



Str. Logofătul Tăutu nr.99,  
Sector 3, București, România

TEL: +4 021 301 06 00  
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MAIL: office@biofarm.ro  
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<< *Translation from Romanian* >>

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*Output no. 981*

*12 March 2014*

**CURRENT REPORT**  
**according to the C.N.V.M. Regulation no. 1/2006**  
**Date of the report: 12.03.2014**

Name of the commercial company: S.C. BIOFARM S.A.  
Registered office: Bucharest, no. 99 Logofătul Tautu str., 3<sup>rd</sup> City District  
Telephone no.: 021.301.06.87  
Fax no.: 021.316.52.48  
Website: [www.biofarm.ro](http://www.biofarm.ro)  
Tax identification number: RO 341563  
Order number with the Trade Register: J40/199/1991  
Fully paid-up share capital: 109,486,149.90 lei

Market on which company's securities are traded – Stock Exchange Market of Bucharest, BIO symbol.

**I. Important events to report:**

The Board of Directors of S.C. Biofarm S.A. gathered on 12.03.2014, 9 o'clock a.m., at the headquarters of the company from no. 99 Logofatul Tautu Street, 3<sup>rd</sup> City District, Bucharest, decided the convening of the Ordinary and the Extraordinary General Meeting of Shareholders of S.C. Biofarm S.A..



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Account: RO 78 ABNA 4100 2641 0004 9677, RBS BANK ROMANIA SA, Royal Bank of Scotland, Edinburgh,  
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## CONVOCAȚION

The Board of Directors of S.C. BIOFARM S.A. with unique registration code 341563 and order number with the Trade Register J40/199/1991, 109,486,149.90 lei fully subscribed and paid up capital, website [www.biofarm.ro](http://www.biofarm.ro), convenes according to Act no. 31/1990 Republished regarding commercial companies, Act no. 297/2004 regarding the capital market and the RNSC Regulation no. 6/2009, the Ordinary General Meeting of Shareholders on 17.04.2014, at 12 o'clock p.m. and the Extraordinary General Meeting of Shareholders on 17.04.2014, at 1 o'clock p.m., at the company registered office of Bucharest, no. 99 Logofătul Tăutu Street, 3<sup>rd</sup> City District. In the case in which the Assembly shall not take place due to failure to fulfil the quorum, the second convocation is on 18.04.2014, in the same place, at the same time and with the same agenda.

At the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders, the shareholders registered in the Shareholders Register held by S.C. Depozitarul Central S.A. have the right to attend and to vote at the end of 08.04.2014, considered a reference date.

I. At the Ordinary General Meeting of Shareholders, the Board of Directors of S.C. BIOFARM S.A. will have on the agenda the adoption of the following resolutions:

1. Approval of individual financial statements for the year concluded on 31 December 2013, elaborated in accordance with IFRS, adopted by the European Union, based on the reports presented by the Board of Directors, the B.D. Chairman and the financial auditor.
2. Approval of the administration discharge for the period 06.11.2013 - 31.12.2013.
3. Approval of the distribution on destinations of the net profit realised in 2013.
4. Approval of the registration to other reserves of dividends unclaimed by shareholders afferent to the financial year 2010.
5. Approval of the income and expenditures budget on 2014.
6. Approval of the activity and investment program on 2014.
7. Appointing the external financial auditor and establishing the minimum duration of his/her contract, due to the expiration of the external financial auditor contract.
8. Approval of remuneration limits of the members of the Board of Directors in accordance with the provisions of the Articles of Association.

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9. Approval of maintaining the insurance premium level for administrators, directors and managers in accordance with the provisions of point 12.4 from the Articles of Association.
10. Approval of the date of 09.05.2014 as the registration date in accordance with the provisions of Art. 238 paragraph 1 of Act no. 297/2004 regarding the capital market.
11. Approval of the mandating of Mr. Dănuț VASILE – Chairman of the Board of Directors for signing all the documents issued following the Ordinary General Meeting of Shareholders.

II. The Extraordinary General Meeting of Shareholders will have on the agenda the adoption of the following resolutions:

1. Approval of alienation by the Board of Directors of assets belonging to Biofarm S.A. of which the company does not need to achieve the main object of activity.
2. Approval of purchasing, until 01.10.2015 by Biofarm S.A. of a maximum number of 109,486,149 of own shares, the nominal value of which represents maximum 10% of the share capital, for a price between 0.20 - 0.40 lei/share. The shares thusly acquired are going to be cancelled, the share capital appropriately decreasing.
3. Approval of payment of own shares purchased from the available reserves of the company, registered in the last approved annual financial statement, except for the legal reserves.
4. Approval of the acquisition of fixed assets whose value exceeds, individually or cumulatively, 20% of the total of fixed assets, less the receivables, with a value of maximum 36,070,290 lei.
5. Approval of the date of 09.05.2014 as the registration date in accordance with the provisions of Art. 238 paragraph 1 of Act no. 297/2004 regarding the capital market.
6. Approval of the mandating of Mr. Danut VASILE – Chairman of the Board of Directors for signing all the documents issued following the Extraordinary General Meeting of Shareholders.

