

FARMACEUTICA REMEDIA S.A.

THE REPORT AUDITOR INDEPENDENT

PREMIER CLASS AUDIT S.R.L.
C.I.F.: 32310697, J12/2994/2013
Str. Pompiliu Teodor nr.1, Cluj Napoca
Telefon: 0729.090803
www.premierclassaudit.ro

March 20, 2023

INDEPENDENT AUDITOR'S REPORT

To the shareholders of the company,

FARMACEUTICA REMEDIA S.A.

OPINION

1. We audited the consolidated financial statements of the company FARMACEUTICA REMEDIA S.A. ("The Company"), which include the Statement of financial position as of December 31, 2022, the Statement of comprehensive income, the Statement of cash flow, the Statement of changes in equity for the financial year as of this date as well as a summary of significant accounting policies and other explanatory notes.
2. The consolidated financial statements on December 31, 2022 are identified as follows:

• Net assets/Total equity	68,433,434 lei
• Financial year result/Net profit	5,809,133 lei

3. In our opinion, the consolidated financial statements present a true picture of the consolidated financial position on December 31, 2022 of FARMACEUTICA REMEDIA S.A., as well as the consolidated result of its operations and its consolidated cash flows for the financial year ended on this date, in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Accounting Reporting Standards (IFRS).

Basis for opinion

4. We conducted our audit in accordance with the International Standards on Auditing ("ISA") and Law no. 162/2017 ("the Law"). Our responsibilities under these standards are described in detail in the "Auditor's Responsibilities in an Audit of Financial Statements" section of our report.

We are independent from the Company, according to the Code of Ethics for Professional Accountants issued by the International Ethical Standards Board for Accountants (IESBA code), according to the ethical requirements that are relevant to the audit of financial statements in Romania, including the Law, and we have fulfilled our ethical responsibilities according to these requirements and according to the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Highlighting some aspects

5. The main aspects that, based on our professional reasoning, formed the basis of our opinion on the consolidated financial statements are:

• *The principle of business continuity*

The climate of public health crisis generated by the COVID-19 pandemic correlated with the uncertainties generated by the geopolitical context in Ukraine, by the restrictions imposed at the international level on the Russian Federation, respectively Belarus, and the energy crisis implicitly determines the existence of a risk related to the possibility of unpredictable developments regarding at the level of the economic-financial indicators of the company, respectively: interruption of energy supply, significant price variations, disruption of distribution chains, intensification of cyber attacks, the risk of increasing loan costs or limiting access to financing.

The management of the Company's financial situation depends on how management approaches future socio-economic events and conditions presented in the difficult environment in which it operates.

The company has already taken specific measures to ensure the health and safety of its employees. In addition to the human risk, the pandemic also poses an economic risk to the company's future operations. On the date of the audit report, the Company took specific measures to ensure that the company's activity runs smoothly.

Through the impact analysis of the events subsequent to the date of the financial statements, it was found that there was no degree of uncertainty on the continuity of the Company's activity.

Our audit opinion does not contain a reservation in relation to the said aspect.

Key audit matters

6. The key audit matters are those matters which, based on professional judgment, had the greatest importance in performing the audit of the financial statements and were addressed in the context of the audit of the financial statements as a whole and in the formation of our opinion on them and we do not provide an opinion separately on these key issues.

Key audit issues	Approach within the audit mission
<p><u>Income assessment</u></p> <p>We identified the recognition of operating revenues as a key audit matter because revenues represent one of the Company's key performance indicators and therefore there is an inherent risk in their recognition by management to meet specific objectives or expectations.</p>	<p>Our audit procedures for evaluating revenue recognition included the following:</p> <ul style="list-style-type: none"> • Testing the effectiveness of the Company's key controls to prevent and detect fraud and errors in revenue recognition. This procedure included testing the controls for revenue recognition based on the services performed by reference to a sample of transactions; • Inspection of contracts with customers, on a sample basis, to understand the terms of the lease transactions, to assess whether the company's revenue recognition criteria were in accordance with the requirements of the accounting standards in force; • Evaluation, on a sample basis, of the recognition in the financial period corresponding to the revenues recorded near the end of the financial year, by comparing the selected transactions with the relevant documentation; • Obtaining confirmations of customer balances at the end of the year, on a sample basis; • Reviewing the sales ledger after the end of the financial year to identify significant credit notes issued and inspecting the relevant documentation to assess

