

CURRENT REPORT

According to:

- Law no. 297/2004 republished and to the NSC regulations issued for applying this law,
- National Securities Commission Regulation no. 1/2006 on issuers and the securities-related transactions,
- National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders in the general meetings of trading companies,
- Disposal of Measures no. 26/20.12. 2012,
- Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises,
- Law no. 31/1990 republished, with all the amendments subsequent the Constitutive Act of the Company.

Report date: **May 22nd, 2013**

Name of issuing entity: **Antibiotice SA**

Registered office: **Iași, 1 Valea Lupului St., postal code 707410, <http://www.antibiotice.ro>**

E-mail: **relatiicuinvestitorii@antibiotice.ro**

Phone/fax: **0232 209000 / 0232 209633**

Unique Registration Code in the Trade Register Office: **RO1973096**

Number of order in the Trade Register: **J22/285/1991**

Subscribed and paid-up capital: **56,800,710. Lei**

Regulated market on which the issued securities are traded: **Bucharest Stock Exchange**

Number of shares: **568,007,100.**

Number of votes: **568,007,100.**

Key features of securities issued by the trading company: **nominative shares, nominal value: 0.10 Lei**

Significant event to be reported:

CONVOCATION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Management Board of “Antibiotice” trading company, assembled in the meeting of May 21st 2013, as per art. 113, A, paragraph (1) a) of the Romanian National Securities Commission Regulation no. 1/2006, **convenes on June 27th, 2013, the Extraordinary General Meeting of Shareholders at 10:00 AM, at the company headquarters, with the following agenda:**

I.

1. Approval of the credit facility extension with sublimit 1 in maximum amount of LEI 8,000,000 granted by ALPHA BANK ROMANIA to SC ANTIBIOTICE SA, according to the Facility Contract of Multi-optional Credit Line no.28/1/2005, for financing, up to 80%, of the receivables from the invoices issued by the Borrower to his distributors agreed by the Bank (S.C. FARMEXIM S.A., ROMFARMACHIM S.A. and AZELIS UK LIFE SCIENCES LTD), with a period of use up to May,31st, 2014.
2. Approval of the credit facility extension with sublimit 2 in maximum amount of EUR 100,000 granted by the the ALPHA BANK ROMANIA to SC ANTIBIOTICE SA, according to the Facility

Contract of Multi-optional Credit Line no.28/1/2005, for the issuance of letters of indemnity, letters of credit and downstream guarantees, with a period of use until May,31st, 2014.

3. Approval to maintain the guarantees granted by the company in guaranteeing the credit facility worth of LEI 8,000,000 and EUR 100,000. granted by the ALPHA BANK ROMANIA under the Facility Contract of Multi-Optional Credit Line no.28/1/2005, respectively:
 - mortgage on the receivables arising from the sale-purchase contracts concluded or to be concluded by SC Antibiotice SA with its distributors, as well as invoices, promissory notes and checks issued and/or which will be issued on the basis of such contracts;
 - endorsement in favour of the Bank the cheques and the tickets issued by the company's distributors;
 - pledge on the credit balances (present and future) of the current accounts of the SC Antibiotice SA opened at Alpha Bank Romania SA;
 - Promissory Note in white.
4. Approval of appointment of the person authorized to sign credit agreements and addenda thereto, facility contracts and addenda thereto, mortgage and warranty contracts and addenda thereto, promissory notes in white, applications for use/refund, requests to issue letters of guarantee, opening letters of credit, all applications, documents related to the carrying out of the decision, and any other documents required by the ALPHA BANK ROMANIA.
5. Approval the ratification of all documents relating to the financing, including, but not limited to, the following credit and warranties contracts and addenda thereto:
 - the credit contract No. 28/April 18th, 2005 as amended by the Additional Act of concluded on Nov 14th, 2011, along with all the annexes to it, respectively;
 - the Facility Contract of Multi-optional Credit Line no. no. 28/1/2005, as amended and supplemented by addenda nos. 1-33 concluded by the Company with ALPHA BANK ROMANIA
 - the Agreement on Security Interest in Real Property no. GRM/1/28/Jan,7th 2011 (ACCOUNTS) having as its object the creditor balances (present and future) in RON and in hard currency in the current accounts opened at Alpha Bank Romania, to which correspond the IBAN codes associated with, as well as all the rights with respect to these amounts, with subsequent amendments and additions
 - the Contract security mortgage no. 8/28 (RECEIVABLES) having as object the receivable-collection rights (current and future) of the Company, coming from the sale-purchase contracts signed by the Company with its customers, as well as invoices, promissory notes and checks issued on the basis of these agreements, together with additional documents and annexes thereto, with subsequent modifications
 - the issuance by the Company of a Promissory Note "in-white" with ALPHA BANK ROMANIA as beneficiary, which is entitled to complete at due date, or at any time, with the appropriate sum representing the total amount due by the Company based on the credit contract no. 28 of April 18th, 2005 concluded by the company with ALPHA BANK ROMANIA.

