Current report

according to ASF Regulation no. 5/2018

Report date:	**31.01.2024**
Name of issuer:	Farmaceutica REMEDIA
Registered office:	Deva, B-dul Nicolae Bălcescu nr. 2.
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:

Dear investors,

We hereby present the Convening Notice of the E.G.M.S. of 06/07 March 2024, approved during the meeting of the Board of Administrators of the Commercial Company Farmaceutica REMEDIA S.A. of 31.01.2024

C O N V E N I N G

Extraordinary General Meeting of Shareholders (E.G.M.S.)

The Board of Administrators of **Farmaceutica REMEDIA S.A. (The Company)**, with registered office in Deva, Blvd. Nicolae Balcescu no. 2, tax identification number RO 2115198 and order number with the Trade Register J20/700/1991, share capital lei 9.548.082 fully subscribed and paid-up, web page www.remedia.ro, hereby convenes, based on the **Decision of the Board of Administrators no 428/31.01.2024**, in compliance with the Companies Law 31/1990, republished, Law 297/2004 on capital market, Law 24/2017 on issuers of financial instruments and market operations, F.S.A. Regulation No. 5/2018, **Extraordinary General Meeting of Shareholders (E.G.M.S.) on:**

Wednesday, 06.03.2024, **at 12.00 o'clock p.m.** at the company's office of Bucharest, Metalurgiei Blvd, no. 78, 4th City District, postal code 041836.

If the E.G.M.S. will not be able to be held due to failure to fulfil the quorum, the second convening is on:

Thursday, 07.03.2024, at the same time, at the same place and with the same agenda.

At the E.G.M.S. shareholders registered with the Shareholders' Register kept by the S.C. Depozitarul Central S.A. at the end of the day of **23.02.2024 – considered the reference date**, are entitled to participate and to vote.

On the date of convening of the E.G.M.S. the share capital of S.C. Farmaceutica REMEDIA S.A. is of 9.548.082 lei divided in 95.480.820 shares with a nominal value of 0,10 lei/share.

Each share gives the right to one vote within the General Meeting of Shareholders.

There are no different classes of shares.

A total of 3.164.525 shares, representing 3,3143% of the share capital, are suspended for voting, shares repurchased for the implementation of a stock option plan.

I. Agenda of the Extraordinary General Meeting of Shareholders 06.03.2024 / 07.03.2024 - at 12.00 o'clock p.m.:

1. Approval of the extension for another 12 months of the period of use and validity of the credit facility granted to the Company by Banca Transilvania in the form of a Global Operating Ceiling in the amount of 90.000.000 lei, with the approval of the establishment / maintenance of guarantees (receivables, stocks, real estate, blank promissory notes/guarantees) up to the limit requested by the bank, exceeding the limit of 20% of the total fixed assets, less receivables.

2. Empowerment of Mrs. Elena Codrean, member of the Board of Administrators of Farmaceutica REMEDIA SA to sign the credit contract(s) and any additional documents to the contract(s), as well as the mortgage and/or real estate contracts with the selected bank and any other documents required by the bank/banks/notary, necessary for the conclusion and execution of the credit contract(s).

3. Empowerment of the Board of Administrators to issue Decisions pursuant to Articles 1 and 2 of this notice, to detail the operations for the extension of the credit facility granted to the Company by Banca Transilvania in the form of a Global Operating Ceiling, as well as the constitution/maintenance of the related guarantees and the granting of mandates for the signature of all documents issued following the Extraordinary General Meeting of Shareholders

4. Approval of the transfer by the Company to Farmaceutica REMEDIA Distribution & Logistics SRL, with registered office in Deva, Bd. Nicolae Bălcescu nr. 2, unique registration code 3572074 and number in the Trade Register J20/504/2012, of the activities related to a number of 22 work points ("Pharmacies"), pharmacies, local distribution offices and drugstores, based on the Board of Administrators' justification note presented on the company's website https://corporate.remedia.ro/relatii-cu-investitorii/shareholder-information/adunarea-generala-a-actionarilor/, for a minimum price of 550.000 lei.

5. Approval of the empowerment of the Board of Administrators to negotiate the terms and conditions and conclude the contract for the transfer of the activity of the Pharmacies defined in paragraph 4.

6. Empowerment of Ms. Elena Codrean, member of the Board of Administrators of Farmaceutica REMEDIA SA to sign, at the notary's office, the contract for the transfer of the pharmacies activity and all the documents necessary for the completion of the transaction.

7. Approval of the acquisition by the Company of its own shares, through a public purchase offer, in compliance with the applicable legal provisions and meeting the following main characteristics:
- Purpose of the program: the Company will repurchase shares for distribution free of charge to employees and members of the Company's management and affiliated legal entities under a Stock Option Plan, in compliance with applicable law, for the purpose of retaining them and as well as rewarding the performance and results obtained through the activity carried out;
- Maximum number of shares that may be repurchased: a maximum of 954.808 shares, representing 1% of the Company's share capital;
- Minimum price per share: 0,4 lei;
- Maximum price per share: 0,95 lei;
- Maximum pecuniary value: RON 907.067,60;

- Duration: maximum 18 months from the date of publication of the decision in the Official Gazette of Romania, Part IV;
- Payment for the acquired shares will be made from the sources provided for by law.

The acquisition of shares under the repurchase program will be carried out by means of a public offer on the basis of a Public Offer Document, approved by the Financial Supervisory Authority and carried out through an Intermediary.

8. Approval of the empowerment of the Board of Administrators of the Company with the right of representation and/or substitution for the adoption of measures to carry out all the necessary steps and formalities for the purchase of its own shares through a public tender offer.

9. Approval of the empowerment of the Board of Administrators of the Company with the right of representation and/or substitution to carry out the decision, within the legal and statutory limits, by going through all the steps and formalities for the implementation of the "Stock Option Plan" program, such as, but not limited to: identification of the allocation criteria, determination of the number of shares to be effectively distributed to each beneficiary, the period for exercising the rights, identification of the beneficiaries, preparation and publication of the information documents in accordance with the law.

10. Approval of the date of **26.03.2024 as the registration date,** in compliance with the provisions of Art. 87 (1) of Law No. 24/2017.

11. Approval of the date of **25.03.2024 as ex-date,** in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter l from the FSA Regulation No. 5/2018.

12. Empowerment of "TARUS" - Valentin-Norbert TARUS e.U., Chairman of the Board of Directors, represented by Mr. Valentin-Norbert TARUS, to sign the resolution of the Extraordinary General Meeting of Shareholders and any other related documents.

A. Introduction of new items on the agenda and presentation of draft resolutions for the items included or proposed to be included on the agenda of E.G.M.S.

According to the provisions of art. 117^1 para. (1) of Law No. 31/1990 republished and of art. 105 para. (3) of Law No. 24/2017, one or more shareholders representing individually or together at least 5% from the Company's share capital, may request the Board of Administrators of the company to introduce new items on the agenda of the E.G.M.S. and/or presentation of draft resolutions for the items included or proposed to be included on the agenda of the E.G.M.S. in compliance with the following conditions:

i. In case of natural person shareholders, the requests must be accompanied by the copies of shareholders' identity documents, which must allow their identification in the company register, kept by the Depozitarul Central S.A.

ii. The quality of shareholder, as well as in the case of legal person shareholders or of entities with no legal personality, the quality of legal representative is found under art. 194 (1) from Regulation No. 5/2018, based on the following documents presented to the issuer by the shareholder:

a) the statement of account from which the quality of shareholder and the number of shares held result;

b) documents attesting the registration of the information regarding the legal representative at the Depozitarul Central/respective attendants.

In all cases, the documents attesting the quality of legal representative drafted in a foreign language, other than English language, will be accompanied by a translation, realised by a sworn translator in Romanian language or in English language.

iii. To be accompanied by a justification and/or by a draft resolution proposed for

adoption;

iv. Proposals on the introduction of new items on the agenda and of draft resolutions proposed for approval of the E.G.M.S. must be sent/submitted and recorded at the company's registered office of Deva, N. Balcescu Blvd, no. 2, Hunedoara County, postal code 330040, **until the end of 16.02.2024**, in original, signed and, as appropriate, stamped* by shareholders or their legal representatives, mentioning on the envelope in print and in capital letters: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 06/07.03.2024 ».

