

Project for the RESOLUTIONS of the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders at Antibiotice S.A. Iași, a company incorporated and existing under the Romanian law, registered with the Trade Register Office attached to the Iași Court under the number J22/285/1991, unique registration code RO1973096, headquartered in 1 Valea Lupului St., Iași, România, having a subscribed and paid capital amounting LEI 56,800,710 , divided into 568,007,100 nominative shares, with a nominal value of LEI 0,10 each,

convened by the announcement published in the Official Gazette of Romania, Part IV, no. ____ .05.2013 and in the Ziarul de Iași newspaper no. _____ dated ____ .05.2013,

in accordance with Law no. 31/1990 on trading companies, republished, with subsequent amendments, with Law no.297/2004 on the capital market, the National Securities Commission Regulation no. 1/2006 on issuers and securities transactions, the National Securities Commission Regulation no. 6/2009 on the exercise of certain rights of shareholders in general assemblies of companies, the Disposition of measures no. 26/20.12.2012, the GEO no. 109/2011 regarding the corporate governance of public enterprises and the Company's Article of Incorporation,

assembled on 27/28.06.2013, 10⁰⁰ a.m. for an Extraordinary Meeting at the Company's headquarters in Iași, str. Valea Lupului nr. 1, for the first meeting / the second meeting, in the presence of shareholders representing _____ % of the share capital, that is _____ % of the total voting rights, the vote "for" of the shareholders representing _____ % of the share capital,

DECIDES:

I.

Resolution no. 1: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the extension of a credit facility with a sub-limit 1, with the maximum amount of LEI 8,000,000, granted by ALPHA BANK ROMANIA to SC Antibiotice SA, according to the Multi-option Credit Line Facility Contract no. 28/1/2005, to finance receivables within 80% of invoices issued by the Borrower to its distributors accepted by the Bank (S.C. FARMEXIM S.A., ROMFARMACHIM S.A. and AZELIS UK LIFE SCIENCES LTD), the period of use is up to 31.05.2014.

Resolution no. 2: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the extension of a credit facility with a sub-limit 2, with the maximum amount of EUR 100,000, granted by ALPHA BANK ROMANIA to SC Antibiotice SA, according to the Multi-option Credit Line Facility Contract no. 28/1/2005, for issuing letters of guarantee, letters of credit and sureties and the period of use is up to 31.05.2014.

Resolution no. 3: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the maintenance of guarantees given by the company to guarantee the facilitation of the loan worth LEI 8,000,000 RON and EUR 100,000, granted by ALPHA BANK ROMANIA, according to the Contract of Multioption Credit Line Facility no. 28/1/2005, respectively:

- mortgage on the claims arising of contracts of sale concluded and / or to be concluded by SC Antibiotice SA with its distributors as well as of invoices, notes and checks issued and / or to be issued under these contracts;
- endorsement in favor of the bank of the checks and tickets issued by the distributors of the company;
- pledge on the present and future credit balances of the current accounts of SC Antibiotice SA opened at Alpha Bank Romania SA;
- Blank promissory notes.

Resolution no. 4: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the appointment of the person empowered to sign credit contracts and addenda thereto, facility contracts and addenda thereto, mortgage and warranty contracts and addenda thereto, blank promissory notes, use / refund applications, requests for the issuance of letters of guarantee, for the opening of letters of credit, of all applications and documents related to the carrying out of this decision and any other documents required by ALPHA BANK ROMANIA.

Resolution no. 5: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the ratification of all financing documents, including, but without limitation to the following credit agreements and guarantees and addenda to:

- Credit agreement no. 28 / 18.04.2005 amended by the Addendum concluded on 14.11.2011, together with all the attachments thereto, namely:
- the Contract of Multioption Credit Line Facility no. 28/1/2005, as amended and supplemented by addenda no. 1 - 33 concluded by the Company with ALPHA BANK ROMANIA
- The Contract of pledge no. GRM/1/28/07.01.2011 (ACCOUNTS) concerning the present and future credit balances in lei and foreign currency of the current accounts of the Company opened at Alpha Bank Romania which have the associated IBAN codes, as well as all the associated rights and all the rights to these amounts with subsequent amendments;
- The security mortgage contract no. 8/28 (RECEIVABLES) involving the rights of receivables - present and future collection of the Company, arising from contracts of sale concluded by the Company with its clients, as well as from the invoices, promissory notes and checks issued under these contracts, together with additional documents and annexes, amended and supplemented.
- The issuance by the Company of blank promissory notes having ALPHA BANK ROMANIA as beneficiary in which ALPHA BANK ROMANIA can fill out the due date or at any time with the proper amