distribution & Logistics S.R.L**
- **The remuneration** for the members of the Board of Administrators, the General Director, Administrators, as well as for the Directors with mandate contract, **and the maximum limit for the additional remunerations and other benefits that can be granted out** of the unconsolidated net profit, all these for the period 01.05.2021 – 30.04.2022, as follows:
  - the remuneration of the Board of Administrators, General Director, Administrators and the Directors with mandate contract is limited to maximum RON 200.000 net per month;
  - the annual bonus for the members of the Board of Administrators, General Director, Administrators and the Directors with mandate contract, based on the Board of Administrators approval, is limited to maximum 15 % of the net profit, according to the mandate contracts, after the approval of the annual financial reports (all taxes included).
- Mandating the Board of Administrators to establish, based on the performances realised, the distribution of benefits for the members of the Board of Administrators, the General Director, as well as for the Directors with mandate contract.

**Art.9.** By unanimous/majority vote, OGMS approves the **external financial auditor** .....,for the period .....

**Art.10.** By unanimous/majority vote, OGMS approves **18.05.2021 as the registration date.**

**Art.11.** By unanimous/majority vote, OGMS approves **17.05.2021 as ex date.**

**Art.12** By unanimous/majority vote, OGMS approves the 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 Ordinary General Meeting of Shareholders.

The President of the Ordinary General Meeting of the Shareholders

The Secretary of the Ordinary General Meeting of the Shareholders