ARTICLES OF INCORPORATION

of S.C. BIOFARM S.A. having order number with the Trade Register J40/199/1991 and tax identification number 341563, updated pursuant to the provisions of art. 204 (4) of Law 31/1990, republished, as further amended and supplemented.

ARTICLE 1 COMPANY NAME

The name of the commercial company is BIOFARM S.A. (the "Company"). In all the invoices, tenders, orders, rates, leaflets and other documents used in trade issued by the company, in addition to the name followed by the words "Joint Stock Company" or the abbreviation S.A., the registered office, the registration number with the Trade Register, the tax identification number and the subscribed and paid-up share capital according to the last approved balance sheet will be mentioned.

ARTICLE 2 LEGAL STATUS OF THE COMPANY

BIOFARM S.A. is a Romanian commercial company, organised under the legal form of a joint-stock company. The company carries out its activity pursuant to these Articles of Incorporation and to the Romanian legislation.

ARTICLE 3 OBJECT OF ACTIVITY OF THE COMPANY

Main field of activity: NACE 212 group – Manufacture of pharmaceutical preparations
Main activity: 2120 NACE code – Manufacture of pharmaceutical preparations
Secondary activities:
- 1082 NACE code – Manufacture of cocoa, chocolate and sugar confectionery
- 1089 NACE code – Manufacture of other food products n.e.c.
- 2041 NACE code – Manufacture of detergents and personal care products
- 2042 NACE code – Manufacture of perfumes and toilet preparations)
- 2059 NACE code - Manufacture of other chemical products n.e.c.
- 2110 NACE code – Manufacture of basic pharmaceutical products
- 3250 NACE code – Manufacture of medical and dental instruments and supplies
- 3512 NACE code – Production of electricity from renewable sources
- 3600 NACE code – Water production, treatment and supply
- 3821 NACE code - Recovery of recyclable materials
- 4612 NACE code - Agents involved in the sale of fuels, ores, metals and industrial chemicals
- 4617 NACE code - Agents involved in the sale of food, beverages and tobacco
- 4619 NACE code - Agents involved in the sale of miscellaneous products
- 4636 NACE code – Wholesale of sugar and sweets
- 4645 NACE code – Wholesale of perfume and cosmetics
- 4646 NACE code – Wholesale of pharmaceutical goods
- 4671 NACE code - Wholesale of motor vehicles
- 4685 NACE code – Wholesale of industrial chemicals
- 4686 NACE code - Wholesale of other intermediate products
- 4687 NACE code - Wholesale of waste and scrap
- 4689 NACE code - Specialized wholesale of other products n.e.c.
- 4690 NACE code – Non-specialised wholesale trade
- 4711 NACE code – Retail sale in non-specialised stores with food, beverages or tobacco predominating
- 4712 NACE code – Non-specialised retail trade, with predominant sale of non-food products
- 4727 NACE code – Retail sale of other food products

- 4773 NACE code – Retail sale of medicines
- 4774 NACE code - Retail sale of medical and orthopaedic goods
- 4775 NACE code – Retail sale of perfumery
- 4778 NACE code – Retail sale of other new goods n.e.c.
- 4781 NACE code – Retail trade of motor vehicles
- 4931 NACE code – - Land passenger transport, based on schedule
- 4932 NACE code – Land passenger transport, occasional
- 4939 NACE code – Other passenger land transport n.e.c.
- 4941 NACE code – - Freight transport by road
- 5210 NACE code – Storage
- 5224 NACE code – Handling
- 5225 NACE code - Transportation logistics activities
- 5231 NACE code - Freight transportation intermediary activities
- 6811 NACE code – Buying and selling of self-owned real estate
- 6820 NACE code – Renting and operating of own or leased real estate
- 7120 NACE code – Technical examination, analysis
- 7210 NACE code – Research and development in natural sciences and engineering
- 7320 NACE code – Market research and public opinion polling

The company will carry out import-export activities with the goods provided in the Main and secondary activity.

