

Current report pursuant to FSA Regulation no. 5/2018

Report date: 25.04.2024

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 Ordinary General Meeting and the Extraordinary General Meeting of the Shareholders met on April 25, 2024, 11.00 hours and 13.00 hours, during which voted a number of 13 shareholders who own, at the reference date 15.04.2024, a number of 415.767.931 shares with voting rights, representing 81,32% 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. 1446 from March 22, 2024 and in „Bursa” newspaper no. 56 from March 22, 2024 and the completed Convening in the Official Gazette of Romania Part 4 no. 1840 from April 12, 2024 and in „Bursa” newspaper no. 71 from April 12, 2024.

The Ordinary General Meeting of the Shareholders adopted the following decisions:

1. Unanimously approves the individual financial statements of the Company, relating to the fiscal year 2023, based on the reports submitted by the Board of Administrators and by the financial auditor. (Votes FOR: 415.767.931, AGAINST:0, ABSTAIN:0)
2. Unanimously approves that the net profit in amount of 8.369.633 lei to be distributed as follows:
 - Legal reserve: 442.210 lei
 - Other reserves: 7.927.423(Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
3. Approves with majority of votes the consolidated financial statements, relating to the fiscal year 2023, 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: 371.773.396, AGAINST: 0, ABSTAIN: 43.994.535)
4. Approves with majority of votes the Income and Expenses Budget of the Company for 2024. (Votes FOR: 371.773.396, AGAINST:0, ABSTAIN: 43.994.535)
5. Unanimously approves the Investment Budget for 2024 in amount of 20.328.500 lei. (Votes FOR: 415.767.931, AGAINST:0, ABSTAIN: 0)
6. Approves with majority of votes the discharge of management of the Board of Administrators. (Votes FOR: 322.692.138, AGAINST: 0, ABSTAIN: 93.075.793)

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 ; Web : www.ropharma.ro

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 Company, regarding year 2023. (Votes FOR: 322.692.138, AGAINST: 0, ABSTAIN: 93.075.793)
8. Approves with majority of votes the 2023 Remuneration Report according to the Law 24/2017. (Votes FOR: 366.686.673, AGAINST: 0, ABSTAIN: 49.081.258)
9. 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. Mihai Bratescu for TEO HEALTH S.A.,
 - Mr. Danut Marian Ene for ROPHARMA LOGISTIC S.A.
 - Mr. Mihai Miron for I.C.S. EUROFARMACO S.A.;
 - Mr. Ovidiu Ioan Nut for AESCULAP PROD S.R.L.;(Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
10. Unanimously approves the extension of the following members of the Board of Administrators' mandate, for a period of 1 year: Mihai Miron, Florentina Miron, Alin Constantin Radasanu, Doru Vasile Victor Darabus, Consultinvest Pharm SRL represented by Mr. Mihai Bratescu, United Ropharma SRL represented by Mr. Danut Marian Ene and Monovia Pharm SRL represented by Mr. Ovidiu Ioan Nut.
Establishes the gross remuneration at 11.100 lei/month.
Empowers Mr. Mihai Miron to sign the addendum to the administration agreements for Florentina Miron, Alin Constantin Radasanu, Doru Vasile Victor Darabus, Consultinvest Pharm SRL, United Ropharma SRL and Monovia Pharm SRL and Mr. Danut Marian Ene to sign the addendum for Mr. Mihai Miron. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
11. Unanimously approves the extension of the mandate of the external financial auditor Mazars Romania SRL for a period of 2 years starting with the date of adoption of the present decision, for the audit of the financial statements related to the financial years 2023, 2024 and 2025. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
12. Approves with majority of votes the 2023 financial statements, 2024 income and expenditure budget and 2024 investment budget of the company Ropharma Logistic SA, where the Company is the sole shareholder starting with Jan 30, 2024. (Votes FOR: 371.773.396, AGAINST: 0, ABSTAIN: 43.994.535)
13. Unanimously approves the date of **May 21, 2024** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
14. Unanimously approves the date of **May 20, 2024** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
15. Empowers Mr. Mihai Bratescu who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR 415.767.931, 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: 415.767.931 AGAINST: 0, ABSTAIN: 0)

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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 the termination of secondary headquarters. (Votes FOR: 415.767.931, 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: 415.767.931, 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: 415.767.931, 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: 415.767.931, AGAINST: 0, ABSTAIN: 0)
6. Unanimously approves the date of **May 21, 2024** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
7. Unanimously approves the date of **May 20, 2024** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)
8. Empowers Mr. Mihai Bratescu who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR: 415.767.931, AGAINST: 0, ABSTAIN: 0)

CEO

Dr. pharm. Mihai MIRON

ROPHARMA S.A.

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