



99 Logofătul Tăutu street
Bucharest 3, Romania

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MAIL: office@biofarm.ro
WEB: www.biofarm.ro

Translation from Romanian

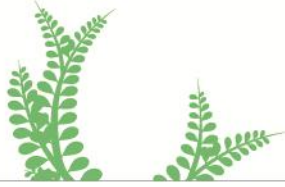
CONVENING NOTICE

The Board of Directors of SC BIOFARM SA, with Unique Registration Code 341563 and Trade Register number J40/I99/1991, registered capital 109.486.149,90 lei fully subscribed and paid in, web page www.biofarm.ro, convenes, in accordance with Law 31/1990, Law 297/2004 and Regulation 6/2009, the Ordinary General Meeting of Shareholders on 23.04.2012, 13:00 at the company headquarters in Bucharest, 99 Logofatul Tautu Street, district 3, Bucharest. If the meeting cannot be held because the quorum is not met, the second convocation shall be on 24.04.2012, at the same place, at the same hours and with the same agenda.

At the Ordinary General Meeting of Shareholders, the shareholders registered with the Shareholders' Register kept by S.C. Depozitarul Central S.A. are entitled to participate and vote at the end of 13.04.2012, considered the reference date.

The Ordinary General Meeting of Shareholders will have on the agenda the adoption of the following resolutions:

1. Approval of financial statements for the financial year 2011, based on the reports submitted by the Board of Directors, the B.D. Chairman and the financial auditor.
2. Approval of notice of discharge of administrators for the year 2011.
3. Approval of the distribution of the net profit achieved in 2011 based on the destinations of profits. Approval of gross dividend / share, proposed by the Board of Directors of 0.01lei / share establishing the payment terms and providing the dividends to the shareholders; incurring costs for the dividend distribution as well as the approval for their distribution via SC Biofarm SA and / or The Central Depository, the bank or other specialized financial institution, upon the Board of Directors' election, according to the distribution procedure to be specified by the Board of Directors of S.C. Biofarm S.A.
4. Approval of budget revenue and expenditure in 2012.
5. Approval of the program and investment activity for the year 2012.
6. The appointment of the external financial auditor and fixing the minimum duration of its contract.
7. The approval of the development procedure of the General Meeting of Shareholders.
8. Approval of 11.05.2012 as the date of registration in accordance with the provisions of art. 238 par. 1 of Law 297/2004 on the capital market.
9. Approval of empowering Mr. Danut Vasile - The Chairman of the Board of Directors in order to sign all documents issued following the Ordinary General Meeting of Shareholders.



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One or more shareholders representing severally or jointly at least 5% of the registered capital have the right:

- a) to put items on the agenda of the Ordinary General Meeting of Shareholders, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the Ordinary General Meeting of Shareholders. The request must be submitted in writing up to the end of 04.04.2012. Any proposals on the introduction of new items on the agenda of the Ordinary General Meeting of Shareholders must be submitted at the headquarters of SC BIOFARM SA in Bucharest, 99 Logofatul Tautu Street, district 3, zip code 031212. The individuals will submit proposals on the introduction of new items on the agenda in original, signed, accompanied by a copy of the shareholder's identity card, giving his agreement by signing it, together with the account statement issued by the Central Depository thereby resulting the shareholder capacity and the number of shares owned.

In respect of proposals submitted by legal persons, they will be signed in original by the legal representative, accompanied by the Confirmation of Company Details issued by the Trade Register, in original, not older than 30 days from the date of submission, a copy of the company registration certificate and the copy of the identity card of the legal representative that signs the documents, giving his agreement by signing it, together with the account statement issued by the Central Depository thereby resulting the shareholder capacity and the number of shares owned.

- b) to submit the draft decisions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders, no later than the end of 04.04.2012. The individuals shall send the draft decisions in original, signed, together with the shareholder's identity card, giving his approval by signing it.

In respect of proposals sent by legal persons, they will be signed in original by the legal representative, together with the Confirmation of Company Details issued by the Trade Register, in original, not older than 30 days from the date of submission, a copy of the company registration certificate and the copy of the identity card of the legal representative that signs the documents, giving his agreement by signing it.

Each shareholder has the right to submit written questions regarding the items on the agenda of the Ordinary General Meeting of Shareholders up to 20.04.2012, 13:00, at the headquarters of SC BIOFARM SA of Bucharest, 99 Logofatul Tautu Street, district 3, mentioning clearly on the envelope in capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 23/24.04.2012".