ARTICLE 4 OFFICE

4.1. The office of the Company is in Romania, Bucharest, No. 99 Logofatul Tautu Street, 3rd District.

4.2. The office of the Company can be moved to another address in Romania by the decision of the Extraordinary General Meeting of Shareholders or by the decision of the Board of Directors, as the case may be.

4.3. The company may open branches, as well as subsidiaries, representative offices, agencies, working points or such other offices in Romania or abroad.

ARTICLE 5 OPERATING DURATION

The operating duration is indefinite.

ARTICLE 6 SHARE CAPITAL

6.1. The share capital is in the amount of lei 98,537,535, fully paid-up and subscribed, of which:

- lei 433,150.20 representing the equivalent value of the in-kind contribution (land without constructions) belonging to S.C. BIOFARM S.A. for which the company issues a number of 4,331,502 shares in favour of the state represented by State Assets Management Agency. The land is registered with the Land Book under No. 76308, is free of encumbrances and easements, pursuant to the excerpts from the Land Book No. 76308 for authentication, issued under No. 1115840 of 05.12.2007 by the National Agency for Cadastre and Land Registration of Bucharest 1st district, is not litigious and the fees and taxes are paid up to date according to tax certificate No. 190.440/29.11.2007
- lei 98,104,384.80 represents cash contribution from shareholders, respectively 981,043,848 shares

The share capital is divided into 985,375,350 dematerialised registered shares, with a nominal value of 0.1 lei each.

6.2. The synthetic structure of the shareholding is as follows:

a) LONGSHIELD INVESTMENT GROUP S.A. – a Romanian legal entity, with office in Bucharest, No. 46-48 Serghei Vasilievici Rahmaninov Street, 2nd district, postal code 020199, having tax identification code 3168735, order number with the Trade Register J40/27499/1992 – holds 509.229.185 dematerialised registered shares, with a nominal value of lei 0.10 each, representing 51.6787% from the share capital, fully subscribed and paid-up, that is, lei 50,922,918.50.

b) LION CAPITAL S.A. – a Romanian legal person, with office in Arad, No. 35A Calea Victoriei Street, Arad County, having tax identification number 2761040, order number with the Trade Register J02/1898/1992 – holds 362,096,587 dematerialised registered shares, with a nominal value of lei 0.10 each, representing 36.7471% from the share capital, fully subscribed and paid-up, that is, lei 36,209,658.70.

c) Other shareholders, individuals – hold 101,941,440 dematerialised registered shares, with a nominal value of lei 0.10 each, representing 10.3454% from the share capital, fully subscribed and paid-up, that is, lei 10,194,144.

d) Other shareholders, legal persons – hold 12,108,138 dematerialised registered shares, with a nominal value of lei 0.10 each, representing 1.2288% from the share capital, fully subscribed and paid-up, that is, lei 1,210,813.80.

6.3. The company shall keep record of shares and of shareholders at the Depozitarul Central S.A. or at another independent registry company authorized in accordance with F.S.A. regulations and the decision of the Board of Directors.

ARTICLE 7 PARTICIPATION IN BENEFITS AND LOSSES OF SHAREHOLDERS

Shareholders shall participate in the profits and losses of the Company depending on the participation in the share capital.

ARTICLE 8 GENERAL MEETINGS OF SHAREHOLDERS

The management bodies of the company are:

- General Meeting of Shareholders
- Board of Directors

The General Meeting of Shareholders is the supreme decision-making body of the Company. The General Meetings are ordinary and extraordinary.

ARTICLE 9 CONVENING OF THE GENERAL MEETINGS OF SHAREHOLDERS

9.1. The General Meeting of Shareholders may be convened by the Board of Directors, as well as at the request of shareholders who individually or cumulatively hold at least 5% of the share capital.

9.2. The convening of the General Meeting of Shareholders is carried out by the Board of Directors within a maximum of 30 days, and it shall be held within a maximum of 60 days from the date of receipt of the request.

The convening will be submitted to the Autonomous Government Official Gazette for publication, within a maximum of 5 days from the date of adoption by the board of directors of the decision to convene the general meeting.

The meeting deadline cannot be less than 30 days from the publication of the convening in the Official Gazette of Romania, Part IV.

