

Translation from Romanian

ARTICLES OF INCORPORATION

of S.C. BIOFARM S.A., order number with the Trade Register J40/199/1991 and tax identification number 341563, updated in accordance with art. 204 (4) of Law no. 31/1990, republished, with subsequent amendments and completions.

ARTICLE 1 COMPANY NAME

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

ARTICLE 2 COMPANY LEGAL FORM

BIOFARM S.A. is a Romanian trade company, incorporated under the legal form of a public limited company. The company operates according to these Articles of Association and to the Romanian legislation.

ARTICLE 3 COMPANY OBJECT OF ACTIVITY

The main activity field: group CAEN 212 – Manufacture of pharmaceutical preparations

Main activity: CAEN 2120 code – Manufacture of pharmaceutical preparations

Secondary activities:

- CAEN 1082 code – Manufacture of cocoa, chocolate and sugar confectionery
- CAEN 1089 code – Manufacture of other food products n.e.c.
- CAEN 2041 code – Manufacture of soap and detergents, cleaning and polishing preparations
- CAEN 2042 code – Manufacture of perfumes and toilet preparations
- CAEN 2110 code – Manufacture of basic pharmaceutical products
- CAEN 3250 code – Manufacture of medical and dental instruments and supplies
- CAEN 3312 code – Repair of machinery
- CAEN 3511 code - Production of electricity
- CAEN 3600 code – Water collection, treatment and supply
- CAEN 4511 code – Sale of cars and light motor vehicles (under 3.5 tons)
- CAEN 4636 code – Wholesale of sugar and chocolate and sugar confectionery
- CAEN 4645 code – Wholesale of perfume and cosmetics
- CAEN 4646 code – Wholesale of pharmaceutical goods
- CAEN 4675 code – Wholesale of chemical products
- CAEN 4690 code – Non-specialised wholesale trade
- CAEN 4719 code – Other retail sale in non-specialised stores
- CAEN 4729 code – Other retail sale of food in specialised stores
- CAEN 4773 code – Dispensing chemist in specialised stores
- CAEN 4789 code – Retail sale via stalls and markets of other goods
- CAEN 4791 code – Retail sale via mail order houses or via Internet
- CAEN 4799 code – Other retail sale not in stores, stalls or markets
- CAEN 4939 code – Other passenger land transport n.e.c.
- CAEN 4941 code – Freight transport by road
- CAEN 5210 code – Warehousing and storage
- CAEN 5224 code – Cargo handling
- CAEN code 6810 - Buying and selling own real estate
- CAEN 6820 code – Renting and operating of own or leased real estate
- CAEN 7120 code – Technical testing and analysis



- CAEN 7219 code – Other research and experimental development on natural sciences and engineering
- CAEN 7320 code – Market research and public opinion polling

The company will develop import – export activities with the goods specified in the main and secondary activity.

ARTICLE 4 REGISTERED OFFICE

4.1. The Company registered office is in Romania, Bucharest, no. 99 Logofatul Tautu Str., 3rd City District.

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

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

ARTICLE 5 OPERATING DURATION

The operating duration is undetermined.

ARTICLE 6 SHARE CAPITAL

6.1. The share capital has a value of 98.537.535 RON, fully subscribed and paid-up, of which:

- 433.150,20 RON representing the equivalent value of the in kind contribution (land without buildings) 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 the State Assets Management Authority. The land is registered in the Land Book with no. 76308, it is free of encumbrances and easements according to the excerpt from the Land Book no. 76308 for authentication, issued under no. 1115840 of 05.12.2007 by the National Agency for Cadastre and Real Estate Publicity of Bucharest 1st District, it is not disputed and taxes are paid to date according to the tax certificate no. 190.440/29.11.2007

- 98.104.384,80 RON represent in cash contribution of shareholders, respectively 981.043.848 shares.

The share capital is divided in 985.375.350 dematerialised nominative shares, with a nominal value of 0,1 RON each.

