

**PUBLIC OFFER DOCUMENT FOR PURCHASE SHARES issued by
FARMACEUTICA REMEDIA SA**

**OFFERER: Farmaceutica REMEDIA SA
(TRANSLATION)**

APPROVED BY FSA through the DECISION No. 122 as of 08.02.2023

Intermediary:



OUR PERSPECTIVE. YOUR PROFIT

THE APPROVAL VISA APPLIED ON THE PUBLIC OFFER DOCUMENT DOES NOT HAVE A GUARANTEE VALUE AND DOES NOT REPRESENT ANOTHER FORM OF ASSESSMENT OF ASF IN RESPECT OF THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES OF THE RISK, RISK OR RISK PUBLIC SUBJECT MATTER OF THE APPROVAL DECISION. THE APPROVAL DECISION CERTIFIES ONLY THE REGULARITY OF THE OFFER DOCUMENT REGARDING THE REQUIREMENTS OF THE LAW AND OF THE NORMS ADOPTED IN ITS APPLICATION.

NOTE TO INVESTITORS

The presen Public Purchase Offer Document was prepared by the intermediary (IFB FINWEST SA) in accordance with the provisions of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished with the subsequent amendments and completions.

The Extraordinary General Meeting of Shareholders of Farmaceutica REMEDIA SA dated 25.10.2022 decided to repurchase a maximum number of 2.864.425 shares with a nominal value of 0,10 lei representing 3% of the share capital.

The Public Offer has as object the purchase by Farmaceutica REMEDIA SA of a maximum number of 2.864.425 shares with a nominal value of 0,10 lei each

representing a maximum of 3% of the Issuer's share capital and has the purpose of running a Stock Option Plan program.

Therefore, the quality of the Offeror within this Public Purchase Offer is held by Farmaceutica REMEDIA SA which, at the date of drawing up the Offer Document, holds alone a number of 300.100 shares.

The company that intermediates the Offer is IFB FINWEST SA, a financial investment services company registered at the Arad Trade Register Office under no. J02 / 48/1996 having Unique Registration Code RO8099938. The head office of the Intermediary is in Arad, 5, D. Bolinteanu str, ap. 4-5, tel: +40 257 281 611, fax: +40 257 281 612, represented by Octavian MOLNAR as General Director.

The Offeror declares that it assumes responsibility for the reality, accuracy, precision and completeness of the information contained in this Offer Document and that, to its knowledge, the information presented in this document is in accordance with reality and no omission has been made to significantly affect the content of the Offer Document.

The intermediary declares on its own responsibility that, to the best of its knowledge, the information is presented accurately, accurately, is in accordance with reality, and no omission has been made that could significantly affect the content of the offer document.

Identification of the targeted society

Denomination	Farmaceutica REMEDIA SA
<i>Headquarters</i>	2, Nicolae Balcescu Blvd, Deva, Hunedoara county, Romania
Trade Register number	J20/700/1991
Unique identification code	2115198
<i>Telephone</i>	+40 254 223 260
<i>Fax</i>	+40 254 226 197
<i>E-mail</i>	remedia@remedia.ro
<i>Website</i>	https://corporate.remedia.ro
<i>ISIN Code</i>	RORMAHACNOR2
<i>Activity domain</i>	Retail of pharmaceutical products in specialized stores
<i>CAEN Code</i>	4773
<i>LEI Code</i>	2549001TDHDVU72MQS59

Subscribed and paid-in share capital of the Offerer is of 9.548.082 lei, fully paid-in, divided in 95.480.820 nominative shares having nominal value of 0,10 lei each.

The shareholding structure as of 16.12.2022 is the following:

Shareholder name	Number of shares held	Share of participation in the share capital
Tarus Valentin Norbert	80.496.847	84,3068%
Other persons	14.983.973	15,6932%
Total	95.480.820	100%

The register of the Issuer's shareholders is kept by Central Depository SA Bucharest. The company's shares are admitted to trading on the regulated spot market administered by the Bucharest Stock Exchange, Standard Category, under the symbol RMAH.

Offeror identification

Name	Farmaceutica REMEDIA SA
Headquarters	2, Nicolae Balcescu Blvd., Deva, Hunedoara county, Romania
Trade Register number	J20/700/1991
Unique identification code	2115198

The subscribed and paid-in share capital of the Offeror is of 9.548.082 lei, fully paid, divided into 95.480.820 registered shares with a nominal value of 0,10 lei each.

