

**Proposals for approval  
within the Ordinary and Extraordinary General Meetings of Shareholders**

*The Ordinary and Extraordinary General Meeting of Shareholders of Antibiotice*, a trading society established and operating according to the Romanian law, registered at the Trade Register Office Iasi, no. J22/285/1991, registration code RO1973096, headquarters in strada Valea Lupului no. 1, Iasi, Romania, whose subscribed and paid-up capital is divided in 67,133,804 nominative shares with a value of 0.10 lei each,

**convened** by the announcement published in the Official Monitor of Romania, Part IV, no. \_\_\_\_\_ and in Evenimentul no. 8211 dated 17.08.2018,

in accordance with the provisions of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, Law no.24 / 2017 and CNVM regulations, the Regulation of the National Securities Commission no. 1/2006 on Issuers and Operations with Transferable Securities, modified by the introduction of the provisions of the ASF Regulation no. 13/2014, the Regulation of the National Securities Commission no. 6/2009 regarding the exercise of certain rights of the shareholders in the general meetings of the companies, Measures no. 26 / 20.12.2012, Law no. 111/2016 for the approval of Government Emergency Ordinance no. 109/2011 on Corporate Governance of Public Enterprises and the Articles of Association

**reunited** on 24/25.09.2018, at 10 AM for an Ordinary Meeting and at 12 AM for an Extraordinary Meeting at Antibiotice headquarters, for the second reunion, gathering shareholders that represent \_\_\_\_\_ % of the share capital, respectively 100% of the total no. of voting rights

DECIDE:

**I. Ordinary General Meeting of Shareholders**

Decision no.1: Based on a vote representing .....% of the share capital and ..... % of total votes cast, the company's financial statement's for semester I 2018 are approved, based on the Management Report and the Financial Auditor's Report.

Decision no. 2: Based on a vote representing.....% of the share capital and.....% out of the total votes expressed, are approved the following changes in the Management Board.

Decision no. 3: Based on a vote representing.....% of the share capital and.....% out of the total votes expressed, are approved of the new administrator's mandate contract.

Decision no. 4: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, there is approval on the date of **09.10.2018**, in order to identify the shareholders subject to the effects of the decisions adopted, as per the stipulations of art. 238 paragraph 1 of Law 297/2004 regarding the capital market, amended by provisions L10/2015 and setting the ex-date **08.10.2018**.

## II. Extraordinary General Meeting of Shareholders

Decision no. 1: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, it is approved to increase the multi-currency, cash-non-cash credit facility, contracted with UniCredit Bank from the amount of 30,000,000 RON to the amount of 50,000,000 RON.

Decision no. 2: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, are approved to warrant the credit amounting to 50,000,000 RON contracted with UniCredit Bank with the following warranties:

a) Real estate mortgage and related interdictions on the real estate which is the property of Antibiotice SA, enrolled in the land book no. 133181 UAT Iași, with cadastral number 133181 for land and cadastral numbers 133181-C1, 133181-C2 and 133181-C3 for constructions, consisting of intravilan land, the category of use "yard constructions" in the area of 4.453 m<sup>2</sup> (according to the related documents and measurements) and the buildings on it, respectively the construction C1 - Parenteral Products - Main Station 6K consisting of ground floor with the area of 444.31 m<sup>2</sup>, construction C2 - Parenteral Products consisting of ground floor with the area of 1867.27 m<sup>2</sup>, first floor with the area of 1690.22 m<sup>2</sup> and second floor with the area of 1765.07 m<sup>2</sup> and the construction C3 - Cooling Station consisting of ground floor with the area of 29.72 m<sup>2</sup>, located in the City of Iasi, 1 Valea Lupului St., Iasi County.

