

SUMMONING

**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
ROPHARMA S.A.**

The Board of Administrators of ROPHARMA S.A. (the “Company”), met by long-distance communication means on January 31, 2024, 11.00, pursuant to article 117 item 1 of Law 31/1990, republished, with its subsequent alterations and additions, regarding the trade companies, and pursuant to article 14 of the Company’s Articles of Incorporation, summons the **Extraordinary General Meeting of the Shareholders** for **March 5th, 2024, 11.00** hours at the Company’s headquarters in Brasov, 55 Iuliu Maniu Street, for all the shareholders registered in the shareholders’ register at the end of **February 22, 2024**, which has been established as reference date.

The Extraordinary General Meeting of the Shareholders Agenda:

- a. The approval in principle of the merger by absorption between Ropharma SA, as the absorbing company and Ropharma Logistic SA, as the absorbed company.
- b. Mandating the Board of Administrators of the Company in order to prepare the Merger Project.
- c. Waiver, in accordance with the provisions of art. 243³ para. (5) from Law no. 31/1990 regarding the companies, upon the examination by an independent expert appointed by the trade register, as well as upon the preparation by such an expert of the written report to the shareholders of the companies involved in the merger, according to art. 243³ para. (1) of Law no. 31/1990 on companies.
- d. Waiver, in accordance with the provisions of art. 243² para. (5) of Law no. 31/1990 on companies, to the detailed written report of the administrators of each of the companies involved in the merger, specifying the legal and economic foundation of the merger provided by art. 243² para. (1) and to providing the information mentioned at art. 243² para. (4) of Law no. 31/1990 on companies.
- e. Establishing the date of **April 2, 2024** as registration date, according to FSA Regulation no. 5/2018.
- f. Establishing the date of **April 1, 2024** ca ex-date, conform Regulamentului ASF nr. 5/2018.
- g. The empowerment of the natural persons who shall fulfill the publicity and registration formalities regarding the General Assembly of Shareholder’s Decisions.

Only the shareholders registered in the Company’s Shareholders Register on the reference date can attend in the general meetings and may exercise their right to vote, **personally** (or by proxies, in the case of shareholders which are legal entities), **by proxy**, based on the special or general power or attorney (Power of Attorney), or **by correspondence**, based on voting bulletin by correspondence.

The shareholders may be represented in the general meetings by other persons, based on a special or general power or attorney (Power of Attorney).

The special power of attorney forms, in Romanian as well as in English, can be obtained at the Company's headquarters – the Shareholding Service, or they can be downloaded from the Company's website.

The General Powers of Attorneys (Powers of Attorney) shall be elaborated pursuant to the provisions of FSA Regulation no. 5/2018.

The shareholders may grant a generally valid power of attorney for a period of time not exceeding 3 years, allowing to their appointed proxy to vote in all the aspects being discussed during the general assemblies, with the condition that the general power of attorney is provided by the shareholder, as customer, to an intermediary defined according to article 2, item (1), point 20 of Law 24/2017.

The general powers of attorney, before their first usage, shall be submitted at the Company 48 hours before the general meetings, in copy, including the mention "A true copy of the original", under the signature of the proxy, or sent by email to investitori@ropharma.co, bearing the extended e-signature, incorporated according to Law 455/2001 regarding e-signatures. The certified copies of the general powers of attorney are kept by the company, mentioning them in the general assemblies' Minutes.

The shareholders cannot be represented in general meetings, based on a general power of attorney, by a person found in a situation of conflict of interests, according to the provisions of article 105, paragraph (15), of Law 24/2017.

In the case where the person empowered by the general power of attorney is a legal entity, this can exercise the mandate they have received using any person who is a part of the management or leadership bodies, or by any of their employees, submitting documents proving their quality, in original or in true copies of the original.