The shareholding structure as of 16.12.2022 is the following:

Shareholder name	Number of shares held	Share of participation in the share capital
Tarus Valentin Norbert	80.496.847	84,3068%
Other persons	14.983.973	15,6932%
Total	95.480.820	100%

Identity of the persons acting in concert with the offeror or the company concerned in conformity with the provisions of art. 2 paragraph (2) of Law no. 24/2017, republished with the subsequent amendments and completions, the persons who are presumed to act in concert with the Offeror in relation to the Issuer are the following:

- Valentin - Norbert TARUS, majority shareholder and General Manager of Farmaceutica REMEDIA SA;
- "TARUS" Valentin - Norbert TARUS e.U., Chairman of the Board of Administrators of Farmaceutica REMEDIA SA;
- NIPA CONSULTANCY SRL, member of the Board of Administrators of Farmaceutica REMEDIA SA;
- Elena CODREAN, member of the Board of Administrators of Farmaceutica REMEDIA SA;
- TARUS Media S.R.L., a company in which Mr. Valentin - Norbert TARUS is the majority shareholder;
- Adriana-Cristina ROMASCAN, having the quality of relative, related to the natural person Valentin - Norbert TARUS General Director of Farmaceutica REMEDIA SA;
- Zoe CHIRITA as IR Director of Farmaceutica REMEDIA SA;
- Florin-Dan CADIA as IR Specialist of Farmaceutica REMEDIA SA.

Number of shares issued by the company concerned which are held by the offeror and by the group of persons with whom it acts in concert

The offeror alone holds a number of 300.100 shares representing 0,3143% of the Company targeted, and together with the persons with whom it acts in concert, it holds a number of 81.072.728 shares, representing 84,9100% of the Company concerned.

The persons who act in concert with the Offeror regarding the Company concerned:

- Valentin - Norbert TARUS, majority shareholder and General Manager of Farmaceutica REMEDIA SA, holds a number of 80.496.847 shares of Farmaceutica REMEDIA SA, representing 84,3068% of the share capital;
- "TARUS" Valentin - Norbert TARUS e.U., Chairman of the Board of Administrators of Farmaceutica REMEDIA SA, does not own Farmaceutica REMEDIA SA shares;
- NIPA CONSULTANCY SRL, member of the Board of Administrators of Farmaceutica REMEDIA SA, does not own Farmaceutica REMEDIA SA shares;
- Elena CODREAN, member of the Board of Administrators of Farmaceutica REMEDIA SA, does not own Farmaceutica REMEDIA SA shares;
- TARUS Media S.R.L., a company in which Mr. Valentin - Norbert TARUS is the majority shareholder, holds a number of 269.638 shares of Farmaceutica REMEDIA SA, representing 0,2824% of the share capital;
- Adriana-Cristina ROMASCAN, having the quality of relative, related to the natural person Valentin - Norbert TARUS General Director of Farmaceutica REMEDIA SA holds a number of 4.900 shares of Farmaceutica REMEDIA SA, representing 0,0051% of the share capital;
- Zoe CHIRITA as IR Director of Farmaceutica REMEDIA S.A. holds a number of 1.143 shares of Farmaceutica REMEDIA SA, representing 0,0012% of the share capital;
- Florin-Dan CADIA as IR Specialist of Farmaceutica REMEDIA S.A. holds a number of 100 shares of Farmaceutica REMEDIA SA, representing 0,0001% of the share capital.

The number, percentage and class of securities object of the public purchase offer

The object of the public purchase offer is a number of 2.864.425 common, registered shares, issued in dematerialized form, evidenced by registration in the account, with a nominal value of 0,10 lei each and representing 3% of the shares of the Company concerned. The offer is addressed to all natural and legal shareholders, including shareholders who are presumed to act in concert. The acquisition of shares was approved by the General Meeting of Shareholders of the Issuer in the meeting of 25.10.2022 and has the purpose of running a Stock Option Plan program.

The price offered and the way to determine it

The price offered by the Offeror is 0,75 lei / share, the value of the Offer being 2.148.318,75 lei.

The provisions of Law 24/2017 regarding the issuers of financial instruments and market operations and of the FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, at art. 58 states:

Art. 58. - (1) The price within the public purchase offers is at least equal to the highest price between:

a) the highest price paid by the bidder or by the persons with whom he acts in concert in the period of 12 months prior to the date of submission to the F.S.A. of the offer documentation, respectively 27.12.2021 - 27.12.2022: 0,6740 lei / share;

b) the weighted average trading price, corresponding to the last 12 months prior to the date of submission to the F.S.A. of the offer documentation, respectively 27.12.2021 - 27.12.2022: 0,6733 lei / share.

