



99 Logofătul Tăutu street
Bucharest 3, Romania

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<< Translation from Romanian >>

Biofarm output number: 674/23.04.2019

CURRENT REPORT

According to F.S.A. Regulations no. 5/2018

Report date: 23.04.2019

Name of the commercial company: BIOFARM S.A.

Registered office: Bucharest, no. 99 Logofatul Tautu Street, 3rd City District

Telephone no.: 021/301.06.87

Fax no.: 021/316.52.48

Website: www.biofarm.ro

Tax registration number: RO 341563

Order no. with the Trade Register: J40/199/1991

Fully paid-up share capital: 98.537.535 lei

The market on which company securities are traded – Bucharest Stock Exchange, BIO symbol

Important event to report:

Biofarm S.A. informs that on 23.04.2019, at 12.00 o'clock p.m., the Ordinary General Meeting of Shareholders of Biofarm S.A. took place, convened in compliance with the Companies Law 31/1990 republished, Law 297/2004 on the capital market, Law 24/2017 on issuers of financial instruments and market operations, F.S.A. Regulation No. 5/2018 on issuers of financial instruments and market operations, at the registered office of Biofarm S.A. from no. 99 Logofatul Tautu Street, 3rd City District, Bucharest.

The Ordinary General Meeting of Shareholders unfold its works at the first convocation. The convening was published in the Official Gazette of Romania part IV No. 1251/20.03.2019 and in the newspaper "BURSA" No. 52 of 20.03.2019. At the Meeting, shareholders registered in the Shareholders' Register attended on **the reference date 12.04.2019**.

From the total of 985.375.350 issued shares, at the Meeting, 866.956.215 shares were present and represented, representing 87,98233232 % from the total of issued shares.

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

The Ordinary General Meeting of Shareholders of Biofarm S.A. decides as follows:

1. The individual financial statements for the year concluded on 31 December 2018 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 unanimously.

The main indicators for 2018 are:

Total incomes: 200.488.263 lei

Total expenses: 162.063.323 lei

Turnover: 184.240.668 lei

Operating result: 46.419.289 lei

Gross profit: 47.173.735 lei

Net profit: 38.424.940 lei

Total equities: 225.418.515 lei

Revaluation reserves: 1.967.642 lei

Reserves: 84.359.176 lei

Reported result: 5.548.864 lei

Total assets: 285.462.141 lei



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2. The discharge from administration for 2018 is approved unanimously.
3. The distribution of the net profit realised in 2018 and of the gross dividend of 0,010 lei per share is approved with majority of votes.

The net profit accomplished in 2018 is distributed as follows:

Legal reserves: 2.358.687 lei

Tax benefits reserve 2018: 886.988 lei

Other reserves: 25.325.511 lei

Dividends: 9.853.754 lei

4. The distribution of dividends starting with **05.09.2019, which is the payment date** - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the F.S.A. Regulation No. 5/2018, as well as setting the deadline for keeping the dividends at the shareholders' disposal respectively of 3 years calculated from the payment date, are approved unanimously. Shareholders bearing the distribution expenses is approved with majority of votes.
5. The empowerment of the Board of Directors to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force is approved unanimously.
6. The income and expenses budget on 2019 is approved unanimously.
7. A performance bonus for the period 01.01.2018 - 22.06.2018 for the activity as General Manager of Mr. Danut Vasile in the amount of 25.000 euro net in LEI at the NBR's exchange rate on the date of payment, is rejected with majority of votes.
8. A net budget of maximum 1% from the operational profit for rewarding the members of the Board of Directors for meeting the budget of 2019, as well as the delegation to the B.D. of the competence to allocate the amounts is approved unanimously.
9. The management and investment program for 2019 is approved unanimously.
10. The registration to other reserves of dividends unclaimed by shareholders afferent to the financial year 2014 is approved unanimously.
11. The extension of the contract with the external auditor, the Company BDO AUDIT S.R.L. on a period of 1 (one) year is approved unanimously.
12. The election of 1 (one) member in the Board of Directors for a period equal to the mandate difference that remained to be executed by the Board of Directors in operation, respectively VICOL Catalin Constantin, is approved unanimously. The election of Mr. LAKIS Nabil as a member of the Board of Directors is rejected with majority of votes.
13. The empowering the Board of Directors to identify new company development opportunities by acquiring local pharmaceutical companies or local brands that would lead to market share growth and the development of Biofarm's portofolio of products and / or international pharmaceutical companies, for the company's development on the international plan, is approved unanimously.
14. The date of **20.08.2019 as the registration date** in compliance with the provisions of Art. 86 (1) of Law No. 24/2017, is approved unanimously.
15. The date of **19.08.2019 as ex-date** in compliance with the provisions of Art. 176 (1) from the F.S.A. Regulation No. 5/2018 and Art. 2 (2) letter I from the F.S.A. Regulation No. 5/2018, is approved unanimously.
16. The mandating of Mr Andrei Hrebenciuc – Chairman of the Board of Directors of S.C. Biofarm S.A. for signing all documents issued following the Ordinary General Meeting of Shareholders is approved unanimously.

Andrei Hrebenciuc
Chairman of the Board of Directors