** In compliance with Art. V from the Government Ordinance No. 17/2015, natural persons, legal persons of private law, as well as entities without legal personality do not have the obligation to affix the stamp on documents or on any other deeds issued in relationship between them, the obligation being only of state institutions.*

B. Asking questions, in compliance with art. 198 from Regulation No. 5/2018, on the items on the agenda of the E.G.M.S.

Each shareholder may ask questions to the company through a document that shall be submitted/transmitted and recorded at the company's registered office of Deva, Blvd. N. Balcescu, no. 2, Hunedoara County, postal code 330040, **until the end of 01.03.2024,** in original, signed, as appropriate, stamped by the shareholder or by its legal representative, mentioning on the envelope in print and in capital letters: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 06/07.03.2024».

The same identification requirements specified in letter A from this convening ("Introduction of new items on the agenda and presentation of draft resolutions for the items included or proposed to be included on the agenda") will be also applicable for shareholders/shareholders' legal representative asking questions on the items on the agenda of the E.G.M.S.

The company may formulate a general reply for the questions with the same content that will be available on the company website in the Frequently asked questions section, in question-answer format.

C. Voting

Shareholders may exercise their voting right directly, by a representative or by mail.

C.1. Direct vote within the E.G.M.S.

The access of shareholders entitled to attend the general meeting of shareholders is allowed by simply proving their identity, made in case of natural person shareholders with the identity document or, in case of legal persons and of represented natural person shareholders, with the authority given to the natural person representing them – except for the legal representative (who also is to present his/her identity document), in compliance with the applicable legal provisions and with the provisions contained in this notice to attend.

In case of legal person shareholders or of entities with no legal personality, the quality of legal representative is found based on the shareholders' list from the reference date, received from the Depozitarul Central. In case the shareholders' register at the reference date does not contain data regarding the quality of legal representative or they are not updated, this quality is proved with a confirmation of company details issued by the Trade Register, presented in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, attesting the quality of legal representative.

The documents certifying the quality of legal representative of the legal person shareholder shall be issued no more than 3 months before the publication date of the notice to attend of the general meeting of shareholders.

Shareholders who do not have legal competence, as well as legal persons can be represented by their legal representatives, who, in turn, may issue a power of attorney to

other persons.

C.2. Representation based on a special power of attorney or on a general power of attorney (empowerment) at the E.G.M.S.

Shareholders can be represented in the E.G.M.S. by other persons based on a special power of attorney or on a general power of attorney (empowerment).

For this type of vote, the special power of attorney forms shall be used (in Romanian or in English language) in compliance with the provisions of the applicable legislation, which will be made available by the Board of Administrators of the Company or by a general power of attorney, drafted in compliance with the provisions of Art. 202 from the regulation No. 5/2018.

Legal person shareholders or entities with no legal personality attending the E.G.M.S. through another person than the legal representative, shall necessarily use a special or a general power of attorney, under the conditions specified above.

a. Representation based on a special power of attorney

The forms of special power of attorney will be available in Romanian and English language **starting with the date of 05.02.2024, 10.00 o'clock** a**.m.** at the Company's office, and on the company's website, www.remedia.ro. In case a shareholder assigns by special power of attorney, as a proxy another person, the form of special power of attorney for natural persons or legal persons shall be used, if necessary.

i. In case of natural person shareholders, special powers of attorney shall be accompanied by the copies of the identity documents of shareholders, who must allow their identification in the company's shareholders' register held by the Depozitarul Central S.A.

ii. The quality of legal representative of the person who signed the power of attorney is found based on the shareholders' list from the reference date received from the Depozitarul Central S.A. In case the shareholders' register does not contain data regarding the quality of legal representative, or they are not updated, this quality is proved with a confirmation of company details in original or in a certified true copy, issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the general meeting, which would allow identifying the legal representative.

Shareholders shall fill in and sign the special powers of attorney in three original counterparts: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, and, as appropriate, stamped, as well as accompanying documents, are submitted in person or are transmitted at the office S.C. **Farmaceutica REMEDIA** S.A. of Deva, Blvd. N. Balcescu, no. 2, Hunedoara County, postal code 330040, **until 04.03.2024, at 12.00 o'clock for the E.G.M.S.,** in a sealed envelope, with the mention in print and in capital letters: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 06/07.03.2024» or sent to the e-mail address investor@remedia.ro until the same date and time, with embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature.

