

As per:

- Law 297/2004 republished and the regulations of the Romanian National Securities Commission (CNVM) issued in view of its application,
- The regulations of the National Securities Commission no. 1/2006 regarding the issuants and the securities-related operations,
- The Regulation of CNVM no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of trading companies,
- Measures no. 26/20.12.2012
- GEO no. 109/2011 on the corporate governance of public enterprises,
- Law no. 31/1990 republished, with all subsequent amendments,
- Articles of Association.

#### **Information on shareholders' rights**

##### **1. Adding new items to the agenda of the General Meeting of Shareholders (GMS)**

One or several shareholders representing, individually or jointly, at least 5% of the share capital, have the right to put new items on the agenda of the General Meeting of Shareholders (GMS) and to submit draft resolutions to these items by **10.06.2014, 4:00 pm**. Draft resolutions for the current agenda of the shareholders meeting can be submitted by the same date.

The proposals for introducing new items on the GMS agenda and the draft resolutions for these items as well as the draft resolutions for the points included on the agenda may be submitted as follows:

- a) directly or through any form of mail dispatch with acknowledgement of receipt, at the company's headquarters in Iasi, 1 Valea Lupului St., postal code 707410, in a sealed envelope, with the specification : **"for the General Meeting of Shareholders held on 26/27.06.2014 - Technical Committee"**.
- b) by e-mail with advanced electronic signature as per Law no. 455/2001 on the electronic signature, at [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro) mentioning **"for the General Meeting of Shareholders of 26/27.06.2014"**.

These proposals and draft resolutions will be accompanied by the valid identity documents (ID for natural persons and, respectively, a certificate or any other document certifying the legal representation such as a statement of accounts, for legal persons/entities) according to the note below.

The proposals sent after the expiry of the terms above or sent in other ways than those mentioned, will not be taken into consideration.

##### **2. Asking questions**

Antibiotice shareholders, irrespective of their level of contributing to share capital, may submit written questions on the items of the GMS agenda, accompanied by a copy of the valid

identification document (Identity card for natural persons or certificate of registration for legal persons), **from 27.05.2014 until 24.06.2014, 10:00 am**, as follows:

- a) directly or through any form of mail dispatch with acknowledgement of receipt at the company's headquarters in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, with the mention : **"for the General Meeting of Shareholders of 26/27.06.2014 - Technical Committee"**.
- b) by e-mail with advanced electronic signature as per Law no. 455/2001 on the electronic signature, at the e-mail address [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro), with the mention **" for the General Meeting of Shareholders of 26/27.06.2014"**.

The questions must be accompanied by the valid identity documents (ID for natural persons and, respectively, a certificate or any other document certifying the legal representation such as a statement of accounts for legal persons/entities) according to the note below. The proposals sent after the expiry of the terms above or sent in other ways than those mentioned, will not be taken into consideration.

The answers to the shareholder's questions will be available on the company's website, in a Question- Answer format.

### 3. Special Power of Attorney

Shareholders may attend in person (individual shareholders) or may be represented within the General Meeting by their legal agents (corporate shareholders) or by other natural persons who were granted a power of attorney, based on the power-of-attorney form provided by the company (individuals/ corporate shareholders), as stipulated by the law. The power of attorney is available upon request at the company's head office starting with **21.05.2014** and on the company's website ([www.antibiotice.ro](http://www.antibiotice.ro)). This form will be filled-out in three original copies, for the shareholder, representative and issuer.

Shareholders legally represented by another person shall give specific voting instructions to their representatives on the special power of attorney, for each item listed on the agenda of the GMS.

The special Powers of Attorney written in Romanian or English, duly filled-out and signed, will be submitted by **24.06.2014, 10:00 am** as follows:

- a) an original copy accompanied by a copy of the shareholder's ID (identity card for individual shareholders, or certificate of registration for corporate shareholders), directly or through any form of mail dispatch with acknowledgement of receipt to the company's Registrar's Office in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, clearly marked **"Do not open"** and **"for the General Meeting of Shareholders on 26/27.06.2014 - Technical Committee"**.
- b) sent by e-mail with advanced electronic signature incorporated under Law no. 455/2001 on electronic signature, at [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro), mentioning under subject **" for the General Meeting of Shareholders on 26/27.06.2014"**.

