

## SUMMONING

### OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ROPHARMA S.A.

The Board of Administrators of ROPHARMA S.A. (the “Company”), met at the company’s headquarters on March 22<sup>nd</sup> 2017, 10:00 hours, summons, pursuant to article 117 item 1 of Law 31/1990, republished, with its subsequent alterations and additions, regarding the trade companies, and pursuant to article 14 of the Company’s Articles of Incorporation, the **Ordinary General Meeting of the Shareholders for April 27<sup>th</sup> 2017, 11:00 hours** and the **Extraordinary General Meeting of the Shareholders for April 27<sup>th</sup> 2017, 12:00 hours**, at the Company’s headquarters in Brasov, 55 Iuliu Maniu Street, for all the shareholders registered in the shareholders’ register at the end of **April 14<sup>th</sup> 2017**, which has been established as reference date.

#### 1. The Ordinary General Meeting of the Shareholder’s Agenda:

- a. The approval of the individual financial statements of the Company, relating to the fiscal year 2016, based on the reports submitted by the Board of Administrators and by the financial auditor, as well as profit’s repartition, without the distribution of any dividends.
- b. The approval of the consolidated financial statements, relating to the fiscal year 2016, of the Company and of its affiliates: FARMACIA TESA S.R.L., AESCULAP PROD S.R.L., ICS EUROFARMACO S.A., IMAV PHARM S.R.L., FARMACIA ECOFARM S.R.L., CAMPANULA FARM S.R.L., ROPHARMA LOGISTIC S.A. and TEO HEALTH S.A.
- c. The approval of the income and expenses budget of the Company for 2017.
- d. The approval of the investment budget for 2017.
- e. Analysis and ruling upon the Board of Administrators’ management and the administrators’ discharge of management.
- f. Ratification of the documents and actions of the members of the Board of Directors and of the executive leadership of the Company, regarding year 2016.
- g. The appointment of the empowered persons to attend the General Assemblies of the Shareholders of the companies where Ropharma has ownership, as well as the appointment of competences to this end.
- h. The appointment of an external financial auditor.
- i. The appointment of a secretary both for the Board of Administrators and for the General Meeting of the Shareholders and establishing the remuneration.
- j. Establishing the date of **May 18<sup>th</sup> 2017** as registration date, pursuant to article 238 item 1 of Law 297/2004 regarding the capital market.
- k. Establishing the date of **May 17<sup>th</sup> 2017** as ex-date, according to CNVM Regulation no. 6/2009.
- l. The empowerment of the natural persons who shall fulfill the publicity and registration formalities regarding the General Meeting of Shareholder’s Decisions.

## **2. The Extraordinary General Meeting of the Shareholder's Agenda:**

- a.** The delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the competence to purchase or to sell real estates, within the value limit of maximum 20% of the total value of the fixed assets, not including the fixed receivables.
- b.** The delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attributions set forth by article 14, item 6, letters b), c) and d) of the Company's Articles of Incorporation, regarding the moving of the Company's headquarters, the change of the secondary object of activity and the establishment or the termination of secondary headquarters.
- c.** The delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attributions of subscription and payment to the share capital of the existing or future affiliates.
- d.** The delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the possibility to appoint or revoke administrators and to open or close secondary headquarters in the companies within Ropharma holds a stake.
- e.** The delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attribution to acquire or sale goodwill – pharmacy licenses and/or shares/social parts at companies and empower the Board of Administrators to negotiate the price and signing the agreements.
- f.** The ratification of the following decisions of the Board of Administrators:
  - The Decision no. 7/11.05.2016 regarding the sale of 2 properties located in Harghita county;
  - The Decision no. 17/31.10.2016 regarding the sale of a property located in Harghita county;
  - The Decision no. 4/07.03.2017 through which Ropharma guarantees the loans contracted by Ropharma Logistic SA and Teo Health SA from ING Bank.
- g.** Establishing the date of **May 18<sup>th</sup> 2017** as registration date, pursuant to article 238 item 1 of Law 297/2004 regarding the capital market.
- h.** Establishing the date of **May 17<sup>th</sup> 2017** as ex-date, according to CNVM Regulation no. 6/2009.
- i.** The empowerment of the natural persons who shall fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions.

Only the shareholders registered in the Company's Shareholders Register on the reference date can attend in the general meetings and may exercise their right to vote, **personally** (or by proxies, in the case of shareholders which are legal entities), **by proxy**, based on the special or general power or attorney (Power of Attorney), or **by correspondence**, based on voting bulletin by correspondence.

The shareholders may be represented in the general meetings by other persons, based on a special or general power or attorney (Power of Attorney).

The special power of attorney forms, in Romanian as well as in English, can be obtained at the Company's headquarters – the Shareholding Service, or they can be downloaded from the Company's website.

The General Powers of Attorneys (Powers of Attorney) shall be elaborated pursuant to the provisions of EGO 90/2014 for the modification and supplementation of Law 297/2004 regarding the capital market.

The shareholders may grant a generally valid power of attorney for a period of time not exceeding 3 years, allowing to their appointed proxy to vote in all the aspects being discussed during the general assemblies, with the condition that the general power of attorney is provided by the shareholder, as customer, to an intermediary defined according to article 2, item (1), point 14 of Law 297/2004 regarding the capital market, or to an attorney at law.

The general powers of attorney, before their first usage, shall be submitted at the Company 48 hours before the general meetings, in copy, including the mention “A true copy of the original”, under the signature of the proxy, or sent by email to [investitori@ropharma.co](mailto:investitori@ropharma.co), bearing the extended e-signature, incorporated according to Law 455/2001 regarding e-signatures. The certified copies of the general powers of attorney are kept by the company, mentioning them in the general assemblies’ Minutes.