One or more shareholders representing individually or together at least 5% of the registered capital have the right to:

a) introduce points on the agenda of the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, provided that each point is accompanied by a justification or by a draft decision proposed for adoption by the

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Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders. The request must be transmitted in writing until the end of 29.03.2014.

The proposals regarding the introduction of new points on the agenda of the Ordinary General Meeting of Shareholders//Extraordinary General Meeting of Shareholders must be filed at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3<sup>rd</sup> City District, postal code 031212. Natural persons shall transmit the proposals regarding the introduction of new points on the agenda in original, signed, accompanied by the copy of the shareholder's identity card, signed by him for conformity and by the account statement issued by the Depozitarul Central or as the case may be, by the participants defined in art. 168 para. (1) letter b) of Act no. 297/2004 that provides custody services, of which the quality of shareholder and the number of shares held result.

In the case of proposals transmitted by legal persons, they will be signed in original by the legal representative, accompanied by documents certifying the quality of legal representative (the confirmation of company details issued by the Trade Register, in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, which certifies the quality of legal representative) issued no more than 3 months before the publication date of the convening notice of the Shareholders' General Meeting//Extraordinary General Meeting of Shareholders, the copy of the company registration certificate, the copy of the identity card of the signing legal representative and by the account statement issued by the Depozitarul Central or, as the case may be, by the participants defined in art. 168 para. (1) letter b) of Act no. 297/2004 that provide custody services, of which the quality of shareholder and the number of shares held result.

b) present draft decisions for the points included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders//Extraordinary General Meeting of Shareholders, not later than the end of 29.03.2014.

Natural persons shall transmit draft decisions in original, signed, accompanied by the copy of the identity card of the shareholder, signed by him for conformity.

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In the case of proposals transmitted by legal persons, they shall be signed in original by the legal representative, accompanied by documents attesting the quality of legal representative (the confirmation of company details issued by the Trade Register, in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, attesting the quality of legal representative) issued no more than 3 months before the publication date of the convening notice of the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, the copy of the company registration certificate, the copy of the identity card of the signing legal representative and by the account statement issued by the Depozitarul Central or, if the case may be, by the participants defined in art. 168 para. (1) letter b) of Act no. 297/2004 that provide custody services, from which the quality of shareholder and the number of shares held result.

Each shareholder has the right to ask questions in writing regarding the points on the agenda of the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders until 15.04.2014, 1 o'clock p.m., at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3<sup>rd</sup> City District, mentioning on the envelope clearly written and with capital letters « FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014/« EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014 ».

Natural persons shall transmit the questions in writing, signed, accompanied by the copy of the shareholder's identity card signed for its conformity.

In the case of questions transmitted by legal persons, they shall be signed in original by the legal representative, accompanied by documents attesting the quality of legal representative (the confirmation of company details issued by the Trade Register, in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered attesting the quality of legal representative) issued no more than 3 months before the publication date of the convening notice of the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, the copy of the company's registration certificate and the copy of the identity card of the signing legal representative.

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In order to prove the quality of shareholder, according to the Disposition of Measures of RNSC no. 26/20.12.2012, apart from the above mentioned documents, the persons requesting information in compliance with art. 13 from the Regulation of RNSC no. 6/2009 must also present besides the documents attesting their identity, a statement of account issued by the Depozitarul Central or, as appropriate, by the participants defined in art. 168 paragraph (1) letter b) from Act no. 297/2004 that supply custody services, from which the quality of shareholder and the number of shares owned result.

The company may formulate a general answer for the questions with the same content, which will be available on the company website at the section of Frequently Asked Questions, in question – answer format.

Shareholders can personally participate or they can be represented within the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders by their legal representatives or by other persons, to whom a special power of attorney was granted, based on the power of attorney form, which is made available by S.C. BIOFARM S.A., according to the law. The power of attorney form can be obtained starting with 13.03.2014, after 4 o'clock p.m., from the company website ([www.biofarm.ro](http://www.biofarm.ro)) and from the registered office of the Company. The form will be available both in Romanian and in English language.

The special powers of attorney will be updated in case proposals will be done for filling the agenda by shareholders.

The special powers of attorney, filled and signed, shall be submitted at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3<sup>rd</sup> City District until 15.04.2014, 12 o'clock p.m., in a closed envelope, with the clearly written mention with capital letters: « FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014 » / « FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014 » or sent at the e-mail addresses [mihaela.ion@biofarm.ro](mailto:mihaela.ion@biofarm.ro) or [roxana.stanciu@biofarm.ro](mailto:roxana.stanciu@biofarm.ro) until the same date and time, with the attached extended electronic signature.

Natural persons shall send the special powers of attorney accompanied by the copy of the shareholder's identity card, signed by him for conformity. In the case of

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special powers of attorney sent by legal persons, they shall be signed in original by the legal representative, accompanied by documents attesting the quality of legal representative (the confirmation of company details issued by the Trade Register, in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, attesting the quality of legal representative) issued with no more than 3 months before the publication date of the convening notice for the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, the copy of the company registration certificate, the copy of the identity card of the signing legal representative.