The individuals will submit written questions, signed by them, together with a copy of the shareholder's identity card, giving his agreement by signing it and by the account statement issued by the Central Depository where the quality of shareholder is stated, together with the number of shares owned.



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In respect of questions submitted by legal persons, they will be signed in original by the legal representative, accompanied by the Confirmation of Company Details issued by the Trade Register, in original, not older than 30 days from the date of submission, a copy of the company registration certificate and the copy of the identity card of the legal representative that signs the documents, giving his agreement by signing it and by the account statement issued by the Central Depository where the quality of shareholder is stated, together with the number of shares owned.

The company may file a general response for the questions that have the same content, which will be available on the company's webpage, on the section "Frequent Questions", in a question-response format.

The shareholders may attend personally or can be represented in the Ordinary General Meeting of Shareholders by their legal representatives or by other persons who are given a special power of attorney, according to the power of attorney form provided by SC BIOFARM SA, under the law conditions. The power of attorney form can be obtained as from 06.04.2012, 17.00 from the Company's website (www.biofarm.ro) and from the company's headquarters.

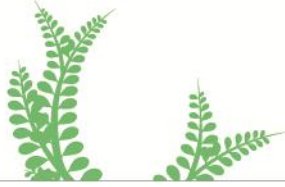
Special powers of attorney, completed and signed, shall be submitted at the headquarters of SC BIOFARM SA in Bucharest, 99 Logofatul Tautu Street, district 3, up to 21.04.2012, 13:00 for the Ordinary General Meeting of Shareholders, in a sealed envelope with the words written clearly and in capital letters: "For the Ordinary General Meeting of Shareholders dated 23/24.04.2012" or sent on the e-mail address: mihaela.ion@biofarm.ro up to the same date and time, with an extended electronic signature.

The individuals will submit the special powers of attorney together with a copy of the shareholder's identity card, giving his agreement by signing it. In respect of special powers of attorney submitted by legal persons, they will be signed in original by the legal representative, accompanied by the Confirmation of Company Details issued by the Trade Register, in original, not older than 30 days from the date of submission, a copy of the company registration certificate and the copy of the identity card of the legal representative that signs the documents, giving his agreement by signing it.

On the date of the Ordinary General Meeting of Shareholders, when entering the meeting room, the appointed representatives will present their copy of the special power of attorney, together with their identity card.

The shareholders of BIOFARM SA registered on the reference date 13.04.2012 in the Shareholders' Register issued by Depozitarul Central S.A. can vote by mail before the Ordinary General Meeting of Shareholders. Shareholders will receive, for free, the voting forms by mail, upon the request submitted to the company's correspondence entry, starting on 06.04.2012, 17:00. The voting form by correspondence will be filed at the headquarters of SC BIOFARM SA Bucharest, 99 Logofatul Tautu Street, district 3, zip code 031212 in a sealed envelope with the words written clearly and in capital letters: "For the Ordinary





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General Meeting of Shareholders dated 23/24.04.2012” up to 21.04.2012, 13:00, or sent on the e-mail address: mihaela.ion@biofarm.ro up to the same date and time, with an extended electronic signature.

In respect of the individuals who vote by correspondence, the Voting Form, completed and signed, shall be accompanied by the Shareholder’s identity card, signed by him for his approval. In respect of the legal persons who vote by correspondence, the Voting Form completed and signed will be accompanied by the Confirmation of Company Details issued by the Trade Register, in original, not older than 30 days from the date of submission, a copy of the company registration certificate and the copy of the identity card of the legal representative that signs the Voting Form by correspondence, signed by him and giving his approval.

The voting forms that are not received at the headquarters of SC BIOFARM SA up to the dates and times mentioned above will not be counted in determining the quorum and the majority of the Ordinary General Meeting of Shareholders.

As from 21.03.2012, 17.00, the documents, information materials and draft decisions in respect of Ordinary General Meeting of Shareholders, under the legislation in force, can be viewed and obtained by the shareholders from the company’s website, www.biofarm.ro, or from the legal department – Shareholders, at the Company's headquarters, during working days, between 10:00 - 12:00.

Additional information can be obtained at the headquarters of SC BIOFARM SA or at the phone number 021.301.06.87, during working hours between 10:00 - 16:00.

All documents for the Ordinary General Meeting of Shareholders can be submitted at the company’s headquarters on working days between the hours 10:00 - 16:00.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Danut VASILE

Illegible stamp and signature

