

**SUMMONING  
OF THE EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS OF ROPHARMA S.A.**

The Board of Administrators of ROPHARMA S.A. (the “Company”), met on January 15, 2020, 12:00 hours, summons, pursuant to article 117 item 1 of Law 31/1990, republished, with its subsequent alterations and additions, regarding the trade companies, and pursuant to article 14 of the Company’s Articles of Incorporation, the **Extraordinary General Meeting of the Shareholders for February 24<sup>th</sup> 2020, 13:00 hours** at the Company’s headquarters in Brasov, 55 Iuliu Maniu Street, for all the shareholders registered in the shareholders’ register at the end of **February 14<sup>th</sup> 2020**, which has been established as reference date.

**The Extraordinary General Meeting of the Shareholder’s Agenda:**

- a. The approval for the company Ropharma S.A. as borrower, co-debtor or guarantor together with the companies Ropharma Logistic S.A., Teo Health S.A, Bioef SRL and Aesculap Prod SRL, to contract a term loan granted by ING Bank NV Amsterdam, Bucharest Branch, to the total amount of **2.000.000 EUR**, for investment refinancing.
- b. The approval to guarantee the loans contracted by the company from ING Bank NV Amsterdam, Bucharest Branch, with the already established securities which may extend, maintain or renew upon new loans, as well as with other movable and immovable assets from the company patrimony, dependent on the negotiations with the bank.
- c. Giving powers to persons for signing for and on behalf of the company Ropharma S.A. the loan agreements, the guarantee agreements, the subsequent addendums to them, as well as all other documents necessary and requested by the bank for fulfilling this mandate.
- d. Establishing the date of **March 17<sup>th</sup>, 2020** as registration date, according to FSA regulation no. 5/2018.
- e. Establishing the date of **March 16<sup>th</sup>, 2020** as ex-date, according to FSA regulation no. 5/2018.
- f. The empowerment of the natural persons who shall fulfill the publicity and registration formalities regarding the Extraordinary General Assembly of Shareholder’s Decisions.

Only the shareholders registered in the Company’s Shareholders Register on the reference date can attend in the general meetings and may exercise their right to vote, **personally** (or by proxies, in the case of shareholders which are legal entities), **by proxy**, based on the special or general power of attorney (Power of Attorney), or **by correspondence**, based on voting bulletin by correspondence.

The shareholders may be represented in the general meetings by other persons, based on a special or general power of attorney (Power of Attorney).

The special power of attorney forms, in Romanian as well as in English, can be obtained at the Company’s headquarters – the Shareholding Service, or they can be downloaded from the Company’s website.

The General Powers of Attorneys (Powers of Attorney) shall be elaborated pursuant to the provisions of FSA Regulation no. 5/2018.

The shareholders may grant a generally valid power of attorney for a period of time not exceeding 3 years, allowing to their appointed proxy to vote in all the aspects being discussed during the general assemblies, with the condition that the general power of attorney is provided by the shareholder, as customer, to an intermediary defined according to article 2, item (1), point 20 of Law 24/2017.

The general powers of attorney, before their first usage, shall be submitted at the Company 48 hours before the general meetings, in copy, including the mention “A true copy of the original”, under the signature of the proxy, or sent by email to [investitori@ropharma.co](mailto:investitori@ropharma.co), bearing the extended e-signature, incorporated according to Law 455/2001 regarding e-signatures. The certified copies of the general powers of attorney are kept by the company, mentioning them in the general assemblies’ Minutes.

The shareholders cannot be represented in general meetings, based on a general power of attorney, by a person found in a situation of conflict of interests, according to the provisions of article 92, paragraph (15), of Law 24/2017.

In the case where the person empowered by the general power of attorney is a legal entity, this can exercise the mandate they have received using any person who is a part of the management or leadership bodies, or by any of their employees, submitting documents proving their quality, in original or in true copies of the original.

The access and/or the vote by correspondence of the shareholders entitled to attend the Shareholders’ General Meetings is allowed by the simple proof of their identity, performed, in case of natural persons, using their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners) or, in the case of legal entities and of shareholders who are represented natural persons, based on the special or general power or attorney for, given to the natural person representing them.

