

**DECISION NO. 78 of April 15th 2021**  
**of the Extraordinary General Meeting of Shareholders**  
**Farmaceutica REMEDIA S.A.**  
**J20/700/1991, CUI RO 2115198**  
**( P R O J E C T )**

Adopted today, 15.04.2021 at the secondary headquarters of the company from BUCHAREST, B-dul Metalurgiei no. 78, sector 4.

Following the debate of the items on the agenda, the Extraordinary General Meeting of Shareholders decides, with the vote of the shareholders present and represented holding a number of ..... voting shares, representing ..... % of the total number of voting shares in the share capital of Farmaceutica REMEDIA SA (total voting shares 106,089,800 representing 100% of the share capital of Farmaceutica REMEDIA S.A.), the following:

**Art. 1.** Empowerment of the Board of Administrators to explore and identify opportunities and negotiate with eligible entities, natural or legal persons, in the following directions:

- a) entry into the shareholding of Farmaceutica REMEDIA S.A. by increasing the share capital in cash and / or contribution in kind;
- b) mergers;
- c) taking over assets and / or goodwill;
- d) purchase of shares and / or shares issued by third parties;
- e) hiring specialized evaluators to carry out the operations mentioned under the points a), b), c), d)
- f) the approval by the Board of Administrators of projects and substantiated proposals to achieve the above directions, to be presented to the EGMS, in order to be approved.

**Art. 2.** Introduction in the Articles of Association of Farmaceutica REMEDIA SA of art "6.1 (1) *The share capital of the Company is 9.548.082 lei, fully subscribed and paid, out of which 35.190,70 lei contribution in kind*".

**Art. 3.** Approval of the extension by additional 12 months period of use and validity of the credit agreements concluded with Banca Transilvania, in the amount of 53.600.000 lei and the increase up to 80.000.000 lei, with the approval of the establishment of guarantees (receivables, stocks, real estate, blank promissory notes / sureties) up to the limit requested by the bank, exceeding the limit of 20% of the total fixed assets, less receivables.

**Art. 4.** Approval of contracting new credit in the maximum amount of 25.000.000 lei, for a period of up to 60 months for non-cash facilities and 12 months for cash facilities, with the establishment of guarantees (receivables, stocks, real estate, blank promissory notes / sureties) up to the limit requested by the bank, exceeding the limit of 20% of the total fixed assets, less receivables

**Art. 5.** Empowerment of Ms. Elena Codrean, member of the Board of Administrators of Farmaceutica REMEDIA SA for signing the credit / mortgage contract / contracts with the selected bank / banks and any other documents requested by the bank / banks / notary, necessary for concluding and carrying out credit agreement (s)

**Art. 6.** Approval of the date of **18.05.2021 as the registration date**, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

**Art. 7.** Approval of the date of **17.05.2021 as ex-date**, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter I from the FSA Regulation No. 5/2018.

**Art. 8.** The empowerment of “TARUS” – Valentin Norbert TARUS e.U., the President of the Board of Administrators, represented by Mr Valentin-Norbert TARUS, for signing all the documents issued following the Extraordinary General Meeting of Shareholders.

The President of the Extraordinary General Meeting of the Shareholders

The Secretary of the Extraordinary General Meeting of the Shareholders