

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

Report date:	25.04.2024
Name of issuer:	Farmaceutica REMEDIA SA
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 Category

Important events to report:

Dear investors,

We hereby present the DECISION NO. 89 of the Ordinary General Meeting of Shareholders of the trading company Farmaceutica REMEDIA S.A. as of April 25th, 2024

**DECISION NO. 89 of April 25th 2024
of the Ordinary General Meeting of Shareholders**

**Farmaceutica REMEDIA S.A.
J20/700/1991, CUI RO 2115198**

Adopted today, 25.04.2024 at the secondary headquarters of the company from BUCHAREST, B-dul Metalurgiei no. 78, sector 4.

Following the debate of the items on the agenda, the Ordinary General Meeting of Shareholders decides, with the vote of the shareholders present and represented holding a number of 78.543.467 voting shares, representing 82,9759% of the total number of voting shares in the share capital of Farmaceutica REMEDIA SA (total voting shares 94.658.195 representing 99,1384% of the share capital of Farmaceutica REMEDIA S.A.), the following:

Art. 1. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Election, based on Article 129 of Law 31/1990 on companies, republished, of the secretariat of the Ordinary General Meeting of Shareholders, consisting of secretary – Florin Dan CADIA, shareholder of the company.

Art. 2. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the **audited, consolidated and unconsolidated financial statements for 2023**, based on the reports submitted by the President of the Board of Administrators and by the financial auditor, having the following representative data:

Indicator	Values registered on December 31th 2023 (LEI)	Values registered on December 31th 2023 (LEI)
	unconsolidated	consolidated
Net turnover	15.379.933	593.358.927
Operating revenues - TOTAL	20.953.750	598.280.230
Operating costs - TOTAL	21.936.274	590.124.539
Financial revenues - TOTAL	5.413.254	1.298.237
Financial costs - TOTAL	55.867	545.353
TOTAL REVENUES	26.367.003	599.578.467
TOTAL COSTS	21.992.142	590.669.892
Tax	-	1.706.927
NET PROFIT	4.374.862	7.201.648
Non-current assets- TOTAL	49.600.693	46.768.058
Current assets - TOTAL	15.001.185	268.433.018
TOTAL ASSETS	64.973.864	315.761.523
Equity	52.856.662	70.859.551
TOTAL long-term liabilities	4.894.215	5.447.865
TOTAL short-term liabilities	7.222.987	239.454.107
TOTAL EQUITY AND LIABILITIES	64.973.863	315.761.523

Art.3. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the discharge from administration** of administrators for the financial year 2023.

Art. 4. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the budget of income and expenditures for 2024, unconsolidated and consolidated**, having the following representative data:

Indicator	Value (LEI)	Value (LEI)
	unconsolidated	consolidated
TOTAL REVENUES , from which:	682.852.000	31.480.000
Net revenues from sale of merchandise	671.142.000	18.100.000
Other revenues	10.640.000	7.030.000
Financial revenues	1.070.000	6.350.000
Provisions revenues	670.004.169	25.393.230
TOTAL COSTS , from which:	619.987.439	12.070.000
Net cost of sold merchandise	44.447.730	9.223.230
Other costs	5.569.000	4.100.000
Amortization & provisions	12.847.831	6.086.770
GROSS PROFIT	682.852.000	31.480.000

Art.5. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval **of the activity and investment program for 2024** having the proposed investment value of LEI 14.195.500 for Farmaceutica REMEDIA SA and for Farmaceutica REMEDIA Distribution & Logistics S.R.L.

Art.6. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the Board of Administrators proposal of destination distribution of the net profit achieved in fiscal year 2023, as follows:

DESTINATION	AMOUNT (Lei)
Dividends from the profit for 2023	4.374.862
Dividends from the other reserves	358.214
Total dividends	4.733.076
Undistributed profit	0
TOTAL DISTRIBUTED NET PROFIT 2023	4.374.862

Art.7. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

- a) Setting **the gross dividend per share at LEI 0,05**;
- b) Approval of the date of **30.09.2024** 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;
- c) Approval of the deadline for **keeping available to shareholders the dividends 3 (three) years** from the payment date;
- 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.
- e) Approval for **bearing the costs of dividends distribution** by **Farmaceutica REMEDIA S.A.**

Art.8. With a total of 78.543.467 votes expressed, representing 82,9759% of the share capital, the AGM, by secret ballot, the AGM **elect the Board of Administrators** of Farmaceutica REMEDIA S.A. consisting of 3 (three) administrators with a mandate of **1 (one) year** respectively **from 01.05.2024 to 30.04.2025**, with the following compositions:

1. President of the Board of Administrators, **TARUS” – Valentin Norbert TARUS e.U.** legal person registered in Austria, Handelsgericht Wien - FN 349134 represented by Mr Valentin-Norbert TARUS, Austrian citizen, residing in Vienna, Austria, with full powers of administration and representation;
2. Member of the Board of Administrators, **Cristian PLOCON**, Romanian citizen, residence in Bucharest, Romania, with full powers of administration and representation;
3. Member of the Board of Administrators, **Lucian Valentin CODREANU**, Romanian citizen, residence in Cristian, Romania, with full powers of administration and representation;

Art.9. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

- Approval of **The Remuneration Report for 2023** of the management of the society Farmaceutica REMEDIA S.A.;
- **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 01.05.2024 – 30.04.2025, 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;
 - 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).
- 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.

Art.10. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides, **elect** the external financial auditor **PREMIER CLASS AUDIT**

SRL, J12/2994/2013, CUI 32310697, represented by Cobîrzan Sergiu Bogdan for the period from 01.05.2024 to 30.04.2025.

Art.11. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

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 A.G.E.A. for approval.

Art.12. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the date of **12.09.2024 as the registration date**, in compliance with the provisions of Art. 87 (1) of Law No. 24/2017.

Art.13. With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

Approval of the date of **11.09.2024 as ex-date**, in compliance with the provisions of Art. 176 (1) from the FSA Regulation No. 5/2018 and Art. 2 (2) letter I from the FSA Regulation No. 5/2018.

Art.14 With a total of 78.543.467 votes expressed, representing 82,9759 % of the share capital, of which 78.543.467 votes FOR, no votes AGAINST and no ABSTENTIONS, all votes being valid, the AGM decides:

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

Chairman of the Board of Administrators,

„TARUS” – Valentin Norbert TARUS e.U.