

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

Report date: 26.04.2018

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 26th, 11.00 hours and 13.00 hours**, during which voted a number of 15 shareholders, holding at the reference date, 16.04.2018, a number of 417.644.825 shares with voting rights, representing 81,6888% of the voting rights and share capital.

The convening of the OGM and EGM was published in the Official Gazette of Romania, Part 4, no. 1209 from March 23, 2018 and in "Bursa" newspaper no. 55 from March 23, 2018.

Ordinary General Meeting of the Shareholders adopted the following decisions:

1. Approves with majority of votes 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. (Votes FOR 417.421.325, AGAINST 0, ABSTAIN 223.500)
2. Approves with majority of votes the net profit's repartition as follows:
 - Legal reserve: 358.793 lei
 - Other reserves: 4.5.734.637 leiFurthermore, approves with majority of votes the transfer of the amount of 4.517.496 lei from the previous year profit, from 'Result carried forward' to 'Other reserves'. (Votes FOR 417.421.325, AGAINST 0, ABSTAIN 223.500)
3. Approves with majority of votes 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., and TEO HEALTH S.A. (Votes FOR 417.421.325, AGAINST 0, ABSTAIN 223.500)
4. Unanimously approves the Income and Expenses Budget of the Company for 2018. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
5. Unanimously approves the Investment Budget for 2018. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
6. Approves with majority of votes the discharge of management of the Board of Administrators. (Votes FOR 368.487.941, AGAINST 0, ABSTAIN 49.156.884)
7. Approves with majority of votes the ratification of the documents and actions of the members of the Board of Administrators and of the executive leadership of the

ROPHARMA S.A.

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Company, regarding year 2017. (Votes FOR 368.487.941, AGAINST 0, ABSTAIN 49.156.884)

8. Unanimously 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.;(Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
9. Unanimously approves the extension of the following members of the Board of directors' mandate, for a period of 2 years: Mihai Miron, Florentina Miron, Alin Constantin Radasanu, Doru Vasile Victor Darabus, Consultinvest Pharm SRL represented by Mihai Bratescu, United Ropharma SRL represented by Danut Marian Ene and Monovia Pharm SRL represented by Ovidiu Ioan Nut.
Establishes the gross remuneration at 8.000 lei/month.
Approves the modification of the secretary's gross remuneration from 2.000 lei/month to 2.450 lei/month.
Empowers Mr. Mihai Miron to sign the addendum to the contracts of administration for Florentina Miron, Alin Constantin Radasanu, Doru Vasile Victor Darabus, Consultinvest Pharm SRL represented by Mihai Bratescu, United Ropharma SRL represented by Danut Marian Ene and Monovia Pharm SRL represented by Ovidiu Ioan Nut and Mr. Danut Marian Ene to sign the addendum to the contracts of administration for Mr. Mihai Miron.
(Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
10. Unanimously approves the date of **May 18th 2018** as registration date, pursuant to article 238 item 1 of Law 297/2004 regarding the capital market. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
11. Unanimously approves the date of **May 17th 2018** as ex-date, according to CNVM Regulation no. 6/2009. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
12. Empowers Mr. Mihai Bratescu and Mrs. Bianca Capota who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)

Extraordinary General Meeting of the Shareholders adopted the following decisions:

1. Unanimously 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, 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. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
2. Unanimously 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, 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

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- the termination of secondary headquarters. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
3. Unanimously 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, 4th part, of the attributions of subscription and payment to the share capital of the existing or future affiliates. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 4. Unanimously 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, 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. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 5. Unanimously 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, 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. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 6. Unanimously approves 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 (5.112.674 shares);
 - 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;(Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 7. Unanimously approves the date of **May 18th 2018** as registration date, pursuant to article 238 item 1 of Law 297/2004 regarding the capital market. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 8. Unanimously approves the date of **May 17th 2018** as ex-date, according to CNVM Regulation no. 6/2009. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)
 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. (Votes FOR 417.644.825, AGAINST 0, ABSTAIN 0)

CEO

Dr. pharm. Mihai MIRON

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