ARTICLE 10 ORGANIZATION OF GENERAL MEETINGS

10.1. The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors or, in case of impossibility, by another person designated by the Chairman or the Board of Directors.

10.2. The General Meeting will elect a secretariat consisting of 1-3 shareholders who will verify the list of shareholders present, indicating the share capital that each one represents. The Chairman may designate, from among the company's employees, one or more technical secretaries, to take part in the execution of the operations provided for in the preceding paragraphs.

A meeting minutes will be drawn up which will state the fulfilment of the convening formalities, the date and place of the general meeting, the shareholders present or represented, the number of shares held by each shareholder, the powers of attorney submitted, the summary debates, the decisions made, and, at the request of shareholders, the statements made by them during the meeting.

The general meeting may decide that the operations provided for above be supervised or performed by a notary public, at the company's expense.

10.3. Each share entitles to one vote in the General Meeting of Shareholders. Shareholders may be represented in the general meeting by persons other than shareholders, except for directors/managers/officers of the company, if, without their vote, the required majority would not have been obtained, based on a special power of attorney, pursuant to the F.S.A. regulations.

10.4. The Ordinary General Meeting of Shareholders is considered validly constituted and can make decisions if, at the first call, shareholders holding at least 40% of the total number of voting rights are present.

Decisions can be validly made by a simple majority of the votes cast.

10.5. If the legal quorum conditions are not met at the first convening, a second Ordinary General Meeting may be convened, which will be legally constituted under the conditions of the meeting of any part of the share capital represented in the meeting. Decisions will be validly taken with the majority of votes cast.

10.6. The Extraordinary General Meeting of Shareholders is considered validly constituted and can make decisions if shareholders representing 40% of the total number of voting rights are present at the first call.

10.7. If the legal quorum conditions are not met at the first call, a second Extraordinary General Meeting may be called, which will be legally constituted provided that shareholders holding 20% of the total number of voting rights are present.

Decisions are made with a majority of the votes held by the shareholders present or represented. The decision to modify the main object of activity of the company, to decrease or increase the share capital, to change the legal status, to merge, divide or dissolve the company is made with a majority of at least two thirds of the voting rights held by the shareholders present or represented.

10.8. Decisions made in compliance with the quorum and majority conditions required by this Articles of Incorporation are binding both for absent, but legally summoned shareholders, as well as for shareholders who voted against or abstained from voting.

10.9. Within 15 days from the date of the General Meeting, the decisions of the General Meeting of Shareholders will be submitted with the Trade Register and will be published in the Official Gazette of Romania.

10.10. The decisions of the General Meetings made in violation of the legal provisions or of these Articles of Incorporation may be challenged in court, within 15 days from the date of their publication in the Official Gazette, by any of the shareholders who did not take part in the Meeting or who voted against and requested that this be inserted in the meeting minutes.

ARTICLE 11 ATTRIBUTIONS OF THE GENERAL MEETINGS OF SHAREHOLDERS

11.1. The Ordinary General Meeting of Shareholders has the following main powers:

a) to discuss, approve or amend the annual financial statements, based on the reports presented by the board of directors, the chairman of the board of directors or, as the case may be, by the financial auditor, and to set the dividend;

b) to establish the income and expenditures budget;

c) to elect and revoke the members of the board of directors;

d) to decide on the management of the board of directors;

e) to set the general limits of all remunerations of the members of the Board of Directors, managers, as well as the additional remunerations of the members of the Board of Directors and any other benefits;

f) to decide on the pledging, renting or liquidation of one or more units of the company;

g) to decide to prosecute the directors for the damages caused to the Company, also designating the person responsible for exercising it;

h) to appoint or dismiss the financial auditor and to set the minimum duration of the financial audit contract;

The Ordinary General Meeting meets at least once a year, no later than 5 months after the end of the financial year.