The offer price per share may be increased by the Offeror during the public offer, under the conditions shown in the Offer Document, in which case the shareholders who have already accepted the Public Offer before the price change, will receive the increased price.

The date of initiation, respectively the date of expiration of the public purchase offer

The offer is valid for a period of 10 working days and can be initiated after at least 3 working days from the date of publication of the Offer Notice. The announcement will be published in a general or financial information newspaper with national distribution and in a local one within the territorial administrative area of the Issuer, printed or online, and will be communicated, together with the Offer Document on the same day to the Bucharest Stock Exchange.

The offer document will be made available to investors during the offer period, free of charge, on paper, at the Offeror's and Intermediary's offices for the entire offer period, starting with the date of publication of the Offer Notice and will be published electronically on the website of the Bidder (<https://corporate.remedia.ro>), of the Offer Intermediary (www.ifbfinwest.ro) and on the website of the Bucharest Stock Exchange (www.bvb.ro).

The subscription form and the revocation form will be made available to investors in the same places as the Offer Document. The offer is initiated on 16.02.2022 and ends on 01.03.2023. This period may be extended by the Offeror through the Intermediary in accordance with the FSA regulations in force.

Throughout its development, the Offer is irrevocable.

During the Public Offer, in accordance with the legal provisions, the Offeror may modify its terms, provided that the following are observed:

- its modification does not lead to less advantageous conditions for those to whom it is addressed
- obtaining the FSA approval to amend the Offer Document
- the modification to be the object of an announcement to be brought to the investors' notice in the same conditions as the Offer Document.

The changes are sent to FSA for approval in the form of an Amendment to the Offer, at least 3 working days prior to the last day of the Offer. The FSA can approve these amendments, according to the provisions of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations. In case of approving the amendments regarding the price or other elements of the Public Offer Document, except for the closing date of the Offer, FSA is entitled to extend the period of the Public Offer, so that there are at least 2 working days from the date publication of the amendment until the closing of the Offer.

Subscription places and working hours with the public

Any shareholder who wishes to sell the shares held and which is the subject of this Purchase Offer will have to submit the requested documentation to:

- at the headquarters of IFB FINWEST SA (Arad, 5, D. Bolintineanu str, ap. 4-5, tel: 0257-281611) or at any of the authorized offices of IFB FINWEST SA
- at the headquarters of any Intermediary authorized by CNVM / ASF who sent to IFB FINWEST SA the Commitment regarding the observance of the conditions for carrying out the Public Purchase Offer, as well as the provisions registered in this Public Offer Document, approved by FSA.

The subscription program during the offer is: daily, on working days between 9 am and 4 pm, except for the closing date of the offer when the program is between 9 am and 1 pm.

Subscription procedure.

The public purchase offer will be carried out with the exclusive use of the systems of the Bucharest Stock Exchange market, and the settlement of the transactions will be done through Central Depository SA. In order to make the sale, the seller will fill in a share sale form (subscription form) in two copies. The seller will submit a copy of this form at the headquarters of the Intermediary to which he subscribes together with the documents presented below.

The seller will receive in return the second copy of the completed form.

For individual shareholders - residents / non-residents:

- account statement issued by the Central Depository or the intermediaries authorized to issue such statements - in original;
- Identity card: bulletin / identity card / passport - original and copy, for the selling shareholder;
- Power of attorney to the person empowered to make the subscription given by the selling shareholder, authenticated by a notary public (original), as well as the identity documents of the seller and the representative - original and copy.

For shareholders legal entities - residents / non-residents:

- account statement issued by the Central Depository or intermediaries authorized to issue such statements - in original;
- Certificate of registration with the Trade Register or other competent authority;
- Articles of incorporation / Company contract and Statute;
- The ascertaining certificate - issued by the Trade Register Office at least 30 days prior to the date of subscription - attesting the information related to the customer's identification;
- Identity card: ID card / passport - original and copy, legal representative;
- Documents based on which the subscription is made: Decision of the Sole Shareholder (SRL) or GMS Decision (SAs), for the person authorized to make the subscription - if he is not the legal representative;
- Notarized power of attorney for the person representing the seller - if he is not the legal representative, accompanied by the identity document of the proxy - original and copy.