The representatives of shareholders who are legal entities shall prove their quality as follows:

- The legal representative – based on an official document proving their quality (e.g. Articles of Incorporation, Excerpt / Confirmation of Company Details, delivered by the Companies’ Register or other proof delivered by a competent body);
- The person to which the representation competence has been assigned – together with the aforementioned documents (proving the quality of legal representative of the person signing the Delegation), shall also submit the power of attorney, signed by the legal representative of the respective legal entity.

The representatives of natural persons, as well as those of legal entities, shall be identified based on their Identity Card (Identity Card for Romanian citizens or, according to the case, passport / residence permit for foreigners).

The special power of attorney and the correspondence voting forms, available in Romanian as well as in English, can be obtained at the Company’s headquarters – Shareholding

Department, or they can be downloaded from the Company's website, starting with **January 23rd, 2020**. An original counterpart of the special power of attorney and/or of the correspondence voting forms, filled in and signed, accompanied by the aforementioned documents, shall be submitted/sent so that they can be registered by the Company, until **February 21st, 2020**, 18.00 hours, the latest. The special powers of attorney, accompanied by the shareholders' identity documents can also be sent via e-mail, with extended e-signature, incorporated according to Law 455/2001 regarding the e-signature, so that they can be registered by the Company, until **February 21st, 2020**, 18.00 hours, the latest, at the e-mail address [investitori@ropharma.ro](mailto:investitori@ropharma.ro), mentioning in the subject "For EGMS from February 24<sup>th</sup> 2020". On the date of general meetings, the appointed representative shall submit the originals of the special powers of attorney, in the case where they have been sent via e-mail, with extended incorporated e-signature.

The final form of the special powers of attorney and of correspondence voting forms shall be available on the Company's website, [www.ropharma.ro](http://www.ropharma.ro), as well as at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 2<sup>nd</sup> floor, starting from February 14<sup>th</sup>, 2020.

One or several shareholders, individually or collectively representing at least 5% of the Company's share capital have the right, according to the law, to insert new items on the Agenda, provided that each item is accompanied by a reasoning or by a decision project, proposed to be adopted by the General Meeting, as well as to present decision projects for the items included or proposed to be included on the Agenda, by registered letter / by courier, in an envelope, so that they would be registered at the Company's headquarters until **February 10, 2020**, 17.00 hours the latest or to be sent via e-mail with extended e-signature, incorporated according to Law 455/2001 regarding e-signatures, so that they can be registered at the Company's headquarters until **February 10, 2020**, 17.00 hours the latest, at the e-mail address [investitori@ropharma.ro](mailto:investitori@ropharma.ro), mentioning in the subject "For EGMS from February 24<sup>th</sup> 2020".

Any interested shareholder has the right to address questions regarding the items on the Agenda, so that they can be registered by the Company, until **February 17<sup>th</sup> 2020**, 15:00 hours the latest. The Company shall formulate a general answer to the questions on the same subject. The answer to shareholders' questions shall be provided during the meeting, or shall be available on the Company's website, under a Q&A form.

To be able to exercise the aforementioned rights, the shareholders shall also sent to the Company the copy of the shareholder natural person's Identity Card (Identity Card/Passport/Residence Permit), respectively a copy of the Confirmation of Company Details, delivered by the Companies' Register or any other proof delivered by a competent body, regarding the identity of the legal representative of the shareholder legal entity.

The decisions drafts and the informative materials can be consulted at the Company's headquarters, every work day, between 9:00 and 18:00, or on the Company's website ([www.ropharma.ro](http://www.ropharma.ro) – Investors' Section – Shareholding Information), starting on **January 23rd 2020**.

In the case where, on February 24<sup>th</sup>, 2020 the legal and statutory quorum is not met, in order to validate the meeting, the Extraordinary General Meeting of the Shareholders shall be held on **February 25<sup>th</sup> 2020**, same place and time, with the same Agenda.



Additional information can be obtained at the Company's headquarters in Brasov, 55 Iuliu Maniu Street, 500091, or at the following phone numbers: 0268/547230, 0268/547233, between 09 :00 and 18 :00, as well as on the Company's website [www.ropharma.ro/Investitori/InformatiiActionariat](http://www.ropharma.ro/Investitori/InformatiiActionariat).

**Dr. Farm. MIHAI MIRON**  
**PREȘEDINTE – DIRECTOR GENERAL**

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