6.2. The synthetic shareholding structure is the following:

a) The Financial Investment Company MUNTENIA S.A. – a Romanian legal person, with office in Bucharest, Splaiul Unirii, nr. 16, sector 4, having unique registration code 3168735, order number with the Trade Register J40/27499/1992 – holds 502,379,066 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 50.9835 % from the fully subscribed and paid-up share capital, that is lei 50,237,906.60.

b) The Financial Investment Company BANAT - CRISANA S.A. – a Romanian legal person, with office in Arad, Calea Victoriei nr. 35A, Arad County, having unique registration code 2761040, order number with the Trade Register J02/1898/1992 – holds 362,096,587 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 36.7471 % from the fully subscribed and paid-up share capital, that is lei 36,209,658.70.

c) Other shareholders, natural persons – hold 97,623,403 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 9.9072% from the fully subscribed and paid-up share capital, that is lei 9,702,340.30.

d) Other shareholders, legal persons – hold 23,276,294 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 2.3622% from the fully subscribed and paid-up share capital, that is lei 2,327,629.40.

6.3. The company will keep track of shares and of shareholders at the S.C. Depozitarul Central SA or at another independent registrar, authorised in accordance with the C.N.V.M. regulations and the decision of the Board of Directors.

ARTICLE 7 PARTICIPATION TO PROFITS AND LOSSES OF SHAREHOLDERS

Shareholders will participate to the profits and losses of the Company depending on the participation to the share capital.

ARTICLE 8 GENERAL MEETINGS OF SHAREHOLDERS

The company management bodies are:

- General Meeting of Shareholders
- Board of Directors

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

ARTICLE 9 CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS

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

9.2. Convening the General Meeting of Shareholders is made by the Board of Directors no later than 30 days and shall meet not later than 60 days from date of receipt of the request.

The convocation will be filed with the "Monitorul Oficial" Autonomous Régie for publishing, no later than 5 days from the date of adoption by the Board of Directors of the gathering decision of the General Meeting.

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

ARTICLE 10 GENERAL MEETING ORGANISATION

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

10.2. The General Meeting will choose a secretariat composed of 1-3 shareholders that will verify the list of presence of shareholders, indicating the share capital each person represents. The Chairman may appoint, from the company employees, one or more technical secretaries, to take part in the execution of operations referred to in the preceding paragraphs.

Minutes of the meeting will be concluded and will consist in fulfilling the formalities for convening, the date and place of the general meeting, present or represented shareholders, the number of shares held by each shareholder, powers of attorney submitted, debates in the summary, decisions taken and the request of shareholders, declarations made during the meeting.

The General Meeting may decide for the operations mentioned above to be supervised or carried out by a Notary Public, on the Company's expense.

10.3. Each share entitles the right to one vote in the General Meeting of Shareholders. Shareholders may be represented in the General Meeting by other persons than shareholders as well, except for administrators / directors / clerks of the company if without their vote, the requested majority would not have been obtained, based on a special power of attorney, according to CNVM regulations.

10.4. The Ordinary General Meeting of Shareholders is considered validly constituted and may take decisions if at the first convening, shareholders who own at least 40% of the total number of voting rights, are present.

Decisions can be validly taken with the simple majority of the expressed votes.

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

10.6. The Extraordinary General Meeting of Shareholders is considered validly constituted and may take decisions if at the first convening, shareholders representing 40% from the total number of voting rights are present.

10.7. If at the first convening, the legal conditions related to quorum are not met, a second Extraordinary General Meeting can be convened, which will be legally constituted, provided that shareholders owning 20% from the total number of voting rights are present.

The decisions are taken with the majority of votes owned by the present or represented shareholders. The decision to modify the main activity object of the company, to reduce or to increase the share capital, to change the legal form, to merge, divide or dissolve the company are taken with a majority of at least two thirds of the voting rights owned by the present or represented shareholders.

