

Current report pursuant to FSA Regulation no. 5/2018

Report date: 05.03.2024

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 Extraordinary General Meeting of the Shareholders met on March 5, 2024, 11.00 hours, during which voted a number of 16 shareholders who own, at the reference date 22.02.2024, a number of 417.254.884 shares with voting rights, representing 81,6119% of the voting rights and share capital.

The Convening of the EGM was published in the Official Gazette of Romania Part 4 no. 552 from 02.02.2024 and in „Bursa” newspaper no. 21 from 02.02.2024.

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

1. With majority of votes approves in principle the merger by absorption between Ropharma SA, having its headquarters in Brasov, 55 Iuliu Maniu Street, first floor, registered with the Trade Register Office under no. J08/2886/2007, Sole registration number 1962437, as the absorbing company and Ropharma Logistic SA, having its headquarters in Brasov, 55 Iuliu Maniu Street, second floor, registered with the Trade Register Office under no. J08/1637/2014, Sole registration number 33840373, as the absorbed company. (Votes FOR: 416.567.931, AGAINST: 686.953, ABSTAIN: 0)
2. With majority of votes mandates the Board of Administrators of the Company in order to prepare the Merger Project. (Votes FOR: 416.567.931, AGAINST: 686.953, ABSTAIN: 0)
3. In the absence of unanimity of votes, the waiver is not approved, in accordance with the provisions of art. 243<sup>3</sup> 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. 243<sup>3</sup> para. (1) of Law no. 31/1990 on companies. (Votes FOR: 371.823.396, AGAINST: 45.431.488, ABSTAIN: 0)
4. In the absence of unanimity of votes, the waiver is not approved, in accordance with the provisions of art. 243<sup>2</sup> 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. 243<sup>2</sup> para. (1) and to provide

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

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

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Capital social subscris si varsat : 51.126.741,30 lei

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the information mentioned at art. 243<sup>2</sup> para. (4) of Law no. 31/1990 on companies. (Votes FOR: 371.823.396, AGAINST: 45.431.488, ABSTAIN: 0)

5. Approves with majority of votes the date of **April 2, 2024** as registration date, according to FSA Regulation no. 5/2018. (Votes FOR: 416.567.931, AGAINST: 686.953, ABSTAIN: 0)
6. Approves with majority of votes the date of **April 1, 2024**, as ex-date, according to FSA Regulation no. 5/2018. (Votes FOR: 416.567.931, AGAINST: 686.953, ABSTAIN: 0)
7. Approves with majority of votes the empowerment of Mr. Mihai Bratescu who shall fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decision. (Votes FOR: 416.567.931, AGAINST: 686.953, ABSTAIN: 0)

**CEO**

**Dr. pharm. Mihai MIRON**

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