

**DECISION PROPOSAL NO. \_\_\_\_\_**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**S.C. BIOFARM S.A. FROM \_\_\_\_\_**

The Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. with the registered office in Bucharest, no. 99 Logofătul Tautu Street, 3<sup>rd</sup> City District, having the unique registration code at the Office of the Trade Register 341563, number with the Trade Register J40/199/1991, having share capital 109,486,149.90 lei totally subscribed and paid, was convoked in compliance with Act 31/1190, Act 297/2004 and the Regulation 6/2009 of RNSC, at the registered office of S.C. Biofarm S.A. from no. 99 Logofătul Tautu Street, 3<sup>rd</sup> City District, Bucharest, on April 18,19 2013, at 2 o'clock p.m.

The Ordinary General Meeting of Shareholders is at its first/second convocation. The convocation was published in the Official Gazette of Romania in the 4<sup>th</sup> part of the no. \_\_\_\_/\_\_\_\_\_ and in the newspaper \_\_\_\_\_ no. \_\_\_\_ from \_\_\_\_\_. This Meeting was attended by the shareholders registered in the Shareholders' Register at the reference date of 08.04.2013.

From the total of 1,094,861,499 of issued shares, \_\_\_\_\_ shares were present and represented at the meeting, representing \_\_\_\_\_% from the total of issued shares. The A.V.A.S. (the Authority for State Assets' Recovery) representative attended/did not attend the meeting.

The Ordinary General Meeting of Shareholders is statutory and legally constituted.

The Ordinary General Meeting of Shareholders of S.C. Biofarm S.A. decides unanimously/with majority of votes as follows:

1. The individual financial situations for the year ended on December 31, 2012 elaborated according to IFRS, adopted by the European Union based on the reports presented by the Board of Directors, the B.D. chairman and by the financial auditor are approved.

2. The discharge of administrators for 2012 is approved.

3. a) The distribution according to destinations of the net profit realised in 2012 is approved as follows:

- covering the loss from the application of IAS 29 "Financial reporting in hyperinflationary economies" for the first time amounting 24,983,008 lei with the amounts resulted from share capital adjustments from the application of IAS 29 "Financial reporting in hyperinflationary economies" for the first time amounting 24,983,008 lei.

- legal reserves: 1,133,614 lei,

- other reserves: 5,669,387 lei;

- dividends: 14,233,200 lei;

b) The gross dividend /share amounting 0.013 lei/share is approved.

c) The following payment term of dividends is approved: 6 months from the date of the Ordinary General Meeting of Shareholders.

d) The following term to hold the dividends at the disposal of shareholders is approved: 3 years from the date of the Ordinary General Meeting of Shareholders.

e) Bearing the distribution costs of distribution of dividends by the shareholders is approved.

f) The realisation of dividends distribution through S.C. Biofarm S.A. and/or the Depozitarul Central, the bank or another specialised financial institution, upon the choice of the Board of Directors, according to the distribution procedure that will be established by the Board of Directors of S.C. Biofarm S.A. is approved.

4. The income and expenditure budget for 2013 is approved.

5. The activity and investment program for 2013 is approved.

6. The extension of the contract with the external auditor S.C. BDO AUDIT S.R.L. for a period of one year is approved.

7. The date of 10.05.2013 as registration date according to the provisions of art. 238, paragraph 1 of Act 297/2004 on the capital market is approved.

8. The mandating of Mr. Danut VASILE – Chairman of the Board of Directors for signing all the documents issued following the Ordinary General Meeting of Shareholders is approved.

**B.D. CHAIRMAN**  
VASILE Danut

**O.G.M.S. ASSISTANTS**