10.8. The decisions taken to comply with the quorum and majority conditions required by these Articles of Association are compulsory both for the absent shareholders, but legally convened, and for the shareholders who voted against or who 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 taken by breaching the legal provisions or these Articles of Association may be appealed, within 15 days from the date of their publishing in the Official Gazette, by any of the shareholders who did not attend the Meeting or who voted against and requested to introduce this in the meeting minutes.

ARTICLE 11 ATTRIBUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

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

a) to discuss, approve and modify the annual financial statements, based on the reports presented by the Board of Directors, the chairman of the Board of Directors or, if necessary, by the financial auditor and to establish the dividend;

b) to establish the income and expenses budget;

c) to choose and revoke the members of the Board of Directors;

d) to pronounce itself on the management of the Board of Directors;

e) to fix the general limits of all remuneration of the members of the Board of Directors, the directors, as well as additional remunerations of all Board of Directors members and any other advantages;

f) to decide the mortgaging, rental or the dissolution of one or more units of the company;

g) to decide the prosecution of administrators for the damages caused to the Company, also appointing the person in charge with this action;

h) to appoint or to discharge the financial auditor and to establish the minimum duration of financial audit contrast;

The Ordinary General Meeting is gathered at least once per year, in maximum 5 months from the conclusion of the financial year.

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

a) modification of the legal form of the Company;

b) reduction of the share capital or its replenishment by issuing new shares;

c) fusion with other trade companies or division of the Company;

d) anticipated dissolution of the Company;

e) bonds issuance and the conversion of a bond category to another or in shares;

f) conversion of shares from one category to another;

g) conversion of nominal shares to shares in bearer form or of shares in bearer form to nominal shares;

h) any other modification 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 power to increase the share capital within the limit established by the Extraordinary General Meeting of Shareholders established for 1 year.



ARTICLE 12 COMPANY MANAGEMENT AND REPRESENTATION

12.1. The Company is administered by a Board of Directors composed of 3-5 administrators who are jointly responsible before the Company, regardless of their citizenship or nationality, Romanian or foreign.

Administrators shall be elected by the Ordinary General Meeting of Shareholders for a period of 4 years and their mandate can be renewed for a period decided by the Ordinary General Meeting of Shareholders.

Administrators may be revoked from their function at any time through the decision of the Ordinary General Meeting of Shareholders.

Most of the Board of Directors members shall be formed of non-executive administrators.

Administrators are obliged to submit their signatures to the Trade Register within 15 days from their appointment.

12.2. The position is considered vacant if an administrator fails to fulfil his/her obligations related to the function. In the case in which the administrator does not participate to the meetings of the Board of Directors three times consecutively, without health reasons, the concerned person is revoked from function, the position becoming vacant. In case one or several administrator positions are vacant, the Board of Directors proceeds to the appointment of temporary administrators, until the gathering of the Ordinary General Meeting of Shareholders.

If the vacancy aforementioned determines the decrease of the administrators' number below the legal minimum, the remaining administrators shall immediately convene the Ordinary General Meeting of Shareholders in order to complete the number of members in the Board of Directors.

12.3. The remuneration of administrators shall be of 15% from the monthly remuneration established through the mandate contract for the General Manager. The general limit of all additional remunerations of the members of the Board of Directors and of directors shall be annually approved by the General Meeting of Shareholders upon establishing the income and expenses budget.

The labour contract of the General Manager is transformed into a mandate contract according to the legal provisions.

12.4 The Company has the right to ensure the administrators, directors and managers by the registration of expenses up to 20.000 Euro per year.

ARTICLE 13 CONVENING AND ORGANISATION OF BOARD OF DIRECTORS MEETINGS

13.1. Each Administrator shall have a vote in the Board of Directors of the Company. The Board of Directors is gathered at the Company's registered office for at least once at 3 months or whenever necessary at Chairman's convening or upon the request of at least 2 of its members or of the general manager.

13.2. The Board of Directors shall be chaired by the Chairman. The Board of Directors is validly gathered in the presence of the majority of its members and it can decide with the absolute majority of those present.

