

SPECIAL POWER OF ATTORNEY
of representation at the Ordinary General Meeting of Shareholders of BIOFARM S.A. with
office in Bucharest, Str. Logofătul Tautu, nr. 99, sector 3, TIN 341563, J40/199/1991,
share capital RON 98,537,535.00, fully subscribed and paid-up

The undersigned _____ [surname and given name(s) of the natural person shareholder], identified with _____ [identity document], series _____, number _____, issued by _____, on _____, having domicile in _____, and PIN _____,

or

The Company _____ [name of the legal person shareholder], with registered office in _____, registered with the Trade Register under No. J ____/____/____, tax identification number _____, legally represented by _____,* [surname and given name(s) of the legal representative]

a shareholder on **the reference date 16.04.2020** al BIOFARM S.A. – a Romanian legal person, with office in Bucharest, Str. Logofătul Tautu, nr. 99, sector 3, registered with the Trade Register Office under No. J40/199/1991, Tax identification number 341563, holder of _____ shares, representing _____% from the total number of 985,375,350 shares issued by the Company, which confers me _____ voting rights, representing _____% from the total number of voting rights, do hereby empower:

➤ Mr/Mrs** _____ [surname and given name(s)] domiciled _____, identified with _____ [identity document], series _____, number _____, issued by _____, on _____, having PIN _____ [elected representative]

➤ The Company ** _____ [name] with office in _____, TIN _____, J____/____/____ by legal representative Mr/Mrs _____ [surname and given name(s)] domiciled _____, identified with _____ [identity deed], series _____, number _____, issued by _____, on _____, having PIN _____ [elected representative]

or

➤ Mr/Mrs** _____ [surname and given name(s)] domiciled _____, identified with _____ [identity deed], series _____, number _____, issued by _____, on _____, having PIN _____ [alternate representative]

➤ The Company ** _____ [name] with office in _____, TIN _____, J____/____/____ by legal representative Mr/Mrs _____ [surname and given name(s)] domiciled _____, identified with _____ [identity deed], series _____, number _____, issued by _____, on _____, having PIN _____ [alternate representative]

In case you wish to appoint several alternate representatives, please contact the Company at the telephone number 021.301.06.84 during business days in order to submit an appropriate special power of attorney with the number of alternate representatives you wish to appoint

to represent me in the **Ordinary General Meeting of Shareholders of the Company BIOFARM S.A.** that will take place on **28/29.04.2020, starting with 12 o'clock p.m.** at the registered office in Romania, Bucharest, str. Logofătul Tautu nr. 99, sector 3, to cast the voting right afferent to the shares held by the undersigned ***/ company ****, as follows:

OGMS AGENDA	FOR	AGAINST	ABSTENTION
1. Approval of the election, on the basis of Article 129 of Law 31/1990 of the companies republished, of a secretariat for the Ordinary General Meeting of Shareholders.			
a) The approval of the election of an OGMS secretariat composed of 2 members.			
b) Approval of Mrs. ION Zoia Mihaela (shareholder of Biofarm S.A.) as secretary			
c) Approval of Mrs. STANCIU Roxana Maria as technical secretary			
2. Approval of the individual financial statements for the year ended as at 31 December 2019 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.			
3. Approval of the discharge from administration for 2019.			
4. Approval of the net profit distribution realised in 2019 and of the gross dividend of lei 0.021 per share.			
a) Approval of net profit distribution realised in 2019, as follows: Legal reserves: lei 1,445,960 Retained earnings: lei 28,742,977 Dividends: lei 20,692,882			
b) Approval of the gross dividend of lei 0.021 /share.			
5. Approval of dividends distribution starting with 03.09.2020, 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 FSA Regulation No. 5/2018, shareholders bearing the distribution expenses, as well as setting the deadline for keeping the dividends at the shareholders' disposal.			
a) Approval of the distribution of additional dividends starting with 03.09.2020, which is the payment date.			
b) Approval for bearing the dividends distribution expenses by shareholders.			
c) Approval of the deadline for keeping at the shareholders' disposal the dividends, respectively of 3 years calculated from the payment date.			

OGMS AGENDA	FOR	AGAINST	ABSTENTION
6. 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.			
7. Approval of the income and expenses budget for 2020.			
8. Approval of 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.			
9. Approval of the administration and investment program for 2020.			
a) Approval of construction works and acquisitions of fixed assets in a total value of lei 53,903,040			
10. Approval of 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.			
11. Appointing the external financial auditor and establishing the minimum duration of its contract, following the expiry of the external financial auditor contract.			
a) Appointing the external financial auditor, respectively the BDO AUDIT S.R.L. Company, due to the expiry of the external financial auditor's contract.			
b) Establishing the minimum duration of the external financial auditor's contract, respectively 1 (one) year.			
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.			
13. Approval of transferring the amount of lei 78,563,960 from "Other reserves" to "Retained earnings".			
14. Approval of the date of 14.08.2020 as the registration date in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.			
15. Approval of the date of 13.08.2020 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.			

OGMS AGENDA	FOR	AGAINST	ABSTENTION
16. Approval of the mandate of Mr Andrei Hrebenciuc – Chairman of the Board of Directors for signing all the documents issued following the Ordinary General Meeting of Shareholders.			

Date of special power of attorney _____

***** _____ [signature]

***** _____ [surname, given name(s)]

DOCUMENTS ACCOMPANYING THE SPECIAL POWER OF ATTORNEY

- **natural person shareholders:** Copy of the shareholder’s identity document, which must allow his/her identification in the company’s shareholders’ register, held by the Depozitarul Central S.A.
- **legal person shareholders or entities with no legal personality:** In case the shareholders’ register does not contain data regarding the quality of legal representative or they are not updated; this quality is proved with a confirmation of company details in original or in a certified true copy, issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the General Meeting, which would allow identifying the legal representative. The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator in Romanian or in English language.

Mention: *In all cases, the natural persons empowered by a special power of attorney shall be identified with the identity document at the O.G.M.S.*

Note:

- * to be filled in only for legal person shareholders
- ** to be completed with the name/designation of the chosen representative and of the alternate representative, if the case may be
- *** applicable only in case of natural person shareholders
- **** applicable only in case of legal persons
- ***** to be signed by hand
- ***** in case of legal persons, the name and position of the legal representative is specified.