

**Current report
according to ASF Regulation no. 5/2018**

Report date:	10.04.2023
Name of issuer:	Farmaceutica REMEDIA
Registered office:	Deva, 2 Nicolae Balcescu Blvd.
Tel/ fax no:	0254 22 32 60 / 0254 22 61 97
ORC no:	2115198
Trade Registry no:	J20 / 700 / 1991
Subscribed and paid-in capital:	RON 9.548.082
Regulated market:	Bucharest Stock Exchange, Standard Cathegory

Important events to report: Disclosure document on the free allocation of shares to employees and directors of the company and affiliated legal entities.

Dear investors,

The Board of Administrators of Farmaceutica REMEDIA S.A. informs the shareholders that on the basis of the Decision of the EGSM no. 83 dated 25.10.2022, a number of 2.864.425 shares (symbol RMAH) were repurchased to be offered to employees and members of the management of the company and affiliated legal entities, free of charge, within the framework of a stock option plan and that by the Decision of the Board of Administrators no. 387 of 25.10.2022 and Decision of the Board of Administrators no. 401 of 29.03.2023, it was approved that a maximum of 2.864.425 shares be offered to employees and members of the management of the company and affiliated legal entities free of charge.

Offering shares free of charge (under a Stock Option Plan) is part of the remuneration scheme for employees and members of the management of the company and affiliated legal entities and their retention strategy.

We attach the Disclosure Document prepared in accordance with EU Regulation no. 1129/2017 and ASF Regulation no. 5/2018.

President of the Board of Administrators

„TARUS” – Valentin Norbert TARUS e.U.

**DISCLOSURE DOCUMENT ON THE OFFER OR DISTRIBUTION OF SHARES TO
EMPLOYEES AND MANAGERS OF THE COMPANY AND AFFILIATED LEGAL ENTITIES**

Farmaceutica REMEDIA SA

(Disclosure document according to EU Regulation 1129/2017 and ASF Regulation 5/2018)

1. Responsible persons

1.1 Names and positions of natural persons or names and registered offices of legal persons responsible for the information contained in the disclosure document

Farmaceutica REMEDIA S.A., with registered office in Deva, Blvd. Nicolae Bălcescu, nr. 2, Hunedoara county, Romania, registered with the Trade register office under number J20/700/1991, with unique registration code 2115198 (the Company), represented by Mr. Valentin - Norbert TARUS, as General Manager.

1.2 Declarations by the responsible persons referred to in point 1.1 that the information contained in the disclosure document is, to the best of their knowledge, in accordance with reality

The Company, represented by Mr Valentin - Norbert TARUS, in his capacity as General Director, declares and confirms that, to the best of its knowledge, the information provided and the contents of this document are in accordance with the facts and do not contain any untrue statements or representations that could materially affect the content of the document.

2. Information about the issuer

2.1. Name, registered office, fiscal code and registration number at the Trade Register Office.

Name: **Farmaceutica REMEDIA**

Registered office: **Deva, Nicolae Bălcescu blvd, nr. 2, Hunedoara county, România**

Legal form: **joint-stock company (S.A.)**

Fiscal code: RO **2115198**

Registration number at the Trade Register Office: **J20/700/1991**

2.2. Share capital

Subscribed and paid-up share capital: **9.548.082** lei

Number of shares issued: **95.480.820**

Nominal value of a share: **0,1** lei

3. Information on the offer or distribution of shares to employees and managers of the Company and affiliated legal entities

3.1. The decision-making acts by which it was decided to offer or distribute shares to employees and members of the management of the Company and affiliated legal entities

The offer of shares to employees and members of the management of the Company and affiliated legal entities is based on:

- **Resolution** of the Extraordinary General Meeting of Shareholders no. 83 of 25.10. 2022, by which (i) it approved the implementation of a stock option plan (Plan), the purpose of which is to grant option rights for the acquisition of shares free of charge by employees and members of the Company's management and affiliated legal entities, for the purpose of retaining them and rewarding them for their work, and by which (ii) it empowered the Board of Administrators to adopt all necessary measures and carry out all formalities required for the approval and implementation of the stock option plan.

- **Decision** of the Board of Administrators no. 387 of 25.10.2022 which adopted the stock option scheme, setting out the criteria for allocation of shares;

- **Decision** of the Board of Administrators no. 401 of 29.03.2023, which determined that 2.864.425 shares would be granted to eligible persons within the limit determined by the application of the eligibility criteria and the programme implementation plan.

