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## Project for the Decision of the Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. from 23/24.04.2015

### DECISION NO. 73 OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF S.C. BIOFARM S.A. FROM \_\_\_\_\_

The Ordinary General Meeting of Shareholders of S.C. Biofarm S.A. with registered office in Bucharest, No. 99 Logofatul Tautu Street, 3<sup>rd</sup> District, unique registration code with the Trade Register 341563, order number with the Trade Register J40/199/1991, having a share capital of RON 109,486,149.90 fully subscribed and paid up, was convened in compliance with Law 31/1990, Law 297/2004 and Regulation 6/2009, at the office of S.C. Biofarm S.A. from No. 99 Logofatul Tautu Street, 3<sup>rd</sup> District, Bucharest, on 23/24.04.2015, at 12.00 o'clock.

The Ordinary General Meeting of Shareholders is at the first / second convening. The convening was published in the Official Gazette of Romania Part 4 of no. 1523/23.03.2015 and in "Evenimentul Zilei" newspaper no. 7366 of 23.03.2015. The shareholders registered in the Shareholders' Register attended the Meeting on the reference date 14.04.2015.

From the total of 1.094.861.499 issued shares, \_\_\_\_\_ shares were present and represented at the meeting, representing \_\_\_\_\_% from the total of issued shares. The A.A.A.S. (*State Assets Management Authority*) 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 by unanimity/by majority of votes as follows:

1. The individual financial statements for the year concluded on 31 December 2014 drafted in compliance with IFRS adopted by the European Union, based on the reports presented by the Board of Directors and by the financial auditor, are approved.
2. The administration discharge for 2014 is approved.
3. The distribution of the net profit obtained in 2014 and of the gross dividend of 0,015 lei/share, are approved.
4. The date of 29.06.2015, as the payment date of dividends, is not approved. The bearing of the distribution expenses by the shareholders is approved.
5. The empowerment of the Board of Directors for establishing the procedure for dividends distribution, in compliance with the legal provisions in force, is approved.
6. The income and expense budget on 2015, is approved.
7. The management and investment program on 2015, is approved.
8. The coverage of the difference between the redemption value and the nominal value of own shares repurchased in 2014, in accordance with E.G.M.S.'s Decision no. 72/17.04.2014, as the other taxes and charges related, totaling 23.038.020 lei, from "other reserves" of the company, is approved.



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**9.** The election of Mr Gabriel FILIMON as a member of the Board of Directors for a period equal with the difference of term of office remained to be executed by the Board of Directors in operation, is approved.

**10.** The date of 23.06.2015 as the registration date, in compliance with the provisions of art. 238 line (1) of Law 297/2004 on the capital market, is approved.

**11.** The date of 22.06.2015 as the *ex date*, as defined by the provisions of the R.N.S.C. Regulation no. 6/2009, is approved.

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

**13.** The dividend distribution starting with 10.07.2015, which is the payment date, is approved.

**B.D. CHAIRMAN**

**VASILE Danut**

**O.G.M.S. SECRETARIES**