If the account statements are false, the shares are restricted from the register or are not held in the account by the selling shareholder, the subscription form is canceled.

The subscriptions within the offer are revocable. Subscriptions can be withdrawn in case of an amendment to the offer document, within two working days after the publication of the respective amendment. The revocation of the subscription will be done by completing, signing and submitting a Revocation Form at the headquarters of the Intermediary to which he previously submitted the Subscription Form.

The acceptance of the subscriptions and the introduction in the electronic system of the Bucharest Stock Exchange of the afferent orders, will be made exclusively by the Offer Intermediary and authorized CNVM / FSA intermediaries who sent to IFB FINWEST SA the Commitment regarding the observance of and the provisions registered in this Public Offer Document, approved by FSA.

Within a maximum of 5 working days from the closing date of the Offer, the Offeror will send to FSA and BSE the Notification regarding the results of the Public Offer.

Allocation method in case of oversubscription

If the number of subscribed shares is higher than the number of shares object of the Public Purchase Offer, the allocation will be made pro-rata, respectively a

shareholder who accepted the offer will sell a number of shares equal to the number of subscribed shares in validly multiplied by the ratio between the number of shares offered and the total number of shares validly subscribed by all shareholders who accepted the offer.

The shares will be rounded to the bottom. The allocation index will be made public on the last day of the Offer, through the BSE electronic system. In order to allocate any shares left unallocated as a result of the application of the rounding process, they will be redistributed one by one / subscription, starting with the largest allocation until their exhaustion.

For this, the Intermediary will order in descending order all the selling shareholders according to the number of shares subscribed by each one.

If one or more shareholders have subscribed to the same number of shares, they will be ordered in ascending order based on the time of registration in the electronic system of BSE, the sales order related to the respective subscription.

Source and size of funds used to make the purchases provided for in the public offer, including the conditions of any loan or other type of financing

The funds for buying the shares are worth 2.148.318,75 lei. The source of the funds is from available reserves (except for legal reserves) registered in the last approved annual financial statements. No loans are made in order to make the offer.

In order to guarantee the payment of the shares, the Bidder transferred to the Intermediary an amount representing 30% of the value of the shares that are the object of the Public Purchase Offer.

How to pay the submitted shares

The transaction related to this Public Offer will take place within a maximum of 2 working days from its closing, by automatically registering in the electronic system of the Bucharest Stock Exchange two types of orders: a set of sales orders on behalf of the selling shareholders who have validly subscribed in within the Public Offer and a purchase order, in the Bidder's account.

The settlement of the transactions related to the Public Offer will take place in two working days after the execution of the transaction.

According to the provisions in force, no payments will be made before the expiration of the period of the Public Offer; the shares submitted within the Public Offer will be paid within maximum 3 working days from the settlement date of the Offer, by the authorized Intermediaries through which the subscriptions were made.

Payment for the sold shares will be made by: postal order with confirmation of receipt or bank transfer to the account indicated by the shareholder.

The Offeror and the Intermediary are not liable for capital gains tax or other fees related to the payment of the price or any other fees and commissions that may arise in connection with the sale of shares.

Each selling shareholder will receive the payment for the sold shares less the trading commission charged by the Intermediary, the commissions generated by the bank transfer (if applicable) and the payments generated by sending by post the due amount, the Transaction Confirmation Report and the Portfolio Form. (if appropriate).

All the conditions that the offer must meet, if applicable

The Public Offer to Buy shares issued by Farmaceutica REMEDIA SA is made in strict compliance with the provisions of Law 24/2017 on issuers of financial instruments and market operations republished with the subsequent amendments and completions and of the FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations. The offer will be carried out with the exclusive use of the Bucharest Stock Exchange systems, in accordance with the specific procedures issued by BSE. The settlement of transactions will be done through the Central Depository.

The internal legislation that is to regulate the contracts concluded between the bidder and the holders of securities of the company object of the purchase offer, as a result of the offer, as well as the competent courts

The legal relations between the Offeror and the shareholders who have subscribed in the Public Offer will be governed by Romanian law. Any conflict arising in connection with these reports will be resolved by the Romanian courts, according to the norms of competence provided by the Romanian law in force.

OFFERER

Farmaceutica REMEDIA SA

Valentin - Norbert TARUS

General Director

INTERMEDIARY

IFB FINWEST SA

Octavian MOLNAR

General Director