

SUMMONING

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

The Board of Administrators of ROPHARMA S.A. (the “Company”), met on March 21st 2018, 11:00 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 26th 2018, 11:00 hours** and the **Extraordinary General Meeting of the Shareholders for April 26th 2018, 13:00 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 16th 2018**, 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 2017, 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 2017, of the Company and of its affiliates: ROPHARMA LOGISTIC S.A., AESCULAP PROD S.R.L., ICS EUROFARMACO S.A., TEO HEALTH S.A.
- c. The approval of the income and expenses budget of the Company for 2018.
- d. The approval of the investment budget for 2018.
- 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 2017.
- 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. Election of seven members of the Board of Directors, following the expiration of the term and establishment of their remuneration.
The list containing information regarding the name, domicile and professional qualifications of the proposed persons for the position of administrator can be found on the company website www.ropharma.ro, and at the company headquarters in Brasov, 55 Iuliu Maniu Street.
Proposals regarding candidates for the position of administrator can be made until the date of April 20, 2018. These may be sent by mail with confirmation of receipt to the address of the company: 55 Iuliu Maniu Street, 500091, Brasov County, by fax on 0268 547231 or by e-mail: investitori@ropharma.ro.
- i. Establishing the date of **May 18th 2018** as registration date, according to CNVM Regulation no. 6/2009.

- j. Establishing the date of **May 17th 2018** as ex-date, according to CNVM Regulation no. 6/2009.
- k. The empowerment of the natural persons who shall fulfill the publicity and registration formalities regarding the Extraordinary General Assembly 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, 4th 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, 4th 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, 4th 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, 4th 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, 4th 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 approval of a buy-back programme of own shares in the following conditions:
 - The maximum number of own shares will not exceed 10% of the share capital;
 - The minimum price will be equal to the face value of the company shares and the maximum price will be 2lei/share;
 - Duration of programme: 1 year as of the publication of the EGMS Decision in the Official Journal, 4th part ;
 - The purpose of the programme is to offer shares to the employees and management of the company;
- g. Establishing the date of **May 18th 2018** as registration date, according to CNVM Regulation no. 6/2009.
- h. Establishing the date of **May 17th 2018** 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 Extraordinary 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 CNVM Regulation no. 6/2009.

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 20 of Law 24/2017.

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, 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 92, paragraph (15), of Law 24/2017.

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 Department, or they can be downloaded from the Company's website, starting with **March 26th 2018**. 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 25th 2018** 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 25th 2018**, 13:00 hours, the latest, at the e-mail address investitori@ropharma.ro, mentioning in the subject "For OGMS & EGMS from April 26th 2018". 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, as well as at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 2nd floor, starting from April 19th 2018.

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 11th 2018**, 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 11th 2018**, 17:00 hours the latest, at the e-mail address investitori@ropharma.ro, mentioning in the subject "For OGMS & EGMS from April 26th 2018".

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 23rd 2018**, 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 – Investors' Section – Shareholding Information), starting on **March 26th 2018**.

In the case where, on April 26th 2018, the legal and statutory quorum is not met, in order to validate the meeting, the Ordinary and Extraordinary General Meeting of the Shareholders shall be held on **April 27th 2018**, 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.

Dr. pharm. MIHAI MIRON
CEO