

**DECISION**  
**NR. 1/16.03.2018**  
**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**ROPHARMA S.A.**

The General Extraordinary Meeting of the Shareholders of ROPHARMA S.A., summoned pursuant to the provisions of Law 31/1990, Law 297/2004, Law 24/2017, the Romanian National Securities Commission's Regulation no. 6/2009 and of the Company's Articles of Association, by the publication of the summoning with the Agenda in the Romania's Official Journal, 4<sup>th</sup> part, no. 614 from February 13<sup>th</sup> 2018 and in the "Bursa" newspaper no. 27 from February 13<sup>th</sup> 2018,

legally and statutorily met on March 16<sup>th</sup> 2018, pursuant to its first summoning, at the headquarters of the Company in Brasov, 55 Iuliu Maniu St., Brasov county, personally present or by proxy, of a number of 14 shareholders holding, at the reference date, March 6<sup>th</sup> 2018, a number of 416.158.291 shares with voting right, representing 81,3974% of the total number of voting rights and of the share capital,

Pursuant to article 113 of Law 31/1990 on trade companies, republished, with its subsequent alterations and additions,

**DECIDES:**

**Art.1.** Unanimously approves for Ropharma S.A. as a borrower, co-debtor or guarantor with Teo Health S.A., Ropharma Logistic S.A. and Aesculap Prod SRL, to contract investment loans with a total amount of maximum EUR 13.777 million for refinancing existing term loans, as well as for financing the construction works and the acquisition of equipment necessary for the development of a hospital unit.

Votes FOR: 416.158.291                      AGAINST: 0                      ABSTAIN: 0

**Art.2.** Unanimously approves for Ropharma S.A. as a borrower, co-debtor or guarantor with Teo Health S.A., Ropharma Logistic S.A. and Aesculap Prod SRL, to contract a current loan limit of up to EUR 6.5 million, for the current activity.

Votes FOR: 416.158.291                      AGAINST: 0                      ABSTAIN: 0

**Art.3.** Unanimously approves that the loans from the previous paragraphs shall be guaranteed with the already established guarantees, which can be extended, maintained or renewed on the new loans, as well as with other movable or immovable assets belonging to the patrimony of the company, depending on the negotiations with the bank.

Votes FOR: 416.158.291                      AGAINST: 0                      ABSTAIN: 0

**Art.4.** Approves with the majority of votes the empowerment of Mr. Alin Constantin Radasanu to sign in the name and on behalf of Ropharma S.A. loan agreements, warranty contracts, subsequent addenda, and all documents necessary or required by the bank to carry out the present mandate.

Votes FOR: 415.934.771                      AGAINST: 0                      ABSTAIN: 223.520

**Art.5.** Unanimously approves the date of **April 2<sup>nd</sup> 2018** as registration date, according to CNVM Regulation no. 6/2009.

Votes FOR: 416.158.291            AGAINST: 0            ABSTAIN: 0

**Art.6.** Unanimously approves the date of **March 30<sup>th</sup> 2018** as ex-date, according to CNVM Regulation no. 6/2009.

Votes FOR: 416.158.291            AGAINST: 0            ABSTAIN: 0

**Art.7.** Unanimously approves the empowerment of Mr. Mihai Bratescu, ID BV697915 and Mrs. Bianca Capota, ID BV764250 who shall fulfill the publicity and registration formalities regarding the General Meeting of Shareholder's Decisions.

Votes FOR: 416.158.291            AGAINST: 0            ABSTAIN: 0

The present Decision has been elaborated and signed in 3 (three) copies, each containing a number of 2 (two) pages.

**CEO**  
**Dr. pharm. MIHAI MIRON**