The duration of the stock option plan is 12 months and the period between the option grant date and the exercise date is 12 months.

3.2. Description of the operation: reason for offering shares, total number of shares offered, number of shares offered individually by category of investors.

The reason for offering shares: to retain employees and members of the Company's management and affiliated persons and to reward them for their work.

Total number of shares offered and number of individual shares offered by category of investors.

Farmaceutica REMEDIA SA, has acquired a number of 2,864,425 of its own shares in order to allocate them for the implementation of a "Stock Option Plan" type system for the remuneration of employees and members of management.

According to the AGEA Resolution No. 83 of 25.10.2022 and the Board of Administrators Decisions No. 387 of 25.10.2022 and No. 401 of 29.03.2023, a maximum of 2.864.425 shares will be distributed to employees and members of management of the company and affiliated legal entities.

The shares are offered free of charge, the determination and quantification of the extent of each beneficiary's entitlement being approved by the Board of Administrators of the Company.

The right granted to the Beneficiaries is non-transferable by deeds between living persons.

The number of shares offered to the Beneficiaries is determined by the Board of Administrators in such a way as to ensure compliance with the principle of rewarding long-term performance and ensuring an employee loyalty scheme;

The granting of the right to receive shares free of charge is irrevocable and is implemented by the Company signing an Option Agreement (Agreement) with each Beneficiary in the form approved by the Board of Administrators.

The Agreement gives the Beneficiary the right to request vesting upon fulfillment of the conditions. The Beneficiary may expressly or tacitly waive the exercise of the right so constituted, at its own discretion and without any obligation or material or other consequence.

The transfer of ownership of the shares from the Company to the Beneficiaries shall be made after all the conditions required for the transfer have been met, after the documents relating to the transfer have been sent to the Central Depository, in accordance with the legislation in force.

3.3. Operation overview

The Company will notify eligible beneficiaries/persons of their right to receive shares by means of a notification accompanied by the Agreement. Each eligible person who is notified will decide whether or not to participate in the Plan.

The Eligible Person, who decides to participate in the Plan, shall submit the signed Agreement to the Company within 5 working days from the date of receipt of the notification.

Eligible persons who have signed the Agreement are entitled to exercise their option and acquire the corresponding number of shares if the following conditions are cumulatively met:

- a) a period of at least 12 months has elapsed from the date of signing the Agreement;
- b) the beneficiary is an employee of the Company/affiliated legal entity at the end of the 12-month period referred to in point a)

The Company will notify eligible persons that the conditions for exercising the options have been met.

The Option may be exercised within 30 calendar days from the date of receipt of the Company's notification by signing a Share Transfer Contract (Contract). Otherwise, the Agreement shall terminate without further formality.

The transfer of ownership of the shares will be carried out in accordance with the legal rules applicable to listed companies in Romania.

After the transfer of the shares, the eligible persons will become shareholders of the Company, having all the rights and obligations related to this status, as provided for by law, the articles of association and other documents agreed between the shareholders of the Company.

3.4. Description of the type and class of shares being offered or granted.

The shares offered are of the same class, registered, in dematerialized form, of equal value, respectively 0,1 RON / share.

3.5. Share subscription term

The beneficiaries of the Scheme may exercise their right to acquire the shares offered upon the expiry of a period of 12 months from the conclusion of the Acceptance Agreement with the Company, subject to the conditions set out in the Scheme being satisfied.

Beneficiaries may exercise their right to acquire the shares within 30 calendar days from the date of receipt of the notification from the Company, subject to forfeiture of the right to exercise the option.

3.6. Subscription price

According to the Decision of the Extraordinary General Meeting of Shareholders no. 83 of 25.10.2022, the beneficiaries will be granted an option right to receive shares free of charge.

As a result of exercising the option right in accordance with the Plan and the Agreement signed with the Company, the beneficiaries will receive the allocated shares at a price of 0 (zero) lei/share.

The market price of the Farmaceutica REMEDIA SA (RMAH) share is 0.6220 lei, being the closing price on the day preceding the approval of the Plan by the Company's Board of Administrators.

3.7. Any other information considered important by the issuer or the FSA.

This document has been prepared in accordance with EU Regulation No 1129/2017 and FSA Regulation No 5/2018, which provide that the preparation and publication of a prospectus is not mandatory for the Company, provided that a document containing information on the number and nature of the securities and the reasons for and details of the offer or allotment is made available.

General Director

Valentin – Norbert TARUS