

Current Report No 6/2013 of 31 May 2013.

Notice of the Annual General Meeting of Farmacol S.A.

The Management Board of Farmacol S.A. with its registered office in Katowice, ul. Rzepakowa 2, entered into the Register of Entrepreneurs of the National Court Register under the number 0000038158, acting pursuant to the art. 399 par. 1 and art. 402¹ par. 1 and 2 of the Code of Commercial Companies in conjunction with par. 38.1.1 of the Minister of Finance's Regulation on current and periodic information (...) (Journal of Laws 2009, No. 39, item 259) hereby gives notice of the Annual General Meeting of Farmacol S.A., which will be held at 10 am on 28 June 2013 at the Company's registered office at ul. Rzepakowa 2 in Katowice.

The agenda:

1. Opening of the Annual General Meeting,
2. Appointment of the Chairperson of the Meeting,
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
4. Approval of the agenda,
5. Election of the Ballot Counting Committee,
6. Review and approval of the Directors' Report on the Company's operations in 2012,
7. Presentation of the Supervisory Board's report on the assessment of the Directors' Report on the Company's operations and of the financial statement for 2012, and the Management Board's proposal on allocation of profit.
8. Review and approval of the Company's financial statement for 2012.
9. Review and approval of the Farmacol S.A. Capital Group's consolidated financial statement for 2012.
10. Adoption of a resolution on allocation of profit for the financial year 2012,
11. Granting discharge to members of the Company's governing bodies in respect of performance of their duties in 2012.
12. Adoption of a resolution to amend the Company's Articles of Association.
13. Approval of the Management Board's activities aiming at long term incentive plan in the Farmacol Capital Group.
14. Closing of the meeting.

Pursuant to Article 402² of the Commercial Companies Code, the Management Board of Farmacol S.A. publishes the information concerning participation in the Annual General Meeting of the Company:

Only persons who are shareholders of the Company **16 (sixteen) days before the date of the General Shareholders Meeting** (*record date* is the date of registering for participation in the General Shareholders Meeting) are entitled to participate in the General Shareholders Meeting of a public company.

The record date is **12 June 2013**. At the request of the shareholders the entity depositing securities shall issue a personal certificate confirming their right to participate in the Annual General Meeting within the period from the notice of the Annual General Meeting to the first business day after the record day, i.e. 13 June 2013.

Persons eligible from registered shares and temporary certificates, lienors and users, with voting rights, may participate in the General Meeting, if their name is entered into the share ledger on the Annual General Meeting Record Date.

The holders of bearer shares, which are in the form of a document, shall be eligible to participate in the General Meeting provided that the documents are submitted at the company no later than on the record date of the General Meeting and they are not reclaimed before the end of this day. Instead of shares, one may submit a certificate issued as evidence of submission of shares at a notary, in the bank or investment company that have their registered office or branch within the territory of the European Union or another State which is a party to the Agreement on the European Economic Area, indicated in the notice of General Meeting. The certificate shall state the numbers of share documents and confirm that the share documents shall not be reclaimed before the end of the General Meeting Record Date.

The company determines the list of holders of bearer shares eligible to participate in the General Meeting on the basis of bearer shares in the form of a document, submitted correctly and within the aforementioned time limit to the company and a specification prepared by the entity depositing securities in accordance with regulations governing trading in financial instruments. The list shall be available three business days prior to the Meeting i.e. on 25-27 June 2013 from 10 am to 3 pm at the Company's registered office, in the Management Board's office.

Shareholders are entitled to participate in the General Meeting in person or through the proxy. The power of attorney may be granted in written or electronic form. Granting of power of attorney in the electronic form does not require a safe electronic signature verified by means of a valid qualified certificate.

The Company does not require granting of power of attorney on a specific template. The Company may be notified about granting of power of attorney electronically by sending the information to the email address **wz@farmacol.com.pl**, together with the power of attorney granted attached as a separate document. The Company may request from the shareholder notifying the company in this form to send copies of documents confirming the personal data of the shareholder and the proxy by electronic mail or by fax to number: 32 202 24 97 or by e-mail – copies of documents proving the identity of the shareholder and the proxy, i.e. in the case of a natural person a copy of ID card or other document confirming identity, and in the case of a legal person or entity with no legal identity, an excerpt from the appropriate register, as well as require the production of the originals of such documents or their copies authorised by a notary public when drawing up the attendance list.

Any shareholder representing at least one twentieth of the Company's share capital is entitled to request placing of specific matters into the agenda of the nearest General Meeting. The request shall be submitted to the Management Board no later than 21 days prior to the specified date of the General Meeting. The request shall include a justification or a draft resolution relating to the proposed item of the agenda. A request may be submitted electronically.

The Management Board is obliged to immediately, no later than 18 days prior to the indicated General Meeting date, notify about any changes to the agenda, introduced at the request of the shareholders.

