

**DECISION NO. 85 of April 20th/21st 2023  
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, 20/21.04.2023 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 ..... representing .....% 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:

Election, based on Article 129 of Law 31/1990 on companies, republished, of the secretariat of the Ordinary General Meeting of Shareholders, consisting of secretary - ....., shareholder of the company.

**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 **audited, consolidated and unconsolidated financial statements for 2022**, 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 2022 (LEI)	Values registered on December 31th 2022 (LEI)
	unconsolidated	consolidated
Net turnover	18.307.055	535.850.640
Operating revenues – TOTAL	21.181.555	539.200.763
Operating costs - TOTAL	23.562.988	532.452.257
Financial revenues - TOTAL	5.321.320	844.833
Financial costs - TOTAL	21.301	532.927
<b>TOTAL REVENUES</b>	<b>26.502.875</b>	<b>540.045.595</b>
<b>TOTAL COSTS</b>	<b>23.584.289</b>	<b>532.985.184</b>
Tax	2.560	1.251.279
<b>NET PROFIT</b>	<b>2.916.026</b>	<b>5.809.133</b>
Non-current assets- TOTAL	47.370.124	44.484.546
Current assets - TOTAL	14.704.786	240.890.648
<b>TOTAL ASSETS</b>	<b>62.514.723</b>	<b>286.204.891</b>

Equity	52.977.439	68.433.434
TOTAL long-term liabilities	3.175.842	3.175.842
TOTAL short-term liabilities	6.361.443	214.595.615
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>62.514.723</b>	<b>286.204.891</b>

**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 discharge from administration** of administrators for the financial year 2022.

**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 budget of income and expenditures for 2023, unconsolidated and consolidated**, having the following representative data:

Indicator	Value (LEI)	
	<b>unconsolidated</b>	<b>consolidated</b>
<b>TOTAL REVENUES</b> , from which:		
Net revenues from sale of merchandise		
Other revenues		
Financial revenues		
Provisions revenues		
<b>TOTAL COSTS</b> , from which:		
Net cost of sold merchandise		
Other costs		
Amortization & provisions		
<b>GROSS PROFIT</b>		

**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 activity and investment program for 2023** having the proposed investment value of LEI ..... for Farmaceutica REMEDIA SA and for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

**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:

Approval of the Board of Administrators proposal of destination distribution of the net profit achieved in fiscal year 2022, as follows:

DESTINATION	AMOUNT (Lei)
<b>Dividends from the profit for 2022</b>	<b>2.916.026</b>
<b>Dividends from the profit for 2020</b>	<b>1.699.789</b>
<b>Total dividends</b>	<b>4.615.815</b>
<b>Undistributed profit</b>	<b>0</b>
<b>TOTAL DISTRIBUTED NET PROFIT 2022</b>	<b>2.916.026</b>

**Art.7.** 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:

- a) Setting **the gross dividend per share at LEI 0,05**;
- b) Approval of the date of **21.09.2023** 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 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.8.** With a total of ..... votes expressed, representing ..... % of the share capital, the AGM, by secret ballot, the AGM **elect the Board of Administrators** of Farmaceutica REMEDIA S.A. consisting of 3 (three) administrators with a mandate **of 1 (one) year** respectively **from 01.05.2023 to 30.04.2024**, with the following compositions:

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

**Art.9.** 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 2022** of the management 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 01.05.2023 – 30.04.2024, 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.10.** 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.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 empowering the Board of Administrators to explore and identify opportunities and negotiate with eligible entities, natural or legal persons, in the following directions:

- a) acquisition of shares and/or equity issued by third parties;
- b) entering into partnerships for the development of new business directions, including through the establishment of new legal entities in which Farmaceutica REMEDIA S.A. is a partner;
- c) identification of investors for the acquisition of goodwill related to all or parts of the total number of the company's working points (pharmacies) and negotiation of contractual terms and conditions with the identified investors.
- d) finding opportunities for the consolidation of the distribution and logistics activities of Farmaceutica REMEDIA Distribution & Logistics S.R.L.;
- e) hiring specialized evaluators to carry out the operations referred to in items a), b), c), d).
- f) empowering the Board of Administrators to approve projects and substantiated proposals for the above directions to be submitted to the A.G.E.A. for approval.

**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:

Approval of the date of **06.09.2023 as the registration date**, in compliance with the provisions of Art. 87 (1) of Law No. 24/2017.

**Art.13.** 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 **05.09.2023 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.14** 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