The above mentioned contracts are considering the total amount borrowed by the Company from the ALPHA BANK ROMANIA until the date of adoption of this decision, whose total amount is LEI 8,000,000. and EUR 1,000,000. plus interests, increased interest rates, penalties, fees, taxes and any other costs and expenses incurred, all these amounts being guaranteed by the Company through all the above mentioned contracts of guarantee.

6. Approval of all the decisions taken by the Management Board pursuant to art. 18, let. b¹ of the Articles of Association of SC Antibiotice SA on contracting / extending / increasing / guaranteeing the credit granted by the Alpha Bank Romania SA to Antibiotice SA company.

II.

- 1.1 Approval by the company of a credit line worth of LEI 60,000,000. to be contracted from the EximBank Romania in order to refinance the credit line RBS Bank Romania and for financing the current activities.

- 1.2 Contracting an EximBank guarantee in the name and account of the State, amounting to LEI 10,000,000. for the partial guarantee of the credit line mentioned in section 1.1 above
2. Approval of a guaranteed credit facility granted by EximBank Romania by the formation of real estate mortgages on the following immovable properties owned by the Company:
 - a. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no. 133180/Iasi composed of urban land area totaling 7,844. m² (as per related documents and measurements), category "BUILDINGS & ADJOINING AREAS" with the Cadastral No. 133180 together with the buildings:
 - C 2 - SEMISYNTHESIS - former C2;
 - C 3 - PUMP STATION - former C3;
 Cadastral numbers 133180-C1 and 133180-C2, property of Antibiotice SA.
 - b. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no. 133181/Iasi, composed of urban land area totaling 4,453. sq.m. (as per related documents and measurements), category "BUILDINGS & ADJOINING AREAS" with the Cadastral number 133181 together with the buildings:
 - C 1 - PARENTERAL PRODUCTS - former C60;
 - C 2 - PARENTERAL PRODUCTS - former C61;
 - C 3 - COOLING AGENT WORKSTATION - former C62;
 Cadastral numbers 133181-C1, 133181-C2 and 133181-C3, property of Antibiotice SA.
 - c. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no.133185/Iasi, composed of urban land area totaling 2,409. sq.m (as per related documents and measurements), category "BUILDINGS & ADJOINING AREAS" with the Cadastral number 133185 together with the building C1 - QUALITY CONTROL BUILDING - former C58, with the Cadastral number 133185-C1, property of Antibiotice SA.
 - d. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no.133199/Iasi, 6,022. sq.m. (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", with the Cadastral number 133199 together with the buildings :
 - C 1 - NEUTRALIZER - former C70;
 - C 2 - MICROPRODUCTION & SPARE PARTS PLANT - former C71;
 - C 3 - DRINKING WATER STATION - former C72;
 with the Cadastral numbers 133199-C1, 133199-C2 and 133199-C3, property of Antibiotice SA.
 - e. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no.133210/Iasi, composed of urban land area totaling 5,629. sq.m. (as per related documents and measurements), category "BUILDINGS & ADJOINING AREAS" with the Cadastral number 133210 together with the buildings :
 - C 1 - FINISHED PRODUCT WAREHOUSE - former C105;
 - C 2 - RECIRCULATED WATER TANK - former C106;
 with the Cadastral numbers 133210-C1 and 133210-C2, property of Antibiotice SA.
 - f. Building located in Iasi, 1 Valea Lupului Str., Iasi County, registered in the Real Estate Registry at no 133211/Iasi, composed of urban land area totaling 4,590. sq.m. (as per related documents and measurements), category "BUILDINGS & ADJOINING AREAS" with the Cadastral number 133211 together with the buildings :
 - C 1 - EXTENSION - former C13;
 - C 2 - COMPRESSED TABLETS - former C101;
 - C 3 - AIR COMPRESSORS - former C102;
 - C 4 - COOLING AGENT WORKSTATION - former C103;
 - C 5 - COOLING AGENT WORKSTATION - former C104;
 with Cadastral numbers 133211-C1, 133211-C2, 133211-C3, 133211-C4 and 133211-C5, property of Antibiotice SA.

