

SPECIAL DELEGATION - OGMS April 20th / 21st 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, holder of a number of _____ shares,

I hereby delegate Mr. / Mrs. _____,

PIN _____

Identified with ID series _____, no. _____, domiciled in _____

As my representative in the Ordinary General Meeting of the Shareholders on **April 20th 2023, 12.00 o'clock** at the headquarters of the company in Bucharest, 78 Metalurgiei Blvd., district 4, postal code 041836, or on the date when the second meeting will take place on **April 21st 2023**, at the same place and time, to 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)
Dividends from the profit for 2021	2.916.026
Dividends from the profit for 2020	1.699.789
Total dividends	4.615.815
Undistributed profit	0
TOTAL DISTRIBUTED NET PROFIT 2021	2.916.026

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 _____

Signature of the shareholder _____ **Date of delegation** _____

This document was drawn up in 3 (three) original copies.