The shareholders cannot be represented in general meetings, based on a general power of attorney, by a person found in a situation of conflict of interests, according to the provisions of article 243, paragraph (6), index 4 of Law 297/2004, which may particularly appear in one of the following cases: they are a majority shareholder of the Company, or another entity, controlled by the respective shareholder; they are a member of a managing, leadership or surveillance body of the Company, or of a majority shareholder or of a controlled entity; they are the spouse, next of kin or in-law up to the 4<sup>th</sup> degree inclusively, of one of the aforementioned natural persons.

In the case where the person empowered by the general power of attorney is a legal entity, this can exercise the mandate they have received using any person who is a part of the management or leadership bodies, or by any of their employees, submitting documents proving their quality, in original or in true copies of the original.

The access and/or the vote by correspondence of the shareholders entitled to attend the Shareholders’ General Meetings is allowed by the simple proof of their identity, performed, in case of natural persons, using their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners) or, in the case of legal entities and of shareholders who are represented natural persons, based on the special or general power or attorney for, given to the natural person representing them.

The representatives of shareholders who are legal entities shall prove their quality as follows:

- The legal representative – based on an official document proving their quality (e.g. Articles of Incorporation, Excerpt / Confirmation of Company Details, delivered by the Companies’ Register or other proof delivered by a competent body);
- The person to which the representation competence has been assigned – together with the aforementioned documents (proving the quality of legal representative of the person signing the Delegation), shall also submit the power of attorney, signed by the legal representative of the respective legal entity.

The representatives of natural persons, as well as those of legal entities, shall be identified based on their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners).

The special power of attorney and the correspondence voting forms, available in Romanian as well as in English, can be obtained at the Company’s headquarters – Shareholding Service, or they can be downloaded from the Company’s website, starting with **March 27<sup>th</sup> 2017**. An original counterpart of the special power of attorney and/or of the correspondence voting forms, filled in and signed, accompanied by the aforementioned documents, shall be submitted/sent so that they can be registered by the Company, until **April 26<sup>th</sup> 2017** 13:00 hours, the latest. The special powers of attorney, accompanied by the shareholders’ identity documents can also be sent via e-mail, with

extended e-signature, incorporated according to Law 455/2001 regarding the e-signature, so that they can be registered by the Company, until **April 26<sup>th</sup> 2017**, 13:00 hours, the latest, at the e-mail address [investitori@ropharma.ro](mailto:investitori@ropharma.ro), mentioning in the subject "For OGMS / EGMS from April 27<sup>th</sup> 2017". On the date of general meetings, the appointed representative shall submit the originals of the special powers of attorney, in the case where they have been sent via e-mail, with extended incorporated e-signature.

The final form of the special powers of attorney and of correspondence voting forms shall be available on the Company's website, [www.ropharma.ro](http://www.ropharma.ro), as well as at the Company's headquarters in Brasov, str. Iuliu Maniu no. 55, et. 2, starting from April 20<sup>th</sup> 2017.

One or several shareholders, individually or collectively representing at least 5% of the Company's share capital have the right, according to the law, to insert new items on the Agenda, provided that each item is accompanied by a reasoning or by a decision project, proposed to be adopted by the General Meeting, as well as to present decision projects for the items included or proposed to be included on the Agenda, by registered letter / by courier, in an envelope, so that they would be registered at the Company's headquarters until **April 12 2017**, 17:00 hours the latest, or to be sent via e-mail with extended e-signature, incorporated according to Law 455/2001 regarding e-signatures, so that they can be registered at the Company's headquarters until **April 12, 2017**, 17:00 hours the latest, at the e-mail address [investitori@ropharma.ro](mailto:investitori@ropharma.ro), mentioning in the subject "For OGMS / EGMS from April 27<sup>th</sup> 2017".

Any interested shareholder has the right to address questions regarding the items on the Agenda, so that they can be registered by the Company, until **April 24<sup>th</sup> 2017**, 15:00 hours the latest. The Company shall formulate a general answer to the questions on the same subject. The answer to shareholders' questions shall be provided during the meeting, or shall be available on the Company's website, under a Q&A form.

To be able to exercise the aforementioned rights, the shareholders shall also sent to the Company the copy of the shareholder natural person's Identity Card (Identity Card/Passport/Residence Permit), respectively a copy of the Confirmation of Company Details, delivered by the Companies' Register or any other proof delivered by a competent body, regarding the identity of the legal representative of the shareholder legal entity.

The decisions drafts and the informative materials can be consulted at the Company's headquarters, every work day, between 9:00 and 17:00, or on the Company's website ([www.ropharma.ro](http://www.ropharma.ro) – Investors' Section – Shareholding Information), starting on **March 27<sup>th</sup> 2017**.

In the case where, on April 27<sup>th</sup> 2017, the legal and statutory quorum is not met, in order to validate the meeting, the Ordinary General Meeting of the Shareholders, as well as the Extraordinary General Meeting of the Shareholders shall be held on **April 28<sup>th</sup> 2017**, same place and time, with the same Agenda.

Additional information can be obtained at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 500091, or at the following phone numbers: 0268/547233, 0268/547232, between 09 :00 and 17 :00, as well as on the Company's website [www.ropharma.ro/Investitori/InformatiiActionariat](http://www.ropharma.ro/Investitori/InformatiiActionariat).

**Pharmacist Mihai Miron, PhD**  
**CHAIRMAN – C.E.O.**  
**S.C. ROPHARMA S.A.**