

**MAIL VOTING FORM OGMS April 20<sup>th</sup>/21<sup>st</sup> 2023**

Requested by the Board of Administrators of  
Trading company Farmaceutica REMEDIA S.A.

Name of the Shareholder: \_\_\_\_\_

**Identification in the Shareholders' Register of Farmaceutica REMEDIA S.A.:**

ID: (PIN or CIF - Fiscal Identification Number) \_\_\_\_\_

ID2: (Personal ID or Trade Registry No.) \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY: \_\_\_\_\_

COUNTY: \_\_\_\_\_

COUNTRY: \_\_\_\_\_

Fiscal Identification No.: \_\_\_\_\_

SHAREHOLDER OF: \_\_\_\_\_

Legally represented by \_\_\_\_\_, as \_\_\_\_\_

Identified with ID series \_\_\_\_\_, no. \_\_\_\_\_ and PIN \_\_\_\_\_

On the reference date, the undersigned, holder of a number of \_\_\_\_\_ shares, which grant me \_\_\_\_\_ votes in the General Meeting of Shareholders, according to article 100, paragraph 2 of Law no. 297-2004 and to the mail voting procedure included in the convocation document of the General Meeting of Shareholders, I exercise the voting right corresponding to my holdings registered in the Shareholders' Register kept in the Central Depository on the reference date, as follows:

The agenda / Issues subjected to a vote in the **Ordinary General Meeting** of Shareholders

**1. Election, based on Article 129 of Law 31/1990 on companies, republished, of the secretariat of the Ordinary General Meeting of Shareholders - approval of Mr. Florin Dan CADIA (shareholder of Farmaceutica REMEDIA SA) as secretary of the Ordinary General Meeting of Shareholders;**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**2. Presentation of the report of the Board of Administrators and of the independent financial auditor regarding the financial statements afferent to the financial year 2022. Approval of financial statements for 2022;**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

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

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**4. Approval of the budget of income and expenditures for 2023.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**5. Approval of the activity and investment program for 2023.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**6. Approval of the profit distribution for the financial year 2022.** 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 2022 to be distributed to the following destinations:

The net profit afferent to the unconsolidated financial year = **2.916.026** Lei

DESTINATION	AMOUNT (Lei)
<b>Dividends from the profit for 2021</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 2021</b>	<b>2.916.026</b>

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**7. a) Fixing the gross dividend per share at 0,05 lei.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

c) Approval of the deadline for **keeping available to shareholders the dividends 3 (three) years** from the payment date.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

e) Approval for **bearing the costs of dividends distribution** by **Farmaceutica REMEDIA S.A.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**8. Election of a new Board of Administrators** of Farmaceutica REMEDIA S.A. consisting of 3 (three) directors with a mandate **of 1 (one) year** respectively **from 01.05.2023 to 30.04.2024.**

**- „TARUS” – Valentin Norbert TARUS e.U.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**- Elena CODREAN**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**- Cristian PLOCON**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**9. Approval of the Remuneration Report** of the management of **Farmaceutica REMEDIA S.A. for 2022.**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**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 01.05.2023 – 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;

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

- 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).

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**10. Electing the external financial auditor** and establishing the minimum duration of its contract, due to contract expiry of the external financial auditor.

- **PREMIER CLASS AUDIT SRL**

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**11.** 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 G.M.S. for approval

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**12.** 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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**13.** 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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**14.** 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.

In favor \_\_\_\_\_ Opposed \_\_\_\_\_ Abstained \_\_\_\_\_

**Date:** \_\_\_\_\_ <---- write the date

**Shareholder / Legal representative:** \_\_\_\_\_ <---- write the last name and name in upper case letters

**Signature of the shareholder / legal representative:** \_\_\_\_\_ <---- sign

**Stamp of the company :**