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<< Translation from **Romanian** >>

COMPLETION OF THE AGENDA OF THE CONVENING OF OGMS ON 06/07.11.2013

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, completes the agenda according to Art. 117¹ from Act no. 31/1990 Republished regarding commercial companies, Act no. 297/2004 regarding the capital market and the RNSC Regulation no. 6/2009, of the Ordinary General Meeting of Shareholders on 06 November 2013, at 12:00 o'clock p.m. at the company registered office of Bucharest, no. 99 Logofătul Tăutu Street, 3rd 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 07 November 2013, in the same place, at the same time and with the same agenda.

At the Ordinary 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 28.10.2013, considered a reference date.

The agenda of the Ordinary General Meeting of Shareholders, will be completed at the request of the significant shareholder S.I.F. MOLDOVA S.A. with points 5, 6, 7 and 8, as follows:

1. The presentation of the activity of the Board of Directors for the period of the term and the discharge of administrators for the period starting from 01.01.2013 until the date of the Ordinary General Meeting of Shareholders.
2. Choosing the Board of Directors composed of 5 members for a term of four years, as a result of the expiry of the existent term of the Board of Directors, through cumulative voting method.
3. Approval of the date of 25.11.2013 as the registration date in accordance with the provisions of Art. 238 paragraph 1 of Act no. 297/2004 regarding the capital market.
4. Approval of the mandating of Mr. Danut VASILE – General Manager of S.C. Biofarm S.A. by signing all the documents issued following the Ordinary General Meeting of Shareholders.
5. The presentation of a Report of the Board of Directors that must include at least the following information:
 - a) The company business strategy for the next 3-5 years that must include: the evolution of indicators: cash flow; turnover; incomes / operating expenses and total expenses; EBIT; EBITDA; degree of indebtedness, liquidity indicators; net profit margin; dividend yield;
 - b) The presentation of income and expenses structure and of proposals to increase the ratio between the two indicators;
 - c) The presentation of the strategy for further reducing the cashing period of customers, considering the liquidity needs of the Company;
 - d) Taking into account the investment program in progress and the need for continuous adaptation of the production and for the quality standards to the European/global requirements in the field, please specify if you have benefited or if you have the intent to attract European funds;
 - e) Notification with regard to the fixed assets (buildings and lands) under the patrimony of the Company and to the adopted /envisaged measures for their efficient management.
6. The approval of remuneration limits of the Board of Directors.
7. Establishment of the ensured amount level corresponding to the professional liability insurance policy.
8. The approval of the administration contract as an adhesion contract, which will also include the objectives and performance criteria, in accordance with the limits approved by the General Meeting.

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





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a) introduce points on the agenda of the Ordinary General Meeting of Shareholders, provided that each point is accompanied by a justification or by a draft decision proposed for adoption by the Ordinary General Meeting of Shareholders. The request must be transmitted in writing until the end of 15.10.2013. The proposals regarding the introduction of new points on the agenda of the Ordinary General Meeting of Shareholders must be filed at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3rd 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, 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, not later than the end of 15.10.2013. 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.

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 Shareholders' General Meeting, 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 until 04.11.2013, 12:00 o'clock p.m., at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3rd City District, mentioning on the envelope clearly written and with capital letters « FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 06/07.11.2013».

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





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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 Shareholders' General Meeting, the copy of the company's registration certificate and the copy of the identity card of the signing legal representative.

In order to prove the quality of shareholder, according to the Disposition of Measures of RNSC no. 3/20.02.2012, 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.

The list containing information with regard to the name, locality of residence and professional qualification of the persons proposed for the position of administrator is at the shareholders' disposal, can be consulted (both on the Company website www.biofarm.ro, and at the Company registered office) and filled by them.

The proposals regarding the candidates for the position of administrator shall be transmitted at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3rd City District, postal code 031212, in a closed envelope, with the clearly written mention with capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 06/07.11.2013" and shall be accompanied by information regarding the name, locality of residence and professional qualification of the persons proposed for the position of administrator.

The deadline by which shareholders can formulate proposals of applications is the end of 15.10.2013. The data regarding the locality of residence and the professional qualification shall be available on the company website (www.biofarm.ro – Corporate Governance/Investors Section, AGA) as they are transmitted to the company.

Shareholders can personally participate or they can be represented within the Ordinary 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 27.09.2013, after 05:30 o'clock p.m., from the company website (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, filled and signed, shall be submitted at the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3rd City District until 04.11.2013, 12:00 o'clock p.m., in a closed envelope, with the clearly written mention with capital letters: « FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 06/07.11.2013 » or sent at the e-mail addresses mihaela.ion@biofarm.ro or 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 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





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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 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, 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, 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 28.10.2013 in the register of shareholders, issued by the Depozitarul Central S.A. have the possibility of voting by correspondence, before the Ordinary 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 27.09.2013, 05:30 o'clock p.m.. The form of vote by correspondence can be obtained starting with 27.09.2013, 05:30 o'clock p.m. and from the Company website (www.biofarm.ro). The form will be available both in Romanian and in English language.

The form of vote by correspondence shall be submitted to the registered office of S.C. BIOFARM S.A. of Bucharest, no. 99 Logofătul Tăutu Street, 3rd City District, postal code 031212, in a closed envelope, with the mention written clearly and with capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 06/07.11.2013" until 04.11.2013, 12:00 o'clock p.m., or sent at the e-mail addresses mihaela.ion@biofarm.ro or 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 General Meeting of Shareholders, the copy of the company registration certificate, the copy of the identity card of the signing legal representative.





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

Granting the "for" vote to more than 5 candidates from the application list has as a consequence the annulment of the vote expressed at point 2 from the agenda, regardless of the modality of expressing the vote. The votes expressed at the Ordinary 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.

Shareholders may exercise the rights provided by Art. 235 para. 1 of Act no. 297/2004 regarding the capital market until the end of 25.10.2013.

Starting with 27.09.2013, 05:30 o'clock p.m., the documents, informative materials, the draft decision regarding the Ordinary 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 or from the Legal Office – Shareholding, at the Company registered office, during working days between 10:00 o'clock a.m. and 04:00 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 10:00 o'clock a.m. and 04:00 o'clock p.m.

All documents for the Ordinary General Meeting of Shareholders can be submitted at company registered office during working days between 10:00 o'clock a.m. and 04:00 o'clock p.m.

B.D. CHAIRMAN
Danut VASILE