

Current report pursuant to FSA Regulation no. 5/2018

Report date: 29.05.2026

Name of the issuing company: Ropharma SA

Headquarters: Brasov, 55 Iuliu Maniu St, Brasov

Sole Registration Code: 1962437 cu atribut RO

Registration number in the Companies' Register: J2007002886085

Subscribed and paid capital: 51.126.741,3 lei

Regulated market: BVB, Standard Category

Important event to be reported

ROPHARMA informs the investors that the Ordinary General Meeting and the Extraordinary General Meeting of the Shareholders met on May 29, 2026, 12.00 hours and 13.30 hours, during which voted a number of 14 shareholders who own, at the reference date 18.05.2026, a number of 417.838.231 shares with voting rights, representing 81,7260% of the voting rights and share capital.

The Convening of the OGM and EGM was published in the Official Gazette of Romania Part 4 no. 2511 from April 28, 2026 and in „Bursa” newspaper no. 76 from April 28, 2026.

The Ordinary General Meeting of the Shareholders adopted the following decisions:

1. Unanimously approves the individual financial statements of the Company, relating to the fiscal year 2025, based on the reports submitted by the Board of Administrators and by the financial auditor. (Votes FOR: 417.838.231, AGAINST:0, ABSTAIN:0)
2. Unanimously approves that the net profit in amount of 7.708.964 lei to be distributed as follows:
 - Legal reserve: 1.059.000 lei
 - Other reserves: 6.649.964 lei(Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
3. Unanimously approves the consolidated financial statements, relating to the fiscal year 2025, of the Company and of its affiliates: ROPHARMA LOGISTIC S.A., AESCULAP PROD S.R.L., ICS EUROFARMACO S.A. and TEO HEALTH S.A. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
4. Unanimously approves the 2025 Annual Report according to art. 65 and art. 65¹ of Law no. 24/2017. (Votes FOR : 417.838.231, AGAINST : 0, ABSTAIN : 0)
5. Unanimously approves the Income and Expenses Budget of the Company for 2026. (Votes FOR: 417.838.231, AGAINST:0, ABSTAIN: 0)
6. Unanimously approves the Investment Budget for 2026 in amount of 22.953.500 lei. (Votes FOR: 417.838.231, AGAINST:0, ABSTAIN: 0)
7. Unanimously approves the 2025 financial statements of the company Ropharma Logistic SA, where the Company is the sole shareholder. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)

ROPHARMA S.A.

Str. Iuliu Maniu nr. 55, et. 1, 500091, jud. Brasov

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Capital social subscris si varsat : 51.126.741,30 lei

E-mail : office@ropharma.ro ; Web : www.ropharma.ro

8. Approves with majority of votes the discharge of management of the Board of Administrators. (Votes FOR: 367.886.673, AGAINST: 0, ABSTAIN: 49.951.558)
9. Approves with majority of votes the ratification of the documents and actions of the members of the Board of Administrators and of the executive leadership of the Company, regarding year 2025. (Votes FOR: 367.886.673, AGAINST: 0, ABSTAIN: 49.951.558)
10. Unanimously approves the 2025 Remuneration Report according to the Law 24/2017. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
11. Unanimously appoints the following people to attend the General Assemblies of the Shareholders of the companies where Ropharma has ownership, as well as the appointment of competences to this end:
 - Mr. Mihai Bratescu for TEO HEALTH S.A.,
 - Mr. Danut Marian Ene for ROPHARMA LOGISTIC S.A.
 - Mr. Mihai Miron for I.C.S. EUROFARMACO S.A.;
 - Mr. Ovidiu Ioan Nut for AESCULAP PROD S.R.L.;(Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
12. Approves with majority of votes the appointment of PKF Finconta SRL as external financial auditor for the auditing of the financial statements for the financial years 2026, 2027 and 2028, respectively until 31.05.2029. (Votes FOR: 373.843.696, AGAINST: 0, ABSTAIN: 43.994.535)
13. Unanimously approves the date of **June 16, 2026** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
14. Unanimously approves the date of **June 15, 2026** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
15. Empowers Mr. Mihai Bratescu who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR 417.838.231, AGAINST: 0, ABSTAIN: 0)

Extraordinary General Meeting of the Shareholders adopted the following decisions:

1. Unanimously approves the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4th part, of the competence to purchase or to sell real estates, within the value limit of maximum 20% of the total value of the fixed assets, not including the fixed receivables. (Votes FOR: 417.838.231 AGAINST: 0, ABSTAIN: 0)
2. Unanimously approves the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4th part, of the attributions set forth by article 14, item 6, letters b), c) and d) of the Company's Articles of Incorporation, regarding the moving of the Company's headquarters, the change of the secondary object of activity and the establishment or the termination of secondary headquarters. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
3. Unanimously approves the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4th part, of the attributions of subscription and payment to the share capital of the existing or future affiliates. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
4. Unanimously approves the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4th part, of the possibility to appoint or revoke administrators and to open or close secondary

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- headquarters in the companies within Ropharma holds a stake. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
5. Unanimously approves the delegation to the Board of Administrators, for a 12-month period as of the publication of the EGMS's Decision in the Romania's Official Journal, 4th part, of the attribution to acquire or sale goodwill – pharmacy licenses and/or shares/social parts at companies and empower the Board of Administrators to negotiate the price and signing the agreements. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
 6. Unanimously approves the date of **June 16, 2026** as registration date, according to FSA Regulation nr. 5/2018. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
 7. Unanimously approves the date of **June 15, 2026** as ex-date, according to FSA Regulation nr. 5/2018. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)
 8. Empowers Mr. Mihai Bratescu who will fulfill the publicity and registration formalities regarding the General Assembly of Shareholder's Decisions. (Votes FOR: 417.838.231, AGAINST: 0, ABSTAIN: 0)

CEO

Dr. pharm. Mihai MIRON

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