A shareholder is forbidden to express different votes based on the shares held by him/her at the same company.

A shareholder gives, within the special power of attorney form, specific voting instructions to the person representing him/her, for each item recorded on the agenda of the general meeting of shareholders.

If by empowerment, several alternate representatives are appointed, the order in which they will exercise their mandate will be established as well.

A person acting as the representative may represent several shareholders, the number of shareholders thus represented being unlimited. If a representative holds different empowerments conferred by several shareholders, he/she is entitled to vote for a shareholder differently as compared to the vote for another shareholder. The person representing several shareholders based on empowerments, expresses the votes of the

represented persons by summing up the number of votes «for», «against» and «abstention» without compensating them (for example, in item x from the agenda, I am representing «a» votes «for», «b» votes «against» and «c» «abstention»). In the case of special empowerments, the votes thus expressed are valid based on copy 3 of the special empowerment.

Special powers of attorney shall be updated in case proposals to complete the agenda shall be made by shareholders, proposals of candidates at the position of administrator.

In all cases, natural persons empowered by the special power of attorney will be identified with the identity document at the E.G.M.S.

b. Representation based on a general power of attorney (empowerment)

Shareholders may issue a general power of attorney (empowerment) valid for a period of time that must not exceed 3 (three) years, allowing the assigned representative to vote in all the aspects under debate of the Company's General Meeting of Shareholders, provided that the general power of attorney (empowerment) is issued by the shareholder, as the customer, to an intermediary as defined in art. 2 para. (1) point 19 of Law No. 24/2017, or to an attorney-at-law.

In the case of general empowerments, the person acting as the representative must not present in the general meeting of shareholders any proof on the voting of the represented persons.

General empowerment must contain at least the following information:

a. shareholder's name/denomination;

b. representative's name/denomination (the person whom the power of attorney is granted to);

c. date of the empowerment, as well as its validity period, complying with the legal provisions; empowerments bearing a later date have the effect of revoking the powers of attorney previously dated;

d. specifying that the shareholder authorizes the representative to attend and vote on his/her behalf by the general empowerment at the General Meeting of Shareholders for the entire holding of the shareholder on the reference date, with express specification of the company/companies for which the respective general empowerment is used.

The general empowerment shall terminate by:

(i) the revocation written by its principal shareholder, sent to the issuer no later than the deadline for submitting the empowerments, applicable to an extraordinary or ordinary general meeting, held within the mandate, drafted in Romanian language or in English language; or

(ii) losing the quality of shareholder of the principal on the reference date applicable to an extraordinary or an ordinary general meeting of shareholders, organised within the mandate; or

(iii) losing the quality of intermediary or of attorney-at-law of the representative.

The general empowerment shall be signed by the shareholder and accompanied by a statutory declaration given by the legal representative of the intermediary or by the attorney-at-law who received the power of representation by the general empowerment, showing that:

(i) the empowerment is granted by the respective shareholder, as the client, to the intermediary or, where appropriate, to the attorney-at-law;

(ii) the general empowerment is signed by the shareholder, including by attaching an extended electronic signature, where appropriate.

The declaration provided above must be submitted to **Farmaceutica REMEDIA** S.A. in original, signed and, as appropriate, stamped, without meeting other formalities in relation to its form. The declaration shall be submitted with the general empowerment.

Shareholders cannot be represented in the General Meeting of Shareholders based on a general power of attorney (empowerment), by a person being in a situation of conflict

of interests, in compliance with the provisions of art. 105 para. 15 of Law No. 24/2017.

General powers of attorney (empowerments), before their first use, shall be submitted to the company 48 hours before the General Meeting, in copy, containing the mention of true copy under the signature of the representative or sent to the e-mail address investor@remedia.ro until the same date and time, with the embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature - republished. Certified copies of the general powers of attorney (empowerments) are retained by the company, a mention being made in this regard in the E.G.M.S. protocol.

In case the person empowered by general power of attorney (empowerment) is a legal person, he/she may exercise his/her mandate received through any person who is part of the administration and management bodies, or through any of his/her employees, presenting documents proving their quality, in original or in a certified true copy.

In all cases, legal persons empowered by general power of attorney (empowerment) shall be identified with the identity document E.G.M.S.

C.3. Vote by mail within the E.G.M.S.