b) Real estate mortgage and related interdictions on the real estate which is the property of Antibiotice SA, enrolled in the land book no. 133199/ UAT Iași, with cadastral number 133199 for land and cadastral no. 133199-C1, 133199-C2 and 133199-C3 for constructions, consisting of intravilan land, the category of use "yard constructions" in the area of 6022 m<sup>2</sup> (according to the related documents and measurements) and the buildings on it, respectively the construction C1 - Laundry Extension consisting of ground floor with the area of 18.63 m<sup>2</sup>, construction C2 - Microproduction & Spare Parts Plant + Laundry consisting of ground floor with the area of 1722.14 m<sup>2</sup>, floor 0 with the area of 26.31 m<sup>2</sup>, first floor with the area of 400.64 m<sup>2</sup>, first floor a with the area of 18.63 m<sup>2</sup>, second floor with the area of 310.13 m<sup>2</sup> and construction C3 - Drinking Water Station consisting of the ground floor with the area of 61.96 m<sup>2</sup>, located in the City of Iasi, 1 Valea Lupului St., Iasi County.

c) Real estate mortgage and related interdictions on the real estate which is the property of Antibiotice SA, enrolled in the land book no. 133210/ UAT Iași, with cadastral number 133210 for land and cadastral numbers 133210-C1 and 133210-C2 for constructions, consisting of intravilan land, the category of use "yard constructions" in the area of 5.629 m<sup>2</sup> (according to the related documents and measurements) and the buildings on it, respectively the construction C1 - Finished Product Warehouse consisting of basement with the area of 109.64 m<sup>2</sup> and ground floor with the area of 1268.83 m<sup>2</sup> and the construction C2 - Recirculated water tank, located in the City of Iasi, 1 Valea Lupului St., Iasi County.

d) Mortgage on the present and future leases / rents produced by the above-identified real estate, as well as on the indemnities paid under the guarantee / insurance contracts of any kind regarding and in connection with the payment of such leases.

e) I-grade mortgage on the receivables arising from contracts / orders / invoices concluded / to be concluded and respectively issued / to be issued by Antibiotice S.A. in relation to FARMEXPERT DCI SRL, FARMEXIM S.A., Rompharmachim S.A. and Azelis Uk Life Sciences LTD.

f) Mortgage on the current accounts opened by Antibiotice SA at UniCredit Bank

g) I-grade mortgage on the receivables arising from the contracts / orders / invoices concluded / to be concluded and respectively issued / to be issued by Antibiotice S.A. in relation to BLD PAHARMA, FARMACEUTICA RECUMEDIA SRL, ROMASTRU TRADING and ACIC FINE CHEMICALS CANADA.

h) Mortgage on the stocks of raw materials (account 301) and goods (account 371), property of Antibiotice S.A.

Decision no. 3: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, approved empowering the General Manager, Mr. Ioan NANI and Financial Director, Ms. Paula COMAN to sign on behalf of the company all documents / credit agreements and their accessories, necessary and related to contracting and implementing the credit facility in the total amount of 50,000,000 RON from UniCredit Bank.

Decision no. 4: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, are approved confirmation, ratification and assumption of the mortgage and real estate mortgage contracts under the Credit Agreement no. IAS3-42-2016 on 17.08.2016 concluded with UniCredit Bank S.A.

Decision no. 5: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, approved the ratification of the access to the credit facility in the amount of 4,000,000 EUR granted to the company pursuant to art. 44 of the Articles of Incorporation, Additional Act no. 8 of 26.03.2018 to the Credit Facility Contract no. 12239/ May 22, 2012, as well as the Additional Act no. 4 of 26.03.2018 to the Mortgage Contract no. 12239/G1/May 22, 2012, concluded with ING Bank N.V., credit facility that was fully redeemed on 29.06.2018.

Decision no. 6: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, approved the setting the company's representative office in the Ukraina, at the following address: Kiev, 6 Mikhaila Dontsa Street, Ukraina.

Decision no. 7: Based on a vote representing.....% of the share capital and .....% out of the total votes expressed, there is approval on the date of **09.10.2018**, in order to identify the shareholders subject to the effects of the decisions adopted, as per the stipulations of art. 238 paragraph 1 of Law 297/2004 regarding the capital market, amended by provisions L10/2015 and setting the ex-date **08.10.2018**.

These decisions shall be signed today 24/25.09.2018 at the company's headquarters, in 2 original copies.

Vice President of the Management Board,  
*Ec. Ioan NANI*