

**DECISION NO 346
FROM 10.03.2021
OF THE BOARD OF ADMINISTRATORS of the Company
Farmaceutica REMEDIA S.A.
J20/700/1991 C.U.I. 2115198**

Considering the prerogatives conferred by the Constitutive Act, art. 11.2, the Board of Administrators of Farmaceutica REMEDIA SA, convened in an ordinary, legally constituted meeting, present being "TARUS" - Valentin Norbert TARUS eU, represented by Valentin-Norbert TARUS, Chairman of the Board, Adrian Marcel PÂRVU and Elena CODREAN, Board Members, by unanimous vote,

APPROVE:

Art. 1 Convening the Ordinary General Meeting of Shareholders (O.G.M.S.) and the Extraordinary General Meeting of Shareholders (E.G.M.S.), in accordance with Law 31/1990 on companies, republished, Law 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018, at the following dates:

- On Wednesday, 15.04.2021, at 12 o'clock p.m. for the O.G.M.S. and at 3 o'clock p.m. for the E.G.M.S., at the company's office of Bucharest, No. 78 Metalurgiei Blvd., 4th City District, postal code 041836..

- If the O.G.M.S., the E.G.M.S. respectively, will not be able to be held due to failure to fulfil the quorum, the second convening is on **Thursday, 16.04.2021**, at the same time, at the same place and with the same agenda.

Art. 2 At the O.G.M.S., E.G.M.S. respectively, shareholders registered with the Shareholders' Register kept by the S.C. Depozitarul Central S.A. at the end of the day of **06.04.2021 – considered the reference date**, are entitled to participate and to vote.

Art. 3 The agenda for Ordinary General Meeting of Shareholders:

1. Presentation of the report of the President of the Board of Administrators and of the independent financial auditor regarding the financial statements afferent to the financial year 2020. Approval of financial statements for 2020.

2. Approval of the discharge from administration of administrators for the financial year 2020.

3. Approval of the budget of income and expenditures for 2021.

4. Approval of the activity and investment program for 2021.

5. Approval of the profit distribution for the financial year 2020. The Board of Administrators of the Company proposes and recommends the Ordinary General Meeting of Shareholders for the net profit realised in the financial year 2020 to be distributed to the following destinations:

The net profit afferent to the unconsolidated financial year = 28.236.449 Lei

DESTINATION	AMOUNT (Lei)
Dividends from the profit for 2020	14.277.108
Legal reserves	365.419
Other reserves	13.093.922
Undistributed profit	500.000
TOTAL DISTRIBUTED NET PROFIT 2020	28.236.449

6. a) Fixing the gross dividend per share at 0,15 lei.
 - b) Approval of the date of 02.06.2021 as the payment date - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the F.S.A. Regulation No. 5/2018;
 - c) Approval of the deadline for keeping available to shareholders the dividends 3 (three) years from the dividends payment date;
 - d) Empowerment of the Board of Administrators to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force.
 - e) Approval for bearing the costs of dividends distribution by Farmaceutica REMEDIA S.A.
7. Electing a new Board of Administrators of Farmaceutica REMEDIA S.A. composed of 3 (three) administrators with duration of the mandate of two (2) years, respectively from 01.05.2021 until 30.04.2023.
8. Approval of the Remuneration Policy of the society Farmaceutica REMEDIA S.A. and of the own company Farmaceutica REMEDIA Distribution & Logistics S.R.L. and Establishing the remuneration for the members of the Board of Administrators, the General Director, Administrators, as well as for the Directors with mandate contract, and the maximum limit for the additional remunerations and other benefits that can be granted out of the unconsolidated net profit, all these for the period 01.05.2021 - 30.04.2022, as follows:
- the remuneration of the Board of Administrators, General Director, Administrators and the Directors with mandate contract is limited to maximum RON 200.000 net per month;
 - the annual bonus for the members of the Board of Administrators, General Director, Administrators and the Directors with mandate contract, based on the Board of Administrators approval, is limited to maximum 15 % of the net profit, according to the mandate contracts, after the approval of the annual financial reports (all taxes included)
- Mandating the Board of Administrators to establish, based on the performances realised, the distribution of benefits for the members of the Board of Administrators, the General Director, as well as for the Directors with mandate contract.
9. Electing the external financial auditor and establishing the minimum duration of its contract, due to contract expiry of the external financial auditor.
10. Approval of the date of 18.05.2021 as the registration date, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.
11. Approval of the date of 17.05.2021 as ex-date, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter I from the FSA Regulation No. 5/2018.
12. Empowerment of Mr Valentin-Norbert TARUS representing "TARUS" - Valentin Norbert TARUS e.U., as President of the Board of Administrators, for signing all the documents issued following the Ordinary General Meeting of Shareholders..

Art. 4 The agenda for Extraordinary General Meeting of Shareholders:

1. Approval of empowering the Board of Administrators to explore and identify opportunities and negotiate with eligible entities, natural or legal persons, in the following directions:
 - a) entry into the shareholding of Farmaceutica REMEDIA S.A. by increasing the share capital in cash and / or contribution in kind;
 - b) mergers;
 - c) taking over assets and / or goodwill;
 - d) purchase of shares and / or shares issued by third parties;
 - e) hiring specialized evaluators to carry out the operations mentioned under the points a), b), c), d)
 - f) the approval by the Board of Administrators of projects and substantiated proposals to achieve the above directions, to be presented to the EGMS, in order to be approved.;

2. Approval of the introduction in the Articles of Association of Farmaceutica REMEDIA SA of art "6.1 (1) The share capital of the Company is 9.548.082 lei, fully subscribed and paid, out of which 35.190,70 lei contribution in kind";
3. Approval of the extension by additional 12 months period of use and validity of the credit agreements concluded with Banca Transilvania, in the amount of 53.600.000 lei and the increase up to 80.000.000 lei, with the approval of the establishment of guarantees (receivables, stocks, real estate, blank promissory notes / sureties) up to the limit requested by the bank, exceeding the limit of 20% of the total fixed assets, less receivables.
4. Approval of contracting new credit in the maximum amount of 25.000.000 lei, for a period of up to 60 months for non-cash facilities and 12 months for cash facilities, with the establishment of guarantees (receivables, stocks, real estate, blank promissory notes / sureties) up to the limit requested by the bank, exceeding the limit of 20% of the total fixed assets, less receivables.
5. Empowerment of Ms. Elena Codrean, member of the Board of Administrators of Farmaceutica REMEDIA SA for signing the credit / mortgage contract / contracts with the selected bank / banks and any other documents requested by the bank / banks / notary, necessary for concluding and carrying out credit agreement (s).
6. Approval of the date of 18.05.2021 as the registration date, in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.
7. Approval of the date of 17.05.2021 as ex-date, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter I from the FSA Regulation No. 5/2018
8. Empowerment of Mr. Valentin-Norbert TARUS representing "TARUS" – Valentin Norbert TARUS e.U., as President of the Board of Administrators, for signing all the documents issued following the Extraordinary General Meeting of Shareholders.

PRESIDENT OF THE BOARD OF ADMINISTRATORS
„TARUS” – Valentin Norbert TARUS e.U.
represented by
Valentin – Norbert TARUS