

Cover note for agenda items 4 to 6
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of 06/07.03.2024

Transfer by Farmaceutica REMEDIA SA (**FR**) to Farmaceutica REMEDIA Distribution & Logistics SRL (**FRDL**) of the activity related to a number of 22 working points ("Pharmacies") - pharmacies, local distribution offices and drugstore.

The transfer of the activity related to the working points is proposed to be carried out between two affiliated companies, given that Farmaceutica REMEDIA SA is the sole shareholder of Farmaceutica REMEDIA Distribution & Logistics SRL, holding 100% of its share capital.

Operational considerations

The purpose of the transfer is to make the business more efficient from a financial, economic, organisational and managerial point of view, taking into account the similar business activities of the two companies, i.e. retail (FR) and wholesale (FRDL) of pharmaceutical products, the size of the business transactions between the two companies and the opportunities offered by this transfer.

The transfer is an intra-group reconfiguration process, leading to improved and more efficient operational activities.

Economic and strategic reasons:

1. Similar object of activity - the companies belong to the same group with a reputation in the pharmaceutical trade, at different levels of the distribution chain, they are two affiliated companies carrying out the same type of activity, and the specific legislation in force allows companies carrying out retail trade activities to also carry out wholesale trade in pharmaceuticals.
2. Joint management and control - the transfer of the business will lead to more efficient management of the business and of the financial resources allocated to the pharmaceutical trading activity.
3. Reducing administrative and operational costs - increasing the economic efficiency of operation.
4. Elimination of intra-group transactions - contracts for the sale and purchase of goods, services, loans, resulting in cost savings.
5. The opportunities offered by the integration of REMEDIA Pharmacies (FR) into the distribution activity carried out by Farmaceutica REMEDIA Distribution & Logistics SRL (FRDL):
 - Unlimited and fast access for pharmacies to the entire stock of products in FRDL warehouses, a much more varied assortment, available both to the patient presenting at the counter and on the online platform;
 - Optimisation of resources - optimal allocation, reduced stock volume with which pharmacies operate;
 - Higher credit limits in relation to other retailers;
 - Better working capital;

- Availability of shortage products, products for essential therapies, to support patient treatment, implicitly to facilitate quick access to medication;
- More competitive prices for the Non-Rx product category;
- Simpler accounting-financial reporting procedures;
- Simplified monitoring of activities;
- More efficient management of funds needed to carry out the activity;
- Increased resilience to today's highly competitive environment and risks;
- Increased equity will generate a better rating, increased negotiating power in relations with suppliers and financial and credit institutions;
- Faster growth with lower costs.

Financial considerations

The minimum transfer value of 550.000 lei was established taking into account 2 components:

- Value of licences - by analysing the market value according to the commercial area in which the pharmaceutical point operates;
- The value of fixed assets and inventory items that are in the pharmaceutical point's equipment.

Contracts concluded by the FR and in force at the date of transfer shall be transferred to the FRDL, which shall be subrogated to all rights and obligations arising from or in connection with such contracts. The rights and obligations deriving from opinions, authorisations, certifications, permits and licences issued up to the effective date of the transfer will also be transferred: fixed assets, inventory, authorisations, related documents, goods.

In view of all the above considerations, the Board of Administrators of the Company submits for approval to the Extraordinary General Meeting of the Company convened for 06.03.2024/07.03.2024:

Approval of the transfer by the Company to Farmaceutica REMEDIA Distribution & Logistics SRL of the activity related to a number of 22 work points - pharmacies, local distribution offices and grocery stores presented on the Company's website www.remédia.ro/investitori/informatii-actionari/adunarea-general-a-actionarilor, for a minimum price of 550.000 lei.

Annex - List of working points

| Crt. no. | County | Locality | Name | Tipe | Address |
|----------|--------|---------------|----------------|-----------|---|
| 1 | AB | Ighiu | SF. ISIDOR | Farmacie | Sat Ighiu, com. Ighiu, str. Principala, nr. 20 |
| 2 | AB | Bucium | SF. ISIDOR | Oficina | Sat Bucium, com. Bucium, nr. 25 |
| 3 | AB | Jidvei | SF. PAVEL | Farmacie | Sat Jidvei, com. Jidvei, Str. Unirii, nr. 2A, bl. 4, parter, sp. Com A si B |
| 4 | HD | Deva | HOREA | Drogherie | Deva, str. Horea, nr. 6, bl. 5, et. Parter, ap. 8 |
| 5 | HD | Baia De Cris | SF. DANIEL | Farmacie | Sat Baia de Cris, com. Baia de Cris, Str. Muntele Gaina, nr. 2 |
| 6 | HD | Blajeni | SF. DANIEL | Oficina | Sat Blajeni, com. Blajeni, Nr. 62 |
| 7 | HD | Ribita | SF. DANIEL | Oficina | Sat Ribita, com. Ribita, nr. 17 |
| 8 | HD | Baita | SF. ANTON | Farmacie | Sat Baita, com. Baita, nr. 25 |
| 9 | HD | Geoagiu-Bai | SF. ANTON | Oficina | Sat Geoagiu Bai, oras Geoagiu, Str. Germisara, bl. 3, parter |
| 10 | HD | Vetel | SF. ANTON | Oficina | Sat Vetel, com. Vetel, Str. M. Eminescu, nr. 256 |
| 11 | HD | Ghelari | SF. IOAN | Farmacie | Sat Ghelari, com. Ghelari, Str. Rusca, nr. 32 |
| 12 | HD | Teliuc | SF. IOAN | Oficina | Sat Teliucu Inferior, com. Teliucu Inferior, str. Principala |
| 13 | HD | Toplita | SF. IOAN | Oficina | Sat Toplita, com. Toplita, Nr. 35 |
| 14 | HD | Vata De Jos | SF. PARASCHIVA | Farmacie | Sat Vata de Jos, com. Vata de Jos, Piata Motilor, bl. 56, parter, ap. 59 |
| 15 | HD | Gurasada | SF. PARASCHIVA | Oficina | Sat Gurasada, com. Gurasada, Nr. 5A |
| 16 | HD | Zam | SF. PARASCHIVA | Oficina | Sat Zam, com. Zam, nr. 220 |
| 17 | HD | Salasu De Sus | SF. LUCA | Farmacie | Sat Salasu de Sus, com Salasu de Sus, nr. 22 |
| 18 | SB | Arpasu de Jos | SF. SPIRIDON | Farmacie | Sat Arpasu de Jos, com. Arpasu de Jos, Str. Principala, nr. 117 |
| 19 | SB | Carta | SF. SPIRIDON | Oficina | Sat Carta, com. Carta, str. Principala, nr. 230 |
| 20 | SB | Mohu | SF. SPIRIDON | Oficina | Sat Mohu, Com. Selimbar, nr. 253, |
| 21 | SB | Porumbacu | SF. SPIRIDON | Oficina | Sat Porumbacu de Sus, com. Porumbacu de Jos, nr. 253 |
| 22 | SB | Scoreiu | SF. SPIRIDON | Oficina | Sat Scoreiu, com. Porumbacu de Jos, nr. 211 |