

Draft for the Decision of the Ordinary General Meeting of Shareholders of BIOFARM S.A. Company of 26/27.04.2021

**DECISION NO. 83
of the Ordinary General Meeting of Shareholders of Biofarm S.A. Company
of _____**

The Ordinary General Meeting of Shareholders of Biofarm S.A., with registered office in Bucharest, 99 Logofatul Tautu Street, 3rd District, Sole Identification Number at the Trade Register 341563, order number with the Trade Register J40/199/1991, having fully subscribed and paid-up share capital of lei 98,537,535.00, **was convened** in compliance with 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 on issuers of financial instruments and market operations, **at the Biofarm S.A. office of 99 Logofatul Tautu Street, 3rd District, Bucharest, on 26/27.04.2021, at 12 o'clock p.m..**

The Ordinary General Meeting of Shareholders is at the first/second convening. The convening was published in the Official Gazette of Romania Part IV No. ____/____ and in the newspaper "Jurnalul National" no. 845 (8157) of 24.03.2021 and no. 846 (8158) of 25.03.2021.

At the Meeting, shareholders registered with the Shareholders' Register attended on the **reference date of 16.04.2021.**

From the total of 985,375,350 issued shares, _____ shares were presented and represented at the Meeting, representing _____ % from the total of issued shares. The Ordinary General Meeting of Shareholders is statutory and legally constituted.

The Ordinary General Meeting of Shareholders of the Company Biofarm S.A. decides unanimously/with majority of votes as follows:

1. The election, on the basis of Art. 129 of Law 31/1990 of the companies republished, of a secretaryship for the Ordinary General Meeting of Shareholders composed of Mrs. ION Zoia Mihaela (shareholder of Biofarm SA) – secretary, Mrs. STANCIU Roxana Maria - technical secretary and Mrs. GRIGORAS Florina- technical secretary, is approved.

2. The individual financial statements for the year concluded on 31 December 2020 drafted in compliance with IFRS adopted by the European Union, based on the reports presented by the Board of Directors and by the financial auditor are approved.

3. The discharge from administration for the year of 2020 is approved.

4. The distribution of the net profit made in 2020 and of the gross dividend of lei 0.022/share is approved.

5. The distribution of dividends starting with the date of 03.09.2021, which is the payment date - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and of Art. 178 (2) from the F.S.A. Regulation No. 5/2018, with bearing by shareholders of distribution



expenses, as well as establishing the deadline for keeping the dividends at the shareholders' disposal, are approved.

6. The empowerment of the Board of Directors for choosing the payment agent and establishing the dividends distribution procedure, in compliance with the legal provisions in force is approved.

7. The income and expenses budget for the year of 2021 is approved.

8. A net budget of maximum 1% from the profit before tax for rewarding the members of the Board of Directors for meeting the 2021 budget, as well as the delegation approval to the B.D. of the amounts allocation competence, is approved.

9. The management and investment program for the year 2021 is approved.

10. The registration to the "Retained earnings" of the amount of lei 807,409, representing dividends not picked up by shareholders for the financial year of 2016 is approved.

11. An extraordinary bonus granted to members of the B.D. for 2020 for the completion of the investment in the new production unit from Drumul Gura Badicului street and obtaining the necessary authorizations for its operation, in the amount of 200,000 lei net, is approved.

12. The election of Mr. Buică Nicușor Marian as a member of the Board of Directors for a period equal to the difference in mandate that remained to be executed by the Board of Directors in office, is approved.

13. Contract extension with the BDO AUDIT S.R.L. Company external auditor on a period of 1 (one) year is approved.

14. The Remuneration Policy for the managers of Biofarm S.A. is approved.

15. The date of 17.08.2021 is approved as the registration date in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

16. The date of 16.08.2021 is approved as the ex date in compliance with the provisions of Art. 176 (1) from the F.S.A. Regulation No. 5/2018 and Art. 2 (2) letter I from the F.S.A. Regulation No. 5/2018.

17. The mandating of Mr. Andrei Hrebenciuc – Chairman of the Board of Directors of Biofarm S.A. for signing all the documents issued following the Ordinary General Meeting of Shareholders is approved.

B.D. CHAIRMAN

O.G.M.S. SECRETARIES

HREBENCIUC Andrei

