

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

DECISION NO. 81
of the Ordinary General Meeting of Shareholders of Biofarm S.A. Company
of _____

The Ordinary 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 12 o'clock p.m..**

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

The Ordinary 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 Ordinary 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.** The individual financial statements for the year ended as at 31 December 2019 drafted in compliance with the IFRS adopted by the European Union, based on the reports presented by the Board of Directors and by the financial auditor are approved.
- 3.** The discharge from administration for 2019 is approved.
- 4.** The distribution of the net profit realised in 2019 and of the gross dividend of lei 0.021/share is approved.
- 5.** The distribution of dividends starting with the date of **03.09.2020** is approved, **which is the payment date** - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and of Art. 178 (2) from the F.S.A. Regulation No. 5/2018, with bearing by shareholders of



distribution expenses, as well as establishing the deadline for keeping the dividends at the shareholders' disposal.

6. The empowerment of the Board of Directors for choosing the payment agent and establishing the dividends distribution procedure, in compliance with the legal provisions in force is approved.

7. The income and expenses budget for 2020 is approved.

8. A net budget of maximum 1% from the operational profit for rewarding the members of the Board of Directors for meeting the 2020 budget, as well as the delegation approval to the B.D. of the amounts allocation competence is approved.

9. The administration and investment program for 2020 is approved.

10. The registration to the "Retained earnings" of the amount of lei 749,503, representing dividends not picked up by shareholders for the financial year of 2015 is approved.

11. Contract extension with the BDO AUDIT S.R.L. Company external auditor on a period of 1 (one) year is approved.

12. The empowerment of the Board of Directors to identify new opportunities to develop the company by the purchase of local pharmaceutical companies or of local brands that would lead to the increase of the market share and the development of the portfolio of products of Biofarm and/or international pharmaceutical companies for the company development internationally is approved.

13. The transfer of the amount of lei 78,563,960 from "Other reserves" in "Retained earnings" is approved.

14. The date of **14.08.2020** is approved **as the registration date** in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.

15. The date of **13.08.2020** 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 I from the F.S.A. Regulation No. 5/2018.

16. The mandate of Mr Andrei Hrebenciuc – Chairman of the Board of Directors of Biofarm S.A. for signing all the documents issued following the Ordinary General Meeting of Shareholders is approved.

B.D. CHAIRMAN

O.G.M.S. SECRETARIES

HREBENCIUC Andrei