At the General Meeting of Shareholders, at the entrance in the meeting room, the appointed person will submit to the company's representative the Power of Attorney in original, if previously sent via e-mail with incorporated advanced electronic signature and a copy of the representative's identity card.

According to Measures 26/20.12.2012, Art.2 (1), if a shareholder authorizes a credit institution which provides custody services, to participate and vote in the general meetings, only a special power of attorney in original is necessary, which must be accompanied by an affidavit in original, given by the credit institution who was empowered by the special power of attorney, specifying :

- the credit institution provides custody services for the respective shareholder;
- the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution, so as to vote in the name of the respective shareholder;
- the special power of attorney bears the shareholder's signature;

The special powers of attorney sent after the deadlines mentioned will not be taken into account.

#### **4. The reference date**

For this General Meeting of Shareholders, only Antibiotice shareholders who are registered in the Shareholders' Register issued by the Central Depository, by the end of **16.06.2014**, the "**Reference date**" may attend and vote.

Shareholders may exercise their voting right within the General Meeting, proportionally to the number of shares they hold. Any one share entitles to one vote.

#### **5. Vote by mail**

Shareholders registered in the Register of Shareholders by the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the vote-by-mail form (by **24.06.2014, 10:00 am**). As of **21.05.2014** the voting form is available, in English and Romanian, at Antibiotice headquarters or it can be downloaded from the company's website ([www.antibiotice.ro](http://www.antibiotice.ro)).

With respect to voting by mail, the vote-by-mail forms in Romanian or English, duly filled-out and signed can be sent to our company before the General Meeting of Shareholders (by **24.06.2014, 10:00 am**), as follows:

- a) sent directly or through any form of mail dispatch with acknowledgement of receipt to the company's headquarters in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, with the specification: "**Do not open**" and "**for the GMS on 26/27.06.2014 - Technical Committee**".
- b) sent by e-mail with advanced electronic signature as per Law no. 455/2001 on electronic signature, at [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro), mentioning under subject "**for the GMS on 26/27.06.2014**".

The vote-by-mail forms must be accompanied by a copy of a valid identification document (ID card for individual shareholders, or a certificate or any other document proving the legal representation, or a statement of accounts, in the case of legal persons), according to the note below. The voting forms which are not duly received by the deadline indicated will not be taken into account for determining the quorum and majority in the General Assembly.

#### **6. Total no. of shares**

The company issued a total no of **671,338,040** shares.

Further information will be available at the company' headquarters (Investor Relations Office Acționariat - telephone no. 0232.209.570/0372.065.583, fax: 0372.065.633, e-mail: [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro)) or on the company's website. ([www.antibiotice.ro/Investitori / Informatii Actionari](http://www.antibiotice.ro/Investitori/InformatiiActionari) / AGA **26/27.06.2014** ).

Please note that on non-working days Antibiotice Registrar's Office is closed.

**Note:**

In all the above cases, except the special power of attorney given by a shareholder to a credit institution providing custody services, corporate shareholders will prove their legal representative capacity by means of a certificate issued by the Trade Register, submitted in original or authorized copy, or any other document in original or authorized copy, issued by a competent authority from the country where the shareholder is legally registered, attesting the legal representation. The documents attesting the legal representation of the corporate shareholders shall be issued no later than 3 months before the date of releasing the general meeting of shareholders convening notice. Documents proving the legal representation that are drafted in a foreign language other than English shall be accompanied by a translation in Romanian or English made by an authorized translator. The translation need not be certified or authenticated [according to Measures 26/20.12.2012, Article 4 (1), (2) and (3)].

In accordance with Measures no. 26/20.12.2012, article 5 and Measures no. 3/2012, article 1, if shareholders ask questions or make proposals for amending the agenda, they can also certify their identity by a statement of accounts, showing their competence as shareholders and the number of shares issued by depository office or, if appropriate, by the indirect participants providing custodial services [as per Art. 168 paragraph (1). b) of Law no. 297/2004 republished].

CEO,  
ec. *Ioan NANI*

Financial Director,  
ec. *Paula-Luminita COMAN*