<ul style="list-style-type: none"> • <u>Sale of 3 pharmaceutical licenses</u> In February 2022, Farmaceutica Remedia SA sold 3 pharmaceutical licenses related to pharmacies in Ghermănești, Reviga, Motaieni and the office in Vulcana de Sus. • <u>Acquisition of a 50% stake in the share capital of Pharama Expertspedition SRL</u> In April 2022, Farmaceutica Remedia SA took over a 50% stake in the share capital of the Romanian legal entity Pharma Expertspedition SRL, a company specialized in the transport of pharmaceutical products to the highest standards, with headquarters in Bucharest, B-dul Metalurgiei No. 130E , Secytor 4, registered 	<p>whether the related revenue has been accounted for in the appropriate financial period;</p> <ul style="list-style-type: none"> • In the financial year 2022, the economic activity of the company registered an increase compared to previous years, but this fact also required the performance of additional audit diligences in order to issue the audit opinion; • Issuing an audit opinion required the identification of values and amounts that significantly influence the values from the annual financial statements and which are in the category of values that require additional procedures on the part of the auditor to reduce the audit risk; • Obtaining and evaluating responses received from Company management and discussing potential exposures with Company management. In this sense, special attention was paid to the analysis of the company's development strategy for the next period: optimizing flows by updating the PLC conveyor software and interfacing with WMS, designing new storage spaces at the Bucharest warehouse in order to equip them with a robot to streamline the flow of supply, the reorganization of cargo flows in Bucharest and Deva warehouses. <p><i>Revenues.</i> The types of income achieved by the company are mainly from sales of goods to third-party pharmacies, warehouses and to the public through its own pharmacies, being presented in the Explanatory Notes to the financial statements "Revenue from sales and other operating income", whose total consolidated value is of 539,200,763 lei. Taking into account the risks related to revenue recognition, the completeness and correctness of their registration, the audit tests performed included the evaluation of the principles according to IFRS 15 "Revenue recognition", the evaluation of the existence and effectiveness of internal controls, the comparative analysis of the gross margin, the analysis of adjustments.</p> <ul style="list-style-type: none"> • For this key audit aspect we performed several audit procedures, including: <ul style="list-style-type: none"> - We verified sales by verifying contracts for pharmaceutical licenses and related receipts; - I checked the presentation in the consolidated financial statements of these sales. • For this key audit aspect, we performed several audit procedures, including: <ul style="list-style-type: none"> ➤ I verified the completion of the acquisition of the 50% stake by verifying the related contract and verifying the payments; ➤ I checked the documents by which the purchase of the 50% package of the share capital of Pharma Expertspedition SRL was approved; ➤ We performed audit procedures on the opening
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<p>with no. J40/20206/2005, CUI: 18178346, in order to develop and consolidate the distribution and logistics activity.</p> <ul style="list-style-type: none"> • <u>Valuation of fixed assets</u> 	<p>balances of Pharma Expert spedition SRL;</p> <p>➤ We assessed the extent to which the information presented by Remedia SA in the consolidated financial statements regarding the purchase price is adequate.</p> <ul style="list-style-type: none"> • For this key audit aspect, we performed several audit procedures, including: <ul style="list-style-type: none"> ➤ The audit tests carried out included the analysis of the result of the asset evaluation carried out by an independent evaluator, the assumptions that were the basis of the calculations made by him, the analysis of the degree of use of the assets, the analysis of the duration of use and the method of calculating depreciation. ➤ Fixed assets represent 44,484,546 lei (remaining value) and have the following structure: <ul style="list-style-type: none"> • o Tangible fixed assets in the amount of 42,308,176 lei representing land, buildings, equipment, means of transport, commercial furniture, etc. • o Intangible assets worth 798,254 lei representing pharmacy licenses and software licenses; • o Financial fixed assets in the amount of 1,378,116 lei representing established deposits, paid guarantees; ➤ Within tangible assets, a 96% weight is represented by buildings and land. They are valued at market price every year by an authorized valuer. The evaluation at the end of 2022 highlighted an appreciation of 1,534,563 lei of these fixed assets, of which: <ul style="list-style-type: none"> • o Lands +116,685 lei; • o Construction + 1,417,879 lei.
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Management's responsibilities for financial statements

7. The management of the company is responsible for the preparation and faithful presentation of these financial statements in accordance with the Order of the Minister of Public Finance no. 2844/2016. This responsibility includes: designing, implementing and maintaining an internal control relevant to the preparation and faithful presentation of financial statements that do not contain significant distortions due to fraud or error; selection and application of appropriate accounting policies; the development of reasonable accounting estimates in the given circumstances.

8. In preparing the financial statements, the management is responsible for evaluating the Company's ability to continue its activity, for presenting, if necessary, aspects related to the continuity of the activity and for the use of accounting based on the continuation of the activity, unless the management intends to liquidate the Company or cease operations, or has no other realistic alternative.

9. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities in an audit of financial statements

10. Our responsibility is to express an opinion on these financial statements, based on the audit performed. We performed the audit according to the International Auditing Standards adopted by the Romanian Chamber of Financial Auditors. These standards require that we comply with the Chamber's ethical requirements, plan and perform the audit to obtain reasonable assurance that the financial statements are free from material misstatement.

Our objectives are to obtain reasonable assurance about whether the financial statements, taken as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement, if any. Misstatements can be caused either by fraud or error and are considered material if it can reasonably be expected that they, individually or cumulatively, will influence the economic decisions of users, taken on the basis of these financial statements.

11. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. Also:

- We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain sufficient appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than that of not detecting a material misstatement due to error, because fraud may involve collusion, forgery, intentional omissions, misrepresentations and avoidance of internal control.
- We understand the internal control relevant to the audit, with a view to designing audit procedures appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- We evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and the related information presentations made by the management.
- Form a conclusion on the appropriateness of management's use of going concern accounting and determine, based on the audit evidence obtained, whether a significant uncertainty exists regarding events or conditions that could cast significant doubt on the ability Company to continue its activity. If we conclude that a material uncertainty exists, we must draw attention in the auditor's report to the related disclosures in the financial statements or, if those disclosures are inadequate, modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to stop operating on a going concern basis.
- We evaluate the presentation, structure and content of the financial statements, including disclosures, and the extent to which the financial statements reflect the underlying transactions and events in a manner that results in a fair presentation.
- We communicate to those charged with governance, among other things, the planned scope and timing of the audit, as well as key audit findings, including any significant internal control deficiencies, that we identify during the audit.
- We obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group, in order to express an opinion regarding the consolidated financial statements. We are responsible for the coordination, supervision and execution of the group audit. We are solely responsible for our audit opinion.

Report on other legal and regulatory provisions

12. We were appointed by the General Meeting of Shareholders on 20.04.2022 to audit the financial statements of Farmaceutica Remedia SA for the financial year 2022. We confirm that during this period we did not provide prohibited non-audit services for the Company, art.5 para.I from EU Regulation no. 537/2014.

Other aspects

13. This report of the independent auditor is addressed exclusively to the shareholders of the company as a whole. Our audit was performed to express an opinion to the company's shareholders regarding the material aspects that a financial audit report must contain, and for no other purpose. To the extent permitted by law, we do not accept or assume responsibility except to the company and its shareholders, as a whole, for our audit, for this report or for the opinion formed.

The attached financial statements are not intended to present the financial position, results of operations and cash flows of the company in accordance with the requirements of the International Financial Reporting Standards. Therefore, the attached financial statements are not prepared for the use of people who do not know the accounting and legal regulations in Romania, including O.M.F.P. no. 2844/2016.

14. The partner of the audit mission on the basis of which this report was drawn up is Sergiu Cobîrzan.

Other information – Report of Administrators

15. Administrators are responsible for preparing and presenting other information. That other information includes the Directors' Report, but does not include the financial statements and the auditor's report thereon, nor the Non-Financial Statement.

Our opinion on the financial statements does not cover this other information and, unless explicitly mentioned in our report, we do not express any kind of assurance conclusion about them.

Administrators are responsible for the preparation and presentation of the Administrators' Report in accordance with OMFP no. 2844/2016 and for that internal control that the administrators consider necessary to allow the preparation and presentation of the Administrators' Report that does not contain significant distortions due to fraud or error. The administrators' report is not part of the financial statements.

In connection with the audit of the financial statements for the financial year ended on December 31, 2022, our responsibility is to read the Administrators' Report and, in this endeavor, to assess whether there are significant inconsistencies between the Administrators' Report and the financial statements, if the Administrators' Report includes, in all significant aspects, the information required by OMFP no. 2844/2016, annex 1, chapter 3, points 15-19 and chapter 4, points 26-28 regarding the Accounting Regulations regarding the International Financial Reporting Standards, and if based on our knowledge and understanding acquired during the audit of the financial statements regarding the Company and its environment, the information included in the Administrators' Report is significantly erroneous. Based on the activity carried out, we confirm that:

- in the Administrators' Report we have not identified any information that is not consistent, in all significant aspects, with the information presented in the attached financial statements;
- The administrators' report identified above includes, in all significant aspects, the information required by OMFP no. 2844/2016, annex 1, chapter 3, points 15-19 and chapter 4, points 26-28 regarding the Accounting Regulations regarding the International Financial Reporting Standards;
- based on our knowledge and understanding acquired during the audit of the financial statements for the financial year ended on December 31, 2022 regarding the Company and its environment, we have not identified any information included in the Directors' Report that is significantly erroneous.

- Regarding the Remuneration Report, based on our knowledge and understanding of the Company and its environment, acquired during the audit of the consolidated financial statements for the financial year ended on December 31, 2022, we report that it has been prepared in all aspects significant, in accordance with the provisions of Law no. 24/2017, paragraphs 106-107, and we have not identified significant distortions in the manner of its preparation.

ec. Sergiu COBIRZAN – Financial auditor

Registered in the Public Register of auditors
financial and audit firms with number AF 4517

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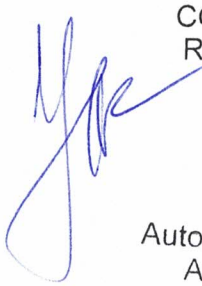
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Cluj Napoca, România 20.03.2023

Autoritatea pentru Supravegherea Publica a
Activitatii de Audit Statutar (ASPAAS)
Auditor Financiar:

COBIRZAN SERGIU BOGDAN SRL
Registrul Public Electronic: AF4517



Autoritatea pentru Supravegherea Publica a
Activitatii de Audit Statutar (ASPAAS)
Firma de Audit:

PREMIER CLASS AUDIT SRL
Registrul Public Electronic: FA1195

