

**DECISION NO. 77 of April 15th 2021
of the Ordinary General Meeting of Shareholders**

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

Adopted today, April 15th, 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 (75,8772 % from the share capital), the following:

Art.1. By unanimous 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
TOTAL REVENUES	104.822.756	483.115.658
TOTAL COSTS	72.206.234	440.347.042
Tax	4.380.073	4.997.042
NET PROFIT	28.236.449	37.771.574
Non-current assets- TOTAL	48.725.139	40.256.854
Current assets - TOTAL	29.376.485	202.969.618
TOTAL ASSETS	79.091.681	244.463.046
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
TOTAL EQUITY AND LIABILITIES	79.091.681	244.463.046

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

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

Indicator	Value (LEI)	Value (LEI)
	unconsolidated	consolidated
TOTAL REVENUES , from which:	13.993.078	516.623.247
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
TOTAL COSTS , from which:	12.249.928	511.581.340
Net cost of sold merchandise	7.556.109	476.990.606
Other costs	4.564.297	32.925.212
Amortization & provisions	129.521	1.665.522
GROSS PROFIT	1.743.150	5.041.907

Art.4. By unanimous vote, OGMS approves the **investment programme for 2021** having the proposed investment value of LEI **7.021.500**.

Art.5. By unanimous 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)
Dividends from the profit for 2020	14.277.108
Legal reserves	365.419
Other reserves	13.093.922
Undistributed profit	500.000
TOTAL DISTRIBUTED NET PROFIT 2020	28.236.449

Art.6. OGMS approves:

- By unanimous vote, **the gross dividend per share is established at LEI 0,15;**
- By unanimous 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;
- By unanimous 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;**
- By unanimous 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.
- By unanimous 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:

- President of the Board of Administrators: **TARUS" – Valentin Norbert TARUS e.U.** – registered in Austria, Handelsgericht Wien – FN 349134 represented by Mr Valentin-Norbert TARUS, fully empowered for administration and representation;
- Member of the Board of Administrators: **SC NIPA STEUERBERATUNG SRL** - Romanian legal entity, registered at Trade register Cluj with no. J12 / 1761/2021, CUI 44077928, represented by Mr. Adrian Marcel PÂRVU, fully empowered for administration and representation;
- Member of the Board of Administrators, **Elena CODREAN**, fully empowered for administration and representation;

Art.8. By unanimous 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 vote, OGMS approves the **external financial auditor „INTERAUDIT SRL**, CIF: RO18853345, J40/11511/2006, represented by Ms Carmela Bobocea, for the period 01.05.2021 la 30.04.2022.

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

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

Art.12 By unanimous 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



Drafted by Florin CADIA

