

Current report pursuant to Regulation no. 1/2006 of CNVM

Report date: 27.04.2017

Name of the issuing company: Ropharma SA

Headquarters: Brasov, 55 Iuliu Maniu St, Brasov

Sole Registration Code: 1962437 cu atribut RO

Registration number in the Companies' Register: J08/2886/2007

Subscribed and paid capital: 51.126.741,3 lei

Regulated market: BVB, Standard Category

### **Important event to be reported**

**ROPHARMA** informs the investors that the **General Ordinary Meeting and the Extraordinary General Meeting of the Shareholders** met on **April 27th, 11.00 hours and 12.00 hours** adopted the following decisions:

#### **Ordinary General Meeting of the Shareholders:**

1. Approves 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.
2. Approves the net profit's repartition as follows:
  - Legal reserve: 410.284 lei
  - For covering the losses registered by the acquired companies: 2.317.300 lei
  - For covering the losses registered in 2016 afferent to the previous financial years: 45.678 lei
  - Result carried forward: 4.517.496 lei
3. Approves 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.
4. Approves the Income and Expenses Budget of the Company for 2017.
5. Approves the Investment Budget for 2017.
6. Approves the discharge of management of the Board of Administrators.
7. Approves the ratification of the documents and actions of the members of the Board of Administrators and of the executive leadership of the Company, regarding year 2016.
8. Appoints the following 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:
  - Mr. Alin Constantin Radasanu for TEO HEALTH S.A.,
  - Mr. Ovidiu Ioan Nut for ROPHARMA LOGISTIC S.A.
  - Mr. Mihai Bratescu for I.C.S. EUROFARMACO S.A.;
  - Mr. Doru Vasile Victor Darabus for AESCULAP PROD S.R.L.;

#### **ROPHARMA S.A.**

Str. Iuliu Maniu nr. 55, et. 1, 500091, jud. Brasov

Tel : 0268/547230, 0268/547233 ; Fax : 0268/547231

Capital social subscris si varsat : 51.126.741,30 lei

E-mail : [office@ropharma.ro](mailto:office@ropharma.ro) ; Web : [www.ropharma.ro](http://www.ropharma.ro)

9. Pursuant to the termination of the external auditor's mandate, BDO Audit SRL, approves the extension of its mandate for a period of 2 years (for the financial years 2017 and 2018), with a compensation of 17.000 EUR + VAT.
10. Appoints Mrs. Capota Bianca as secretary for both the Board of Administrators and for the General Meeting of the Shareholders.

### **Extraordinary General Meeting of the Shareholders:**

1. Approves 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.
2. Approves 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.
3. Approves 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.
4. Approves 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.
5. Approves 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.
6. Ratifies 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.
7. Approves 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.
8. Approves the date of **May 17<sup>th</sup> 2017** as ex-date, according to CNVM Regulation no. 6/2009.
9. Empowers Mr. Mihai Bratescu and Mrs. Bianca Capota who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions.

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**PRESEDINTE – DIRECTOR GENERAL**  
Dr. farm. Mihai MIRON

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