11.2. The Extraordinary General Meeting of Shareholders exclusively has the following main powers:

a) change of the legal form of the Company;

b) reduction of the share capital or its replenishment through the issuance of new shares;

c) merger with other commercial companies or division of the Company;

d) early dissolution of the Company;

e) bond issuance and conversion of one category of bonds into another or into shares;

f) conversion of shares from one category to another;

g) conversion of registered shares into bearer shares or of bearer shares into registered shares;

h) any other amendment to the articles of association or any other decision for which the approval of the extraordinary general meeting is required.

i) delegation to the Board of Directors of the competence to increase the share capital within the limit established by the Extraordinary General Meeting of Shareholders for 1 year.

ARTICLE 12 COMPANY ADMINISTRATION AND REPRESENTATION

12.1. The Company is managed by a Board of Directors consisting of 3-5 directors jointly and severally responsible to the Company, regardless of their citizenship or nationality, Romanian or foreign.

The directors will be elected by the Ordinary General Meeting of Shareholders for a period of 4 years and their mandate may be renewed for a period decided by the Ordinary General Meeting of Shareholders.

Directors may be revoked at any time by decision of the Ordinary General Meeting of Shareholders.

The majority of the board of directors will be composed of non-executive directors.

Directors are required to submit their signatures to the Trade Register within 15 days from appointment.

12.2. A vacancy is the impossibility of an director to fulfill his/her function. If the director does not appear at the meetings of the Board of Directors three times consecutively, without health reasons, he/she is considered dismissed from office, the position becoming vacant. In the event of a vacancy in one or more director positions, the board of directors shall proceed to appoint provisional directors, until the ordinary general meeting of shareholders is held.

If the vacancy provided for above causes the number of directors to decrease below the legal minimum, the remaining directors shall immediately convene the ordinary general meeting of shareholders to complete the number of members of the board of directors.

12.3. The remuneration of directors will be 15% of the monthly remuneration established by the mandate contract for the General Manager. The general limit of all additional remuneration of the members of the Board of Directors and the managers will be approved annually by the General Meeting of Shareholders when establishing the income and expenditure budget.

The employment contract of the General Manager is transformed into a mandate contract pursuant to the legal provisions.

12.4 The company is entitled to insure directors, directors and managers by recording expenses of up to 20,000 Euros per year.

ARTICLE 13 CONVENING AND ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

13.1. Each Director shall have one vote in the Board of Directors of the Company. The Board of Directors shall meet at the Company's headquarters at least once every 3 months or as often as necessary upon convening by the Chairman or at the request of at least 2 of its members or the General Manager.

13.2. The Board of Directors will be chaired by the Chairman. The Board of Directors is validly convened in the presence of the majority of its members and may decide with the absolute majority of those present.

The Secretary of the Board of Directors shall draw up minutes which shall record the date and place of the meeting, the observance of the convening procedure, the names of those present, the agenda, the summary debates, the separate opinions, as well as the decisions made with the mention of the majorities gathered for voting. The minutes shall be signed by the chairman of the meeting and by at least one other director.

13.3. In the event of a ballot in the Board of Directors, the Chairman shall have the casting vote if he/she is not the general manager. In the event of a tie and if the Chairman does not have the casting vote, the proposal submitted to the vote shall considered rejected.

13.4. The meetings of the Board of Directors may also be held by telephone, internet and other means of remote communication - provided that all members participating in the meeting have the physical possibility to participate in the discussions and to hear all the issues on the agenda. A written document must be signed within a maximum of 30 days from the date of the meeting mentioning the deliberations, the decisions made, the number of votes and the separate opinions of Directors.

13.5 The convening is made in accordance with the legal provisions on the matter.

ARTICLE 14 ATTRIBUTIONS OF THE BOARD OF DIRECTORS AND OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

14.1 The attributions of the Board of Directors are the following:

a) establishing the main directions of activity and development of the company;

b) establishing the accounting and financial control system and approving financial planning;

c) appointing and dismissing managers and establishing their remuneration and any other benefits; establishes the additional remuneration of the members of the Board of Directors entrusted with specific functions within the general limits established by the General Meeting of Shareholders;

d) preparing the annual report, organizing the general meeting of shareholders and implementing its decisions;

e) filing the application for opening the company's insolvency procedure, according to Law No. 85/2014 on insolvency proceedings.