- 2.1 Establishment of a security mortgage over two pieces of equipment, property of Antibiotice SA, as follows: - **“SYNTHESIS” TABLETTING EQUIPMENT and BLISTERING MACHINE TR135.**
- 2.2 EximBank guarantee in behalf and on account of the State in the amount of LEI 10,000,000. to complete the request presented by the S.C. Antibiotice S.A., for contracting the credit line worth LEI 60,000,000 with a validity term of 12 months.
- 2.3 Assignment of the revenues arising out of the contracts concluded with the following clients of the company Antibiotice S.A.: **SC PHARMA SA, A&G MED TRADING SRL, PHARMAPHARM SA and LABORATORIES KPMA - ALGERIA** (all issued invoices within the due dates).
3. Approval of completion of collateral guarantees for the credit line granted by EximBank Romania, with the following:
 - Security mortgage over the current accounts of availabilities opened by the Borrower to EximBank SA;
 - 3 (three) Promissory Notes in white issued by the company in favor of EximBank with the mention “*protest-free*”, signed by the legal representative of the company in respect of the principal, interests and the fees due.
4. Approval of the company's commitment of the Antibiotice S.A. Iasi company - as a condition (guarantee) imposed by the credit contract concluded with EximBank Romania - not to divide the company, not to merge and not to decide the early dissolution of the company throughout the duration of the credit line in the amount of LEI 60,000,000, as well as during the whole period of validity of the guarantee EximBank, in the name and the account of the State, worth of LEI 10,000,000, without the prior consent of EximBank.
5. Approval of the appointment of the person/persons authorized to sign the documents required for credit analysis (financial statements, declarations, certification according to the original document).
6. Approval of the appointment of the person/persons empowered to bind the company by signing credit agreements/additional documents and the collateral guarantees and any papers and documents requested by the bank, as well as of the Guarantee Agreement.

III.

- I. Approval of the share capital increase by issuing new shares as a result of capitalizing the value of LEI 20,666,189. (net dividends for the fiscal year 2012 and other reserves) and their distribution to the shareholders recorded in the Company's Register of Shareholders on the date proposed as a registration date (**July 15th, 2013**), so that, for each share held, each shareholder will receive 0.363836808 shares with a nominal value of LEI 0.1000.
- II. Approval the amendment of Art. 7, chap.III of the company's Articles of Association related to the share capital and ownership structure, with the following formulation of the text:
*“The share capital is fixed at the sum of LEI 77,466,899., divided into 774,668,990. shares at a nominal value of 1.000 RON each, the shares being nominative.
 The shareholding structure corresponding to the number of shares and their holdings is:*
 1. Ministry of Health - 410,708,388 shares, i.e. 53.017%, amounting to LEI 41,070,838.80;
 2. Other shareholders (natural persons and legal entities) - 363,960,602. shares , i.e. 46.9827%, amounting to LEI 36,396,060.20”.

IV.

1. Approval the date of July 15th, 2013 as the registration date for identifying the shareholders on whom the effects of decisions taken are reflected, in accordance with the provisions of the Article 238, par.1 of the Law no. 297/2004 regarding the capital market.

