

**SPECIAL DELEGATION - OGMS 15/16 April 2021**  
**Requested by the Board of Administrators of**  
**Trading company Farmaceutica REMEDIA S.A.**

Name of the Shareholder: \_\_\_\_\_

***Identification in the Shareholders' Register of Farmaceutica REMEDIA S.A.:***

ID: (PIN or CIF - Fiscal Identification Number) \_\_\_\_\_

ID2: (Personal ID or Trade Registry No.) \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY: \_\_\_\_\_

COUNTY: \_\_\_\_\_

COUNTRY: \_\_\_\_\_

Fiscal Identification No.: \_\_\_\_\_

SHAREHOLDER OF: \_\_\_\_\_

Legally represented by \_\_\_\_\_, as \_\_\_\_\_

Identified with ID series \_\_\_\_\_, no. \_\_\_\_\_ and PIN \_\_\_\_\_

On the reference date, holder of a number of \_\_\_\_\_ shares,

**I hereby delegate** Mr. / Mrs. \_\_\_\_\_,

PIN \_\_\_\_\_

Identified with ID series \_\_\_\_\_, no. \_\_\_\_\_, domiciled in \_\_\_\_\_

As my representative in the Extraordinary General Meeting of the Shareholders on **April 15th 2021, 12.00 o'clock** at the headquarters of the company in Bucharest, 78 Metalurgiei Blvd., district 4, postal code 041836, or on the date when the second meeting will take place on **April 16th 2021**, at the same place and time, to exercise the voting right corresponding to my holdings registered in the **Shareholders' Register kept in the Central Depository on the reference date**, as follows:

The agenda / Issues subjected to a vote in the **Ordinary General Meeting** of Shareholders

**1. Presentation of the report of the President of the Board of Administrators and of the independent financial auditor** regarding the financial statements afferent to the financial year 2020. Approval **of financial statements for 2020;**

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**2. Approval of the discharge from administration** of administrators for the financial year 2020;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**3. Approval of the budget of income and expenditures for 2021;**

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**4. Approval of the activity and investment program for 2021.**

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**5. Approval of the manner of profit distribution for the financial year 2020.** The Board of Administrators of the Company proposes and recommends the Ordinary General Meeting of Shareholders for the net profit realised in the financial year 2020 to be distributed to the following destinations:

The net profit afferent to the unconsolidated financial year = 28.236.449 Lei

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>

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**6. a) Fixing the gross dividend per share at 0,15 lei.**

b) Approval of the date of **02.06.2021** as the **payment date** - 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) Approval of the deadline for **keeping available to shareholders the dividends 3 (three) years** from the dividends payment date;

d) Empowerment of the Board of Administrators to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force.

e) Approval for **bearing the costs of dividends distribution** by **Farmaceutica REMEDIA S.A.**;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**7. Electing a new Board of Administrators** of Farmaceutica REMEDIA S.A. composed of **3 (three) administrators** with **duration of the mandate of two (2) years**, respectively from 01.05.2021 until 30.04.2023;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**8. Approval of the Remuneration Policy** of the society **Farmaceutica REMEDIA S.A.** and of the own company **Farmaceutica REMEDIA Distribution & Logistics S.R.L.** and **Establishing 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.

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**9. Electing the external financial auditor** and establishing the minimum duration of its contract, due to contract expiry of the external financial auditor;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**10.** 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;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**11.** 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;

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**12.** 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.

In favour \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**Signature of the shareholder** \_\_\_\_\_ **Date of delegation** \_\_\_\_\_

This document was drawn up in 3 (three) original copies.