A shareholder or shareholders of the public company representing at least one twentieth of the Company's share capital are entitled to submit to the Company in writing or electronically projects of resolutions concerning matters placed in the agenda of the General Meeting or matters which shall be placed into the agenda before the General Meeting date. The Company shall promptly include drafts of resolutions on the company's website. Any shareholder is entitled to submit projects of resolutions concerning the matters placed in the agenda during the General Meeting.

The Articles of Association does not provide for the possibility to participate in the General Meeting using electronic means of communication. The regulations of the General Meeting do not provide for casting votes in correspondence.

Motions and representations which may be submitted electronically by the shareholders before the date of General Meeting shall be sent by electronic mail to email address **wz@farmacol.com.pl**. Attachments to such motions, information or representations shall be in Word or PDF format.

All the information on the General Meeting together with draft resolutions will be available on the **www.farmacol.com.pl** website. Furthermore, any shareholder may obtain the electronic version of the full text of the documentation to be presented to the General Shareholders Meeting as well as draft resolutions by sending such a request to **wz@farmacol.com.pl**. The documents are also available at the Management Board's office at the Company's office in Katowice, ul. Rzepakowa 2.

Draft resolutions to be presented at the Annual General Meeting Farmacol S.A. convened for 28 June 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the Appointment of the Chairperson of the Meeting

The Annual General Meeting of "Farmacol" Spółka Akcyjna with its registered office in Katowice resolves to electas the Chairperson of the Annual General Meeting.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the Election of the Ballot Counting Committee

The Annual General Meeting of "Farmacol" Spółka Akcyjna with its registered office in Katowice shall elect the Ballot Counting Committee composed of:

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RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the review and approval of the Directors' Report on the Company's operations in 2012.

Pursuant to Art. 395 Par. 2 Point 1 of the Code of Commercial Companies and Par.11 Point 1 Letter a) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby approves of the Directors' Report on the Company's operations for 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the approval of the separate financial statement of the Company for 2011

Pursuant to Art. 395.2.1 Of the Code of Commercial Companies and Par.11 Point 1 Letter a) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby approves the financial statement of the Company for 2012 financial year, subject to the independent auditor's opinion comprising:

- financial statements as of 31 December 2012 showing a balance-sheet total of PLN 1, 719, 672 thousand
- income statement for the period from 1 January to 31 December 2012, showing total profit of PLN 86, 199 thousand;
- statement on changes in share capital for the period from 1 January to 31 December 2012, showing increase in share capital by PLN 87, 005 thousand;
- cash flow statement showing increase in net cash in the period from 1 January to 31 December 2012 by PLN 155, 947 thousand;
- additional information on the accounting policies adopted and explanatory information.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on approval of the annual consolidated financial statement of the Capital Group

Pursuant to Art. 395.5 of the Commercial Companies Code, the Annual General Meeting of Farmacol S.A. hereby approves the annual consolidated financial statement for 2012 financial year, subject to the independent auditor's opinion comprising:

- the consolidated financial statements of the Company's group as of 31 December 2012 showing a balance-sheet total of PLN 1, 934, 126 thousand;
- the consolidated income statement of the Company's group for the period from 1 January to 31 December 2012 showing total income of PLN 114, 701 thousand;
- the statement on changes in consolidated share capital for the period from 1 January to 31 December 2012 showing increase in share capital by PLN 112, 906 thousand;
- the consolidated cash flow statement showing increase of cash in the period from 1 January to 31 December 2012 by PLN 190, 084 thousand;
- additional information on the accounting policies adopted and explanatory information.
- the Directors' Report on the Capital Group's operations for the period from 1 January to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the allocation of net profit for the financial year 2012

Pursuant to Art. 395.2.2 of the Commercial Companies Code and Par.11 Point 1 Letter b) of the Articles of Association, the General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby resolves to allocate the net profit for the 2012 financial year in the amount of PLN 86, 198, 692.84 (In words: eighty six million one hundred ninety eight thousand six hundred ninety two zlotys 84/100) to

1. compensation for loss in the previous years in the amount of PLN 1,226,481.30 (In words: one million two hundred and twenty-six thousand four hundred and eighty-one zlotys 30/100);
2. reserve capital in the amount of PLN 84,972,211.54 (In words: eighty-four million nine hundred and seventy-two thousand two hundred and eleven zlotys 54/100).