The shareholders may attend the General Meeting in person or may be represented based on a special power-of-attorney. The Shareholders' access is done on the basis of: Identity Card, a special Power-of-Attorney, a special certified Power-of-Attorney or a Mandate, in the case of legal representatives.

The shareholders registered by the reference date in the Register of Shareholders have the opportunity to vote by mail, by using the vote-by-mail form.

The original vote-by-mail form (in Romanian or in English language) accompanied by a copy of a valid identification document (Identity Card) in case of individual shareholders, or a certificate or any other document proving the legal representation, in case of the shareholders as legal persons, or a statement of accounts, shall be sent to the Company by **June 25th, 2013, 10 AM**.

From the date of **May, 27th, 2013**, the special power-of-attorney forms and the vote-by-mail forms, both in Romanian and English languages, as well as the draft resolutions and all the materials and documents which will be subject of deliberations may be obtained from the Company's registered office. (Public relations - phone: 0232.209.570 / 0372.065.583, fax: 0372.065.633, e-mail: relatiicuinvestitorii@antibiotice.ro) also from the Company's website: ([www.antibiotice.ro/Investitori /Informatii Actionari / AGA 27/28.06.2013](http://www.antibiotice.ro/Investitori/Informatii>Actionari/AGA%2027%2F28.06.2013)).

By **June 25th, 2013, 10:00 AM**, the special powers-of-attorney for representation, will be submitted, in Romanian or English, in original, accompanied by a copy of the ID card, or, where appropriate, the original or the certified copy of the registration certification for the shareholders legally represented, at the Company's headquarters or sent by e-mail (relatiicuinvestitorii@antibiotice.ro), with extended electronic signature.

In the event that a shareholder mandates a credit institution, which provides custodial services, for participating and voting in the General Meeting, only the original special power-of-attorney is required, which must be accompanied by an affidavit, in original, issued by the credit institution [as per Measures no. 26 of Dec 20th, 2012, Article (I) j), ii) and iii)]

One or more shareholders representing, individually or together, at least 5% of the share capital have the right to introduce new items on the agenda of the general meeting and to submit draft resolutions for the items included or proposed, until **June 11th, 2013, 04:00 PM**.

The shareholders of the Company may put questions concerning the items on the agenda of the General Assembly from **May 28th, 2013** until **June 25th, 2013, 04:00 PM** (relatiicuinvestitorii@antibiotice.ro).

In all the above mentioned situations, except for the power of attorney given by a shareholder to a credit institution proving custodial services, the corporate shareholders will prove their the quality of legal representative by means of a certificate issued by the Trade Register, which has to be 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 quality of legal representative.

The documents that prove the legal representation of the corporate shareholders shall be issued no no more than 3 months before the date of release the general meeting of shareholders convening notice.

The documents evidencing the quality as legal representative and which are drawn-up in a foreign language, other than English, shall be accompanied by a translation in Romanian or English made by an authorized translator, without being certified or authenticated [according to Measures no. 26 of Dec 20th, 2012, Article 4 (1), (2) and (3)]

In accordance with the Measures no. 26 of Dec 20th, 2012, Article 5 and the Measures no. 3/2012, Art 1, in the case of shareholders who address questions or make proposals for the completion of the agenda, they can also certify their identity by a statement of accounts showing their competence as shareholders and the number of shares held issued by the depository office or, if appropriate, by the indirect participants providing custodial services [as per Art. 168, paragraph (1), b) of the Law no.297/2004, republished].

More detailed information on the rights of shareholders will be available on the Company's website (www.antibiotice.ro).

In case of failure to achieve the statutory quorum for the validity of deliberations related to the first convocation, the general meeting shall be rescheduled for **June 28th 2013, time 10:00**, at the same location and with the same agenda.

All the shareholders registered in the Shareholders Register by the end of **June 17th, 2013**, established as reference date, are entitled to attend and vote at this General Meeting of Shareholders.

Vice-president of the Management Board,
ec. Ioan NANI