f) moving the office of the company;

g) changing the company's object of activity, except for the field and main object of the company;

h) establishment or dissolution of secondary offices: branches, agencies, representative offices or other such units without legal personality;

i) increasing the share capital and establishing the procedure to be followed in compliance with the laws in force, within the limits established by the extraordinary general meeting of shareholders;

j) the acts of acquirement, alienation, exchange or provision as collateral of assets from the category of fixed assets of the company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less fixed receivables, will be concluded by the directors or directors of the company only after prior approval by the Extraordinary General Meeting of Shareholders. Leases of tangible assets, for a period of more than one year, whose individual or cumulative value to the same co-contractor or the same persons involved or acting in a concerted manner exceeds 20% of the value of the total fixed assets, less the fixed receivables on the date of conclusion of the legal deed, as well as associations for a period of

more than one year that exceed the same value, are approved in advance by the Extraordinary General Meeting of Shareholders.

k) electing the Chairman of the Board of Directors

l) organising the company's own control

m) approves the contracting of bank loans with a value greater than Euros 750,000, but less than or equal to 20% of total fixed assets less receivables

n) approving the organizational chart

14.2 The Chairman of the Board of Directors has the following attributions:

a) convenes the General Meeting of Shareholders at the proposal of the Board of Directors or at the request of shareholders who individually or cumulatively hold at least 5% of the share capital;

b) chairs the meetings of the Board of Directors and chairs the general meetings;

c) coordinates the activity of the board and reports on it to the general meeting of shareholders;

d) oversees the proper functioning of the company's bodies.

14.3 The Chairman of the Board of Directors of the company may be also appointed as a General Manager.

ARTICLE 15 GENERAL MANAGER. MANAGEMENT DELEGATION TO MANAGERS

15.1. The General Manager has the following attributions:

a) represents the Company in the relationship with shareholders, third parties, the union and in court under the terms of the law and these Articles of Incorporation;

b) hires and fires company personnel;

c) establishes job descriptions and salaries for all company employees;

d) proposes the company's organizational chart;

e) approves sanctions for company personnel;

f) approves the allocation of bonuses for company personnel;

g) is entitled to sign in the bank, shall designate and revoke the persons who will have this right, as well as the limits of this right;

h) in the absence of a decision of the General Meeting of Shareholders, the General Manager may commit the company within the limit of an amount representing the maximum equivalent in lei of EURO 750,000, but not more than 20% of the total fixed assets, less receivables for financial operations taken individually or cumulatively during a financial year;

i) performs any other duties delegated by the Board of Directors;

j) is entitled to delegate the authority to represent the company in relations with third parties, the union etc. to the Executive Officer, the Deputy General Manager and other persons in the company's management, by decision;

15.2. The General Manager of the Company reports to the Board of Directors.

15.3. The General Manager is liable for exceeding his/her duties.

15.4. The General Manager may also be the Chairman of the Board of Directors.

15.5 The General Manager is responsible for fulfilling the decisions of the Board of Directors and the business plan.

15.6 The other persons with management positions have powers and responsibilities according to the job description.

ARTICLE 16 CAPITAL INCREASE OR DECREASE

16.1. The share capital of the Company may be increased by decision of the General Meeting of Shareholders or the Board of Directors of the Company within the limits established by the General Meeting of Shareholders.

16.2. The increase in the share capital with cash contribution is achieved by issuing new shares that are offered for subscription:

a) to holders of the preferential right, belonging to existing shareholders on the registration date who have not alienated them during their trading period, if applicable, or acquired during their trading period. In order to exercise the pre-emptive right, a period of at least 14 calendar days, but not less than 10 working days, will be granted from the publication

of the decision to increase the share capital in the Official Gazette. In the prospectus prepared for the public offer of shares offered to shareholders for the exercise of the pre-emptive right, the company specifies the start date of the period for exercising the pre-emptive right, which is subsequent to the date of publication of the prospectus approved by the F.S.A., as well as the registration date related to the share capital increase and the date of publication of the decision of the extraordinary general meeting of shareholders or of the board of directors in the Official Gazette of Romania, Part IV.

b) the investing public, provided that the new shares have not been fully subscribed during the period of exercising the pre-emptive right, if the issuer does not decide in the Extraordinary General Meeting of Shareholders to cancel them.