The secretary of the Board of Directors shall draft a minute in which the date and the place of the meeting, the compliance with the convening procedure, the name of those present, the agenda, summary of deliberations, separate opinions, as well as the decisions taken mentioning the majority obtained from voting will be mentioned. The Minute is signed by the meeting chairman and by at least one administrator.

13.3. In case of a balloting event in the Board of Directors, the Chairman shall have the casting vote if the General Manager is not present. In case of votes parity and if the chairman does not benefit from the casting vote, the proposal submitted for voting is considered rejected.

13.4. The meetings of the Board of Directors can also be held via telephone, Internet and other remote communication means – provided that all members participating to the meeting have the physical possibility of participating to discussions and hearing the issues which are included on the working agenda. A written document shall have to be signed within maximum 30 days from the date on which the meeting was held, mentioning the deliberations, the taken decisions, number of votes and separate opinions of Administrators.

13.5 The convening shall be done according to the legal provisions in 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) to establish the main directions of activity and development of the company;
- b) to establish the accounting and financial audit system and to approve the financial planning;
- c) to appoint and to revoke directors and to establish their remuneration and any other advantages; to establish the additional remuneration for the members of the Board of Directors who have specific functions within the general limits established by the General Meeting of Shareholders;
- d) to prepare the annual report, to organise the General Meeting of Shareholders and to implement its decisions;
- e) to introduce the request for initiating the company's insolvency procedure, according to Law no. 85/2014 on the insolvency procedure;
- f) to move the registered office of the company;
- g) to change the activity object of the company, except for the domain and main object of the company;
- h) to establish or to close some secondary offices: branches, agencies, offices or other such units without legal personality;
- i) to increase the share capital and to establish the procedure to be followed, by complying with the applicable law, within the limits established by the Extraordinary General Meeting of Shareholders;
- j) the documents of acquisition, transfer, exchange or of establishing in warranty of some assets from the category of fixed assets of the company, the value of which exceeds, individually or cumulated, on the duration of a financial year, 20% from the total of fixed assets, less receivables, shall be concluded by the administrators or directors of the company after the prior approval from the Extraordinary General Meeting of Shareholders;
- k) to chose the Chairman of the Board of Directors;
- l) to organise the own audit of the company;
- m) to approve the contracting of banking loans with a value higher than 750.000 Euro, but smaller or equal to 20% from the total of fixed assets, less receivables;
- n) to approve the organisational chart.

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

- a) to convene the General Meeting of Shareholders upon the request of the Board of Directors or at the request of shareholders who individually or jointly own at least 5% from the share capital;
- b) to conduct the meetings of the Board of Directors and to chair the General Meetings;
- c) to coordinate the activity of the Board and to report about it at the General Meeting of Shareholders;
- d) to monitor the proper functioning of company bodies.

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

ARTICLE 15 GENERAL MANAGER. DELEGATION OF MANAGEMENT TO DIRECTORS

15.1. The General Manager has the following attributions:

- a) he/she represents the Company in relations with shareholders, third parties and in legal matters under the law and these Articles of Association;
- b) employs and discharges the company personnel;
- c) establishes job descriptions and the wages of all company's employees;
- d) proposes the organisational chart of the company;
- e) approves sanctions for the personnel of the company;
- f) approves the allocation of bonuses for the company's personnel;
- g) has signature right at the bank, he/she shall appoint and revoke the persons who shall 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 shall employ the company within the limit of a sum representing the maximum equivalent in lei of 750.000 EURO, but no more than 20% from the total of fixed assets, less receivables for financial operations taken individually or jointly during one financial year;
- i) fulfils any other powers delegated by the Board of Directors;
- j) has the right to delegate the representation competence of the company in relations with third parties, union etc. The General Manager, Deputy General Manager and with any persons from the company management, by decision;

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

15.3. The General Manager is responsible for exceeding his/her powers.

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

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

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

ARTICLE 16 INCREASE OR DECREASE OF THE SHARE CAPITAL

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

16.2. Share capital increase with cash input is performed by issuing new shares which are offered for subscription:

a) holders of preference right, belonging to existing shareholders at the registration date, who have not transferred them during their transaction period, if applicable, or acquired during their transaction period. In order to exercise the preference right, a period of 30 days from the publication in the Official Gazette of the decision on share capital increase will be granted.

b) investing public, under the conditions in which new shares were not entirely subscribed during the period of preference right exercise, if the issuer does not decide their cancellation in the Extraordinary General Meeting of Shareholders.