Grounds: *The deteriorating economic situation, which was recorded in recent months, results in the expected economic slowdown of GDP growth in Poland, and therefore significantly increases the risk of economic activity. Such unstable economic conditions give preferential treatment to entities with stable financial grounds and cash resources. For this reason the Management Board of Farmacol S.A. proposes to its shareholders the allocation of the whole net profit to the increase of the reserve capital. The financial resources left in the Company will serve the improvement of the efficiency of the group financing, funding of necessary investments (e.g. in the area of IT), as well as funding of the necessary working capital. On the other hand, the Management Board of Farmacol S.A. perceives the present economic situation, as a good opportunity to carry out attractive acquisitions and takeovers of other companies operating in the pharmaceutical industry, including those in the retail market.*

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013.
on granting discharge to
the President of the Management Board Mr Andrzej Smuga

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par.11 Point 1 Letter c) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby grants discharge to Mr Andrzej Smuga in respect of performance of his duties as the President of the Company’s Management Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013.
on granting discharge to
the Vice-President of the Management Board Ms Barbara Kaszowicz

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11.1c) of the Company’s Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Ms Barbara Kaszowicz in respect of the performance of her duties as the Vice-President of the Company’s Management Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013

on granting discharge to
to the Member of the Management Board Mr Krzysztof Sitko

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Krzysztof Sitko in respect of the performance of his duties as the Member of the Company's Management Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
the Member of the Company's Management Board Mr Marek Pielaszkiwicz

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Marek Pielaszkiwicz in respect of the performance of his duties as the Member of the Company's Management Board for the period from 1 April 2012 to 13 July 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
The Chairperson of the Supervisory Board Mr Andrzej Olszewski

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Andrzej Olszewski in respect of his duties as the Chairperson of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
Deputy Chairperson of the Supervisory Board Mrs Zyta Olszewska

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mrs Zyta Olszewska in respect of her duties as the Deputy Chairperson of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
Member of the Supervisory Board Mr Jan Kowalewski

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Jan Kowalewski in respect of the performance of his duties as a Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
Member of the Supervisory Board Ms Anna Olszewska

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. with its registered office in Katowice hereby grants discharge to Ms Anna Olszewska in respect of her duties as Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

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RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on granting discharge to
Member of the Supervisory Board Mr Maciej Olszewski

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Maciej Olszewski in respect the performance of his duties as a Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the amendment to the Company's Articles of Association.

Pursuant to Par 11 Point 1 Letter f of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. with its registered office in Katowice decides to make amendments to the Company's Articles of Association in the following manner: to add letter k to Par. 14 Point 2: " Approval of granting loans, guarantees and warranties by the Company, except for loans granted to the Company's contractors running pharmacies and having a direct relationship with the development of commercial cooperation with those contractors and loans granted to employees as part of the Company social benefits fund."

Grounds: *The proposed amendment to the Articles of Association aims at standardising the rules governing granting of loans by the entities of the Farmacol Capital Group to contractors and applying standard procedures when granting loans.*

RESOLUTION no.
of the Annual General Meeting of Farmacol S.A.
with its registered office in Katowice
adopted on 28 June 2013
on the approval of the Company's Management Board activities aiming at adopting Management Options Plan in Farmacol Capital Group and its dependant and affiliated entities.

Recognizing the motivational capacity behind the fact that shares of the Company or its subsidiaries and affiliates are taken up by members of the Management Board or key managers of the Company or subsidiary and affiliated companies, the General Meeting of the company resolves what follows:

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1. The Annual General Meeting of Farmacol S.A. approves of the Management Board's activities aiming at adopting Management Options Plan (hereinafter referred to as "the Programme"), under which the authorised persons specified in detail in this Programme will be offered the opportunity to purchase company shares issued as part of the increased share capital of the Company, as well as activities involving the preparation of guidelines and regulations for such programmes, which would be carried out in Farmacol S.A. companies: its subsidiaries or affiliates.

2. The programme will be addressed to persons (hereinafter referred to as "Authorised persons") indicated by the Management Board of the company or the management boards

of subsidiary and affiliated companies:

- who are members of the given company's governing body
- who are key company managers

provided that those persons remain in the employment relationship or other legal relationship with the Company, subsidiary company or affiliated company, as part of which they provide services for the benefit of these entities or they perform duties in the Company's governing bodies or in the governing bodies of subsidiary and/or affiliated companies continuously for the period of at least two years.

Grounds: *Recognizing the motivational capacity behind the fact that shares of the Company or its subsidiaries and affiliates are taken up by members of the Management Board or key managers of the Company or subsidiary or affiliated companies, the Management Board of Farmacol S.A. wishes to undertake activities aiming at developing appropriate programmes (hereinafter called "Programmes"), setting out detailed rules, modes, time limits, a target group of Authorised persons and the conditions under which such persons will be given the opportunity to purchase shares in certain companies. The aim of the Programmes, modelled on other public companies, is to implement additional remuneration components for Authorised persons in a way that is connected with the ownership of shares in the companies, for which Authorized persons (directly or indirectly) perform work, provide services or are members of the management and supervisory bodies of these companies.*

Considering the circumstances described in the previous sentence, the Company's Management Board has decided to approach the General Meeting with a proposal to approve of the development of appropriate Programmes, which prior to their implementation, would be discussed and decided about during the subsequent General Meetings of the Company or subsidiary or affiliated companies.

Legal basis: Par. 100.3 and 100.5 in conjunction with Par 38.1.1 and 38.1.3 of the Minister of Finance's Regulation of 19 February 2009 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state.

Signatures of duly authorised representatives of the company:

1. _____

2. _____