The access and/or the vote by correspondence of the shareholders entitled to attend the Shareholders' General Meetings is allowed by the simple proof of their identity, performed, in case of natural persons, using their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners) or, in the case of legal entities and of shareholders who are represented natural persons, based on the special or general power or attorney for, given to the natural person representing them.

The representatives of shareholders who are legal entities shall prove their quality as follows:

- The legal representative – based on an official document proving their quality (e.g. Articles of Incorporation, Excerpt / Confirmation of Company Details, delivered by the Companies' Register or other proof delivered by a competent body);
- The person to which the representation competence has been assigned – together with the aforementioned documents (proving the quality of legal representative of the person signing the Delegation), shall also submit the power of attorney, signed by the legal representative of the respective legal entity.

The representatives of natural persons, as well as those of legal entities, shall be identified based on their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners).

The special power of attorney and the correspondence voting forms, available in Romanian as well as in English, can be obtained at the Company's headquarters – Shareholding Department, or they can be downloaded from the Company's website, starting with **February 05, 2024**. An original counterpart of the special power of attorney and/or of the correspondence voting forms, filled in and signed, accompanied by the aforementioned documents, shall be submitted/sent so that they can be registered by the Company, until **March 04, 2024**, 11.00. The special powers of

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attorney, accompanied by the shareholders' identity documents can also be sent via e-mail, with extended e-signature, incorporated according to Law 455/2001 regarding the e-signature, so that they can be registered by the Company, until **March 04, 2024**, 11.00, at the e-mail address investitori@ropharma.ro, mentioning in the subject "For EGMS from March 05, 2024". On the date of general meetings, the appointed representative shall submit the originals of the special powers of attorney, in the case where they have been sent via e-mail, with extended incorporated e-signature.

The final form of the special powers of attorney and of correspondence voting forms shall be available on the Company's website, www.ropharma.ro, as well as at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 2nd floor, starting from February 26, 2024.

One or several shareholders, individually or collectively representing at least 5% of the Company's share capital have the right, according to the law, to insert new items on the Agenda, provided that each item is accompanied by a reasoning or by a decision project, proposed to be adopted by the General Meeting, as well as to present decision projects for the items included or proposed to be included on the Agenda, by registered letter / by courier, in an envelope, so that they would be registered at the Company's headquarters until **February 19, 2024**, 13.00 hours the latest, or to be sent via e-mail with extended e-signature, incorporated according to Law 455/2001 regarding e-signatures, so that they can be registered at the Company's headquarters until **February 19, 2024**, 13.00 hours, at the e-mail address investitori@ropharma.ro, mentioning in the subject "For EGMS from March 05, 2024".

Any interested shareholder has the right to address questions regarding the items on the Agenda, so that they can be registered by the Company, until **February 27, 2024**, 17:00 hours the latest. The Company shall formulate a general answer to the questions on the same subject. The answer to shareholders' questions shall be provided during the meeting, or shall be available on the Company's website, under a Q&A form.

To be able to exercise the aforementioned rights, the shareholders shall also sent to the Company the copy of the shareholder natural person's Identity Card (Identity Card/Passport/Residence Permit), respectively a copy of the Confirmation of Company Details, delivered by the Companies' Register or any other proof delivered by a competent body, regarding the identity of the legal representative of the shareholder legal entity.

The decisions drafts and the informative materials can be consulted at the Company's headquarters, every work day, between 9:00 and 17:00, or on the Company's website (www.ropharma.ro – Investors' Section – Shareholding Information), starting on February 05, 2024.

In the case where, on March 05, 2024 the legal and statutory quorum is not met, in order to validate the meeting, the Extraordinary General Meeting of the Shareholders shall be held on **March 06, 2024**, same place and time, with the same Agenda.

Additional information can be obtained at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 500091, or at the following phone numbers: 0268/547230, between 09 :00 and 17 :00, as well as on the Company's website www.ropharma.ro/Investitori/InformatiiActionariat.

Dr. pharm. MIHAI MIRON
CEO