Extraordinary General Meeting of Shareholders may decide the transaction of preference rights under the legal requirements and CNVM regulations.

16.3. The decrease of share capital can be performed only after two months have passed since the publication in the Official Gazette of the General Meeting of Shareholders decision.

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

16.5. Share capital reduction shall be made in compliance with legal requirements.

ARTICLE 17 SHARES TRANSFER

17.1. Shares are indivisible towards the Company, which only recognises one owner for each share.

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

a) periodic financial and published annual results;

b) income and expenses budget;

c) current reports made towards BVB/CNVM;

d) decisions of Ordinary and Extraordinary General Meetings.

ARTICLE 18 FINANCIAL YEAR, FINANCIAL AUDIT AND INTERNAL AUDIT

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

18.2. Financial statements of the company that are subjected to the legal obligation of auditing shall be audited by financial auditors – individuals or legal entities – under the requirements provided by law.

18.3. The Company shall organise the internal audit according to the regulations elaborated by the Chamber of Financial Auditors of Romania.

18.4. Each year, by the care of Administrators, the company must elaborate its balance sheet, the profit and loss account and to record its financial and economic activity in accordance with the Romanian legislation. The annual balance sheet and the profit and loss account will be filed with the Trade Register.



ARTICLE 19 PROFIT CALCULATION AND DISTRIBUTION

19.1. The company profit is established in accordance with the legal requirements and approved by the Ordinary General Meeting of Shareholders.

19.2. A reserve fund no more than 5% of gross profit must be constituted until it reaches 20% from the share capital of the Company.

19.3. The Shareholder has the right to dividends, proportionally with the owned shares, calculated based on the realised net profit.

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

ARTICLE 20 ESTABLISHING SECONDARY OFFICES

The company may establish secondary offices in any locality in the country and abroad, following the decision of the Extraordinary General Meeting of Shareholders or of the Board of Directors.

ARTICLE 21 DISSOLUTION, FUSION AND DIVISION OF THE COMPANY

21.1. The following situations will lead to the Company dissolution:

a) Impossibility to realise the activity object of the Company;

b) bankruptcy;

c) after a period of two months from the loss of at least 1/3 from the share capital of the Company after spending the reserve fund, only if the Extraordinary General Meeting of Shareholders does not decide for this capital to be brought to the initial level or reduced to the remained value;

d) declaration of Company nullity;

21.2. Company dissolution must be registered with the Trade Register and published in the Official Gazette.

21.3. The fusion and division will be made according to the legal provisions.

ARTICLE 22 COMPANY LIQUIDATION

Once the Company has been dissolved, it must be liquidated. Liquidation will be made in accordance with the legal provisions.

ARTICLE 23 DISPUTES

23.1. Any dispute from the company's shareholders appeared with regard to the conclusion and the execution of these Articles of Association are under the competence of the common law court from the registered office of the Company.

23.2. Company conflicts with the personnel employed with employment contracts will be solved in accordance with the labour legislation of Romania.

ARTICLE 24 OTHER LEGAL REGULATIONS

Unforeseen aspects in these Articles of Incorporation are completed with the Romanian legislation in force or by decisions of the General Meeting of Shareholders.

Signature,

Andrei Hrebenciuc - President of the Board of Directors of Biofarm S.A., Articles of incorporation updated according to the empowerment given by the Decision of the Extraordinary General Meeting of Shareholders no. 88 from 05.10.2023.

