

*Draft for the Decision of the Extraordinary General Meeting of Shareholders of BIOFARM S.A.
Company of 28/29.04.2020*

**DECISION NO. 82
of the Extraordinary General Meeting of Shareholders of Biofarm S.A. Company
of _____**

The Extraordinary General Meeting of Shareholders of Biofarm S.A. with office in Bucharest, str. Logofătul Tautu nr. 99, sector 3, unique registration code at the Trade Register Office 341563, order number with the Trade Register J40/199/1991, having fully subscribed and paid-up share capital of lei 98,537,535.00, **was convened** in compliance with Companies Law 31/1990 republished, Law 297/2004 on 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 Biofarm S.A. office of str. Logofătul Tautu nr. 99, sector 3, Bucharest, on 28/29.04.2020, at 1 o'clock p.m..**

The Extraordinary General Meeting of Shareholders is at the first/second convening. The convening was published in the Official Gazette of Romania Part IV No. 1139/24.03.2020 and in the newspaper "The National Journal" no. 590 (7902) of 24.03.2020 and no. 591 (7903) of 25.03.2020. At the Meeting, shareholders registered with the Shareholders' Register attended on the **reference date of 16.04.2020.**

From the total of 985,375,350 issued shares, _____ shares were presented and represented at the Meeting, representing _____ % from the total of issued shares. The Extraordinary General Meeting of Shareholders is statutory and legally constituted.

The Extraordinary General Meeting of Shareholders of the Company Biofarm S.A. decides unanimously/with majority of votes as follows:

1. The election, on the basis of Art. 129 of Law 31/1990 of the companies republished, of a secretariat for the Extraordinary General Meeting of Shareholders consisting of Mrs. ION Zoia Mihaela (shareholder of Biofarm SA) - secretary and Mrs. STANCIU Roxana Maria - technical secretary, is approved.

2. Approval of the waiver to the company logo reserved under No. 176183/2011 from the Trade Register Office and its deregistration from the T.R.O.

3. Approval of the modification of the Articles of Incorporation of the company as follows:

3.1. Approval of the **exclusion** from the Articles of Incorporation of the company of paragraph 2 of Article 1 "Company name and logo", and the rename of Article 1 (in the "Company name"), respectively:

"The Company logo is composed of a quadrangle with rounded corners, black, divided on the inside into two equal parts, one white and one black. Also on the inside, two leaves are drawn, a black one, drawn on the diagonal, in the white part of the quadrangle, and



a white one, also on the diagonal, in the black part of the quadrangle. Outside it, at the bottom, the "BIOFARM" company name is written with massive print letters, in black, according to reservation No. 176183/2011 from the TRO, as shown in Annex 1 to these Articles of Incorporation, and is registered with the State Office for Inventions and Trademarks as a trademark, under the number 075990/06.03.2006."

3.2. The **replacement** of the synthetic structure of shareholders is approved, issued by the Depozitarul Central S.A. for 31 August 2015 communicated by the address No. 42.508/14.09.2015, existing in the Articles of Incorporation in Article 6 "Share capital", point 6.2., with the synthetic structure of shareholders released by the Depozitarul Central S.A. for 31 August 2019 communicated by address No. 5260/18.02.2020. Article 6, Point 6.2. from the Articles of Incorporation of the company will have the following content:

„6.2. The shareholding synthetic structure is the following:

a) **The Financial Investment Company MUNTENIA S.A.** – a Romanian legal person, with office in Bucharest, Splaiul Unirii, nr. 16, sector 4, having unique registration code 3168735, order number with the Trade Register J40/27499/1992 – holds 502,379,066 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 50.9835 % from the fully subscribed and paid-up share capital, that is lei 50,237,906.60.

b) **The Financial Investment Company BANAT - CRISANA S.A.** – a Romanian legal person, with office in Arad, Calea Victoriei nr. 35A, Arad County, having unique registration code 2761040, order number with the Trade Register J02/1898/1992 – holds 362,096,587 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 36.7471 % from the fully subscribed and paid-up share capital, that is lei 36,209,658.70.

c) **Other shareholders, natural persons** – hold 97,623,403 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 9.9072% from the fully subscribed and paid-up share capital, that is lei 9,702,340.30.

d) **Other shareholders, legal persons** – hold 23,276,294 dematerialised registered shares, in a nominal value of lei 0.10 each, representing 2.3622% from the fully subscribed and paid-up share capital, that is lei 2,327,629.40."

4. The date of **19.05.2020** is approved **as the registration date** in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

5. The date of **18.05.2020** is approved **as the 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 l of the F.S.A. Regulation No. 5/2018.

6. The mandate of Mr Andrei Hrebenciuc – Chairman of the Board of Directors of Biofarm S.A. is approved for signing all the documents issued following the Extraordinary General Meeting of Shareholders and of the Updated Articles of Incorporation.

B.D. CHAIRMAN

E.G.M.S. SECRETARIES

HREBENCIUC Andrei

