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

**DECISION NO. 74
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF S.C. BIOFARM S.A.
FROM _____**

The Extraordinary General Meeting of Shareholders of S.C. Biofarm S.A. with registered office in Bucharest, No. 99 Logofatul Tautu Street, 3rd 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, 3rd District, Bucharest, on 23/24.04.2015, at 13.00 o'clock.

The Extraordinary General Meeting of Shareholders is at the first / second convening. The convening was published in the Official Gazette of Romania Part 4 of no. ____/____ and in the _____ newspaper no. _____ of _____. 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 Extraordinary General Meeting of Shareholders is statutory and legally constituted.

The Extraordinary General Meeting of Shareholders of S.C. Biofarm S.A. decides by unanimity/by majority of votes as follows:

1. The reduction of the share capital with the amount of RON 10.948.614,90, from RON 109.486.149,90 to RON 98.537.535 is approved, following the cancellation of a number of 109.486.149 dematerialised nominative shares with a nominal value of RON 0,10, repurchased according to the Decision of the Extraordinary General Meeting of Shareholders of Biofarm no. 72/17.04.2014.

The new share capital of S.C. Biofarm S.A. is of RON 98.537.535, divided in 985.375.350 dematerialised nominative shares with a nominal value of RON 0,10.

2. The mandating of the Board of Directors to adopt all the decisions necessary to fulfil the Decision of the Extraordinary General Meeting of Shareholders to reduce the share capital is approved.

3. a) The amendment of Art. 6, point 6.1 from the Articles of Incorporation of S.C. Biofarm S.A., which shall have the following content, is approved:

„6.1. The share capital has a value of RON 98.537.535, fully subscribed and paid up, of which:

- RON 433.150,20 representing the equivalent value of the in kind contribution (land without buildings) belonging to S.C. BIOFARM S.A. for which the company issues a number of 4.331.502 shares in favour of the state represented by the State Assets Management Authority. The land is registered in the Land Book with no. 76308, it is free of encumbrances and easements according to the excerpt from the Land Book no. 76308 for authentication, issued under no. 1115840 of 05.12.2007 by the National Agency



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for Cadastre and Real Estate Publicity of Bucharest 1st District, it is not disputed and taxes are paid to date according to the tax certificate no. 190.440/29.11.2007

- RON 98.104.384,80 represent in cash contribution of shareholders, respectively 981.043.848 shares.

The share capital is divided in 985.375.350 dematerialised nominative shares, with a nominal value of RON 0,1 each.”

b) The amendment of Art. 12, point 12.3 from the Articles of Incorporation of S.C. Biofarm S.A., which shall have the following content, is approved:

“**12.3.** The remuneration of administrators shall be of 15% from the monthly remuneration established through the mandate contract for the General Manager. The general limit of all additional remunerations of the members of the Board of Directors and of directors shall be annually approved by the General Meeting of Shareholders upon establishing the income and expenses budget.

The labour contract of the General Manager is transformed into a mandate contract according to the legal provisions.”

4. The mandating of the Board of Directors to adopt all the decisions necessary for mentioning in the Articles of Incorporation of S.C. Biofarm S.A. of the new shareholder structure communicated by the Depozitarul Central S.A. after the share capital reduction, is approved.

5. 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.

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

7. The mandating of Mr Danut VASILE – the Chairman of the Board of Directors for signing all documents issued after the Extraordinary General Meeting of Shareholders, as well as of the updated Articles of Incorporation, is approved.

B.D. CHAIRMAN

VASILE Danut

E.G.M.S. SECRETARIES