The original of the special power of attorney shall remain at the company, one copy of the power of attorney shall be handed to the representative and the third copy shall remain with the shareholder. On the date of the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders, at the moment of entering the meeting room, the assigned representatives shall present their copy of special power of attorney and the identity card.

S.C. BIOFARM S.A. accepts the special power of attorney submitted in original for the participation and the voting within the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders, given by a shareholder to a credit institution providing custody services, without requiring additional documents regarding the respective shareholder, if the special power of attorney made available by the company is signed and stamped by the respective shareholder as appropriate, and if it is accompanied by an affidavit issued by the credit institution that received the empowerment of representation by the special power of attorney showing that:

- a. the credit institution provides custody services for the respective shareholder;
- b. the instructions from the special power of attorney are identical with the instructions within the SWIFT message received by the credit institution for voting on behalf of the respective shareholder.
- c. the special power of attorney is signed by the shareholder.

S.C. BIOFARM S.A. shareholders registered at the reference date of 08.04.2014 in the register of shareholders, issued by the Depozitarul Central S.A. have the possibility  
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of voting by correspondence, before the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders. The voting forms will be sent free of charge by correspondence to the shareholders, following a request submitted to the company register starting with 13.03.2014, 4 o'clock p.m.. The form of vote by correspondence can be obtained starting with 13.03.2014, 4 o'clock p.m. and from the Company website ([www.biofarm.ro](http://www.biofarm.ro)). The form will be available both in Romanian and in English language.

The form of vote by correspondence, filled and signed, in Romanian or in English language, shall be submitted to the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3<sup>rd</sup> City District, until 15.04.2014, 12 o'clock p.m. for the Ordinary General Meeting of Shareholders and until 15.04.2014 at 1 o'clock p.m. for the Extraordinary General Meeting of Shareholders in a closed envelope, with the mention written clearly and with capital letters: "« FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014 » / « FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 17/18.04.2014 », or sent at the e-mail addresses [mihaela.ion@biofarm.ro](mailto:mihaela.ion@biofarm.ro) or [roxana.stanciu@biofarm.ro](mailto:roxana.stanciu@biofarm.ro) until the same date and time, with the attached extended electronic signature.

In the case of vote by correspondence of natural persons, the filled and signed voting form shall be accompanied by the copy of the shareholder's identity card, signed by him for compliance.

In the case of vote by correspondence of legal persons, the filled and signed voting form shall be accompanied by documents attesting the quality of legal representative (the confirmation of company details issued by the Trade Register in original or in a certified true copy, or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, attesting the quality of legal representative) issued with no more than 3 months before the publication date of the convening notice for the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders, the copy of the company registration certificate, the copy of the identity card of the signing legal representative.

In all situations, the documents transmitted for attesting the quality of legal representative drafted in a foreign language other than English, shall be accompanied by

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a translation, performed by a sworn translation, in Romanian or in English language, their legalization or apostillation not being necessary.

The votes expressed at the Ordinary General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders by any of the modalities allowed by the law, in which for one or for more problems registered in the agenda no option was noted (“for” or “against” or “abstention”) shall be considered to this, and during the vote for the respective problem/problems, they shall be considered as unexpressed votes.

The voting forms which are not received at the registered office of S.C. BIOFARM S.A. until the above mentioned dates and times shall not be considered for determining the quorum and the majority in the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders.

Starting with 13.03.2014, 4 o'clock p.m., the documents, informative materials, the draft decision regarding the Ordinary General Meeting of Shareholders/Extraordinary General Meeting of Shareholders, in compliance with the legislation in force, can be consulted and obtained by shareholders by accessing the Company website [www.biofarm.ro](http://www.biofarm.ro) or from the Legal Office – Shareholding, at the Company registered office, during working days between 10 o'clock a.m. and 4 o'clock p.m.

Additional information can be obtained at the registered office of S.C. BIOFARM S.A. or at the telephone number 021.301.06.87, during working days between 10 o'clock a.m. and 4 o'clock p.m.

All documents for the Ordinary General Meeting of Shareholders can be submitted at company registered office during working days between 10 o'clock a.m. and 4 o'clock p.m.

**2) The Board of Directors of S.C. Biofarm S.A. statutory met during the meeting of 12.03.2014, at 9 o'clock a.m., at the company registered office of no. 99 Logofatul Tautu Street, 3<sup>rd</sup> City District, Bucharest, informs the shareholders that it decided to open a place of business in Constanța, no. no. 19 Interioara 3 Street, Constanța County, Romania, having as a main object of activity Non-specialised wholesale trade - NACE code 4690.**

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**B.D. CHAIRMAN**

**Danut VASILE**

*Illegible signature*

*Round stamp with the following text:*

*Biofarm S.A. Bucharest*

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*I, undersigned, Alina Cumpănășoiu, a sworn translator, authorized by the Ministry of Justice of Romania, do hereby certify that this is a true, full and correct translation of the text that was seen by me.*

Sworn translator No. 26750/2009,



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