

**DECISION NO. 82 of April 20th/21st 2022
of the Ordinary General Meeting of Shareholders**

**Farmaceutica REMEDIA S.A.
J20/700/1991, CUI RO 2115198
(P R O J E C T)**

Adopted today, 20/21.04.2022 at the secondary headquarters of the company from BUCHAREST, B-dul Metalurgiei no. 78, sector 4.

Following the debate of the items on the agenda, the Ordinary General Meeting of Shareholders decides, with the vote of the shareholders present and represented holding a number of voting shares, representing% of the total number of voting shares in the share capital of Farmaceutica REMEDIA SA (total voting shares 95.480.820 representing 100% of the share capital of Farmaceutica REMEDIA S.A.), the following:

Art. 1. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the **audited, consolidated and unconsolidated financial statements for 2021**, based on the reports submitted by the President of the Board of Administrators and by the financial auditor, having the following representative data:

Indicator	Values registered on December 31th 2021 (LEI)	Values registered on December 31th 2021 (LEI)
	unconsolidated	consolidated
Net turnover	14.513.188	477.102.652
Operating revenues - TOTAL	14.941.739	477.949.976
Operating costs - TOTAL	15.861.369	469.285.866
Financial revenues - TOTAL	1.665.974	220.698
Financial costs - TOTAL	13.098	377.581
TOTAL REVENUES	16.607.713	478.170.674
TOTAL COSTS	15.874.467	469.663.447
Tax	-125.909	1.274.069
NET PROFIT	859.155	7.233.158
Non-current assets- TOTAL	45.871.850	42.655.089
Current assets - TOTAL	19.810.685	206.105.021
TOTAL ASSETS	67.623.640	250.946.798
Equity	55.326.909	68.223.569
TOTAL long-term liabilities	2.544.268	2.544.268
TOTAL short-term liabilities	9.752.463	180.178.961
TOTAL EQUITY AND LIABILITIES	67.623.640	250.946.799

Art.2. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the discharge from administration** of administrators for the financial year 2021.

Art. 3. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the budget of income and expenditures for 2022, unconsolidated and consolidated**, having the following representative data:

Indicator	Value (LEI)	
	unconsolidated	consolidated
TOTAL REVENUES , from which:	28.193.000	621.776.000
Net revenues from sale of merchandise	20.000.000	617.500.000
Other revenues	3.168.000	4.241.000
Financial revenues	5.025.000	35.000
Provisions revenues	22.854.649	613.573.576
TOTAL COSTS , from which:	17.088.149	577.336.149
Net cost of sold merchandise	5.601.500	34.910.527
Other costs	165.000	1.326.900
Amortization & provisions	5.338.351	8.202.424
GROSS PROFIT	28.193.000	621.776.000

Art.4. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the activity and investment program for 2022** having the proposed investment value of LEI 6.533.000 for Farmaceutica REMEDIA SA and for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

Art.5. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the Board of Administrators proposal of destination distribution of the net profit achieved in fiscal year 2021, as follows:

DESTINATION	AMOUNT (Lei)
Dividends from the profit for 2021	859.155
Dividends from the profit for 2020	3.899.881
Total dividends	4.759.036
Undistributed profit	0
TOTAL DISTRIBUTED NET PROFIT 2021	859.155

Art.6. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

- Setting **the gross dividend per share at LEI 0,05**;
- Approval of the date of **29.07.2022** as **the payment date** - in compliance with the provisions of Art. 87 (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.**

Art.7. With a total of votes expressed, representing % of the share capital, the AGM, by secret ballot, the AGM **elect two new members to the Board of Administrators** of the Company, for the duration of the mandate of the current members of the Board of Administrators, starting on **01.05.2022** and ending on **30.04.2023**, as follows:

1. Member of the Board of Administrators,
2. Member of the Board of Administrators,

Art.8. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

- Approval of **The Remuneration Report for 2021** of the society Farmaceutica REMEDIA S.A.;
- **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 01.05.2022 – 30.04.2023, 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.

Art.9. With a total of votes expressed, representing % of the share capital, the AGM, by secret ballot, **elect** the external financial auditor, for the period

Art.10. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the date of **19.07.2022 as the registration date**, in compliance with the provisions of Art. 87 (1) of Law No. 24/2017.

Art.11. With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the date of **18.07.2022 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.

Art.12 With a total of votes expressed, representing % of the share capital, of which votes FOR, votes AGAINST and ABSTENTIONS, all votes being valid, the AGM decides:

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.

The President of the Ordinary General Meeting of the Shareholders

The Secretary of the Ordinary General Meeting of the Shareholders