The Extraordinary General Meeting of Shareholders may decide to trade pre-emptive rights under the terms of the law and regulations of F.S.A.

16.3. Share capital increase shall be possible only after two months have passed from the date of publication in the Official Gazette of the decision of the General Meeting of Shareholders.

16.4. The decision must comply with the minimum legal capital, must show the reasons for the decrease and the procedure to be followed to decrease the capital.

16.5. Share capital decrease will be made pursuant to the provisions of the law.

ARTICLE 17 TRANSFER OF SHARES

17.1. The shares are indivisible with respect to the Company, which recognizes only one owner for each share.

17.2. Shareholders may request the following documents for information and exercise of control:

a) published periodic and annual financial results;
b) income and expenditures budget;
c) current reports made to BSE/FSA;
d) decisions of the Ordinary and Extraordinary General Meetings.

ARTICLE 18 FISCAL YEAR. FINANCIAL AUDIT and INTERNAL AUDIT

18.1. The Company's fiscal year begins on the 1st of January and ends on the 31st of December of the current year. The first fiscal year begins on the date of company incorporation and ends on the 31st of December of the current year.

18.2. The financial statements of the company subject to the legal obligation to audit will be audited by financial auditors - natural persons or legal entities, under the conditions provided by the law.

18.3. The company will organize the internal audit according to the rules developed by the Chamber of Financial Auditors of Romania.

18.4. Each year, the Company, under the care of the Directors, must prepare its balance sheet, profit and loss account and keep records of its economic and financial activity pursuant to the Romanian legislation. The annual balance sheet and profit and loss account will be filed with the Trade Register.

ARTICLE 19 PROFIT CALCULATION AND DISTRIBUTION

19.1. The profit of the Company is established pursuant to the legal requirements and approved by the Ordinary General Meeting of Shareholders.

19.2. A reserve fund of no less than 5% of gross profit must be established until it reaches 20% of the Company's share capital.

19.3. The shareholder is entitled to dividends, proportional to the shares held, calculated based on the net profit achieved.

19.4. The distribution of dividends and any other decisions regarding the allocation of net profit will be decided by the Ordinary General Meeting of Shareholders.

ARTICLE 20 ESTABLISHMENT OF SECONDARY OFFICES

The company will be able to establish secondary offices in any locality in the country and abroad following the decision of the Extraordinary General Meeting of Shareholders or the Board of Directors.

ARTICLE 21 COMPANY DISSOLUTION, MERGER AND SPIN-OFF

21.1. The following situations will lead to the dissolution of the Company:
a) the impossibility of achieving the Company's object of activity;
b) bankruptcy;
c) after a period of two months has elapsed since the loss of at least 1/3 of the Company's share capital after the reserve fund has been spent, unless the Extraordinary General Meeting of Shareholders decides that this capital be brought to the initial level or reduced to the remaining value;
d) declaration of nullity of the Company;
21.2. The dissolution of the Company must be registered with the Trade Register and published in the Official Gazette.
21.3. The merger and spin-off will be carried out pursuant to the legal provisions.

ARTICLE 22 COMPANY LIQUIDATION

The company, once dissolved, must be liquidated. The liquidation will be carried out in accordance with the legal provisions.

ARTICLE 23 DISPUTES

23.1. Any dispute between the shareholders of the company arising from the conclusion and execution of this Articles of Incorporation shall fall under the jurisdiction of the common law court at the Company's headquarters.
23.2. The Company's conflicts with personnel employed under employment contracts will be settled pursuant to the Romanian labour legislation.

ARTICLE 24 OTHER LEGAL REGULATIONS

The aspects not provided for in these Articles of Incorporation are supplemented by the Romanian legislation in force or by decisions of the General Meeting of Shareholders.

Signature,

Andrei Hrebenciuc – Chairman of the Board of Directors of Biofarm S.A., Articles of Incorporation updated pursuant to the power of attorney given by the Decision of the Extraordinary Meeting of Shareholders No. 92 of 28.04.2025.