

Current report pursuant to FSA Regulation no. 5/2018

Report date: 28.04.2021

Name of the issuing company: Ropharma SA

Headquarters: Brasov, 55 Iuliu Maniu St, Brasov

Sole Registration Code: 1962437 cu atribut RO

Registration number in the Companies' Register: J08/2886/2007

Subscribed and paid capital: 51.126.741,3 lei

Regulated market: BVB, Standard Category

### **Important event to be reported**

**ROPHARMA** informs the investors that the **Ordinary General Meeting and the Extraordinary General Meeting of the Shareholders** met on **April 28, 2021, 11.00 hours and 13.00 hours**, during which voted a number of 12 shareholders who own, at the reference date 19.04.2021, a number of 415.919.325 shares with voting rights, representing 81.3513% of the voting rights and share capital.

The convening of the OGM and EGM was published in the Official Gazette of Romania, Part 4 no. 1238 from March 25, 2021 and in "Bursa" newspaper no. 59 from March 25, 2021.

**Ordinary General Meeting of the Shareholders** adopted the following decisions:

1. Unanimously approves the individual financial statements of the Company, relating to the fiscal year 2020, based on the reports submitted by the Board of Administrators and by the financial auditor. (Votes FOR: 415.919.325, AGAINST:0, ABSTAIN:0)
2. Unanimously approves that the net profit in amount of 6.151.036 lei to be distributed as follows:
  - Legal reserve: 362.423 lei
  - Other reserves: 5.788.613 lei.(Votes FOR: 415.919.325, AGAINST: 0, ABSTAIN: 0)
3. Approves with majority of votes the consolidated financial statements, relating to the fiscal year 2019, of the Company and of its affiliates: ROPHARMA LOGISTIC S.A., AESCULAP PROD S.R.L., ICS EUROFARMACO S.A., and TEO HEALTH S.A. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
4. Unanimously approves the Income and Expenses Budget of the Company for 2021. (Votes FOR: 415.919.325, AGAINST:0, ABSTAIN: 0)
5. Approves with majority of votes the Investment Budget for 2021 in amount of 11.063.000 lei. (Votes FOR: 371.489.855, AGAINST:0, ABSTAIN: 44.429.470)
6. Approves with majority of votes the discharge of management of the Board of Administrators. (Votes FOR: 366.932.860, AGAINST: 0, ABSTAIN: 48.986.465)
7. Approves with majority of votes the ratification of the documents and actions of the members of the Board of Administrators and of the executive leadership of the Company, regarding year 2020. (Votes FOR: 366.932.860, AGAINST: 0, ABSTAIN: 48.986.465)
8. Appoints with majority of votes the following persons to attend the General Assemblies of the Shareholders of the companies where Ropharma has ownership, as well as the appointment of competences to this end:

#### **ROPHARMA S.A.**

Str. Iuliu Maniu nr. 55, et. 1, 500091, jud. Brasov

Tel : 0268/547230, 0268/547233 ; Fax : 0268/547231

Capital social subscris si varsat : 51.126.741,30 lei

E-mail : [office@ropharma.ro](mailto:office@ropharma.ro) ; Web : [www.ropharma.ro](http://www.ropharma.ro)

- Mr. Alin Constantin Radasanu for TEO HEALTH S.A.,
  - Mr. Ovidiu Ioan Nut for ROPHARMA LOGISTIC S.A.
  - Mr. Cristian Teodor Carare for I.C.S. EUROFARMACO S.A.;
  - Mr. Mihai Bratescu for AESCULAP PROD S.R.L.;
- (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
9. Unanimously approves the the remuneration policy according to the Law 24/2017.  
(Votes FOR: 415.919.325, AGAINST: 0, ABSTAIN: 0)
  10. Unanimously approves the date of **May 20, 2021** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.919.325, AGAINST: 0, ABSTAIN: 0)
  11. Unanimously approves the date of **May 19, 2021** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 415.919.325, AGAINST: 0, ABSTAIN: 0)
  12. Empowers Mr. Mihai Bratescu and Mrs. Bianca Capota who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR: 415.919.325, AGAINST: 0, ABSTAIN: 0)

**Extraordinary General Meeting of the Shareholders** adopted the following decisions:

1. Approves with majority of votes the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the competence to purchase or to sell real estates, within the value limit of maximum 20% of the total value of the fixed assets, not including the fixed receivables. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
2. Approves with majority of votes the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attributions set forth by article 14, item 6, letters b), c) and d) of the Company's Articles of Incorporation, regarding the moving of the Company's headquarters, the change of the secondary object of activity and the establishment or the termination of secondary headquarters. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
3. Approves with majority of votes the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attributions of subscription and payment to the share capital of the existing or future affiliates. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
4. Approves with majority of votes the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the possibility to appoint or revoke administrators and to open or close secondary headquarters in the companies within Ropharma holds a stake. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
5. Approves with majority of votes the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4<sup>th</sup> part, of the attribution to acquire or sale goodwill – pharmacy licenses and/or shares/social parts at companies and empower the Board of Administrators to negotiate the price and signing the agreements. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
6. Approves with majority of votes the the increase of the amount of the current credit granted on the grounds of the Credit Agreement no. 05310 of 24.08.2005 from 10,700,000 EUR to 10,800,000 EUR contracted by Ropharma SA as a borrower, co-debtor or guarantor with the

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- companies Teo Health S.A., Ropharma Logistic S.A., Bioef SRL si Aesculap Prod S.R.L., from ING Bank NV Amsterdam Branch Bucharest, as well as securing this credit with the existing collaterals that can be extended, maintained or renewed. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
7. Approves with majority of votes the allocation, free of charge, as a bonus, of a number of 641.893 own shares to the employees and leadership bodies of the Company, the method of allocation as well as the nominal list. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
  8. Approves with majority of votes the voluntary dissolution of the company Florifarm SRL where Ropharma is sole shareholder. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
  9. Approves with majority of votes the date of **May 20, 2021** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
  10. Approves with majority of votes the date of **May 19, 2021** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)
  11. Empowers Mr. Mihai Bratescu and Mrs. Bianca Capota who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR: 371.489.855, AGAINST: 0, ABSTAIN: 44.429.470)

**CEO**

**Dr. pharm. Mihai MIRON**

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