The shareholders of **Farmaceutica REMEDIA** S.A. company, registered on **the reference date**, in the shareholders' register issued by Depozitarul Central S.A. have the possibility to vote by mail, before the E.G.M.S. by using ballots by mail made available by the company.

The forms of ballots by mail shall be available in Romanian and English language, starting with the date of **05.02.2024**, **10.00 o'clock a.m.** at the Company's office, and on the company's internet page, www.remedia.ro.

i. In case of vote by mail of natural person shareholders, the voting forms by mail shall be accompanied by the copies of shareholders' identity documents, which must allow their identification in the company's shareholders' register, held by Depozitarul Central S.A. and if necessary, copies of the identity documents of the legal representatives (in case of natural persons with no legal competence or with limited legal competence), together with the proof of the quality of legal representative;

ii. In case of vote by mail of legal person shareholders or of entities with no legal personality, the quality of legal representative is found based on the shareholders' list from the reference date received from the Depozitarul Central S.A. In case the shareholders' register does not contain data regarding the quality of legal representative, or they are not updated, this quality is proved with a confirmation of company details in original or in a certified true copy issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the General Meetings, which would allow identifying the legal representative.

The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator In Romanian or in English language.

Voting by mail can be cast by a representative only if he/she received from the shareholder which he/she represents a special/general empowerment that is submitted to the issuer in compliance with art. 105 para. 14 of Law No. 24/2017.

Forms of ballots by mail, in Romanian or in English language, in written format, as well as accompanying deeds must be submitted/sent and recorded at the company office of **Farmaceutica REMEDIA** S.A. company of Deva, Blvd. N. Balcescu, no. 2, Hunedoara County, postal code 330040, in original, filled-in, signed and, as appropriate, stamped, **until 04.03.2024**, **at 12.00 o'clock for E.G.M.S.** in a sealed envelope, with the mention in print and in capital letters: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 06/07.03.2024» or sent to the e-mail address investor@remedia.ro until the same date and time, with embedded extended electronic signature in compliance with Law No. 455/2001 on the electronic signature - republished, under the penalty of losing the voting right.

Forms of ballots by mail shall be updated in case proposals to complete the agenda

shall be made by shareholders.

Shareholders who vote by mail shall correctly exercise their right to vote, so that for each subject on the agenda and in the ballot to expressly and clearly result his/her vote option. In case in one or more subjects from those recorded on the ballot there will be several options, they are illegible or conditionally cast or other ballots forms were used, the votes afferent to those items shall be considered void, for the reason of vitiated expression of the consent.

Voting forms which are not received at the office of S.C**. Farmaceutica REMEDIA** S.A. until the dates and times above mentioned shall not be taken into consideration for establishing the quorum and the majority in the E.G.M.S.

In the situation in which the shareholder who cast his/her vote by mail personally attends or attends through a representative the E.G.M.S. the vote cast by mail shall be cancelled. In this case, only the vote cast in person or by the representative shall be considered. If the person representing the shareholder by participation in person at the E.G.M.S. is another person than the one who cast his/her vote by mail, then for the validity of his/her vote, he/she shall present at the E.G.M.S. a written revocation of the vote by mail signed by the shareholder or by the representative who cast the vote by mail. This is not necessary if the shareholder or his/her legal representative is present at the General Meeting.

Starting with 05.02.2024, 10.00 o'clock a.m., the documents, information materials, draft resolutions in relation with the E.G.M.S. under the legislation in force, can be consulted and obtained by shareholders from the Company's website, www.remedia.ro, or from the Company's office, during business days between 10 o'clock a.m. – 4 o'clock p.m.

Further information can be obtained at the office of **Farmaceutica REMEDIA** S.A. company or at the telephone number +40 745 962 413 during business days, between 10 o'clock a.m. – 4 o'clock p.m. The contact person is Mr. Florin CADIA.

All the documents for the E.G.M.S. can be submitted at the Company office of Deva, Blvd. N. Balcescu, no. 2, Hunedoara County, postal code 330040, during the business days between 10 o'clock a.m. – 4 o'clock p.m.

PRESIDENT OF THE BOARD OF ADMINISTRATORS
„TARUS" – Valentin Norbert TARUS e.U.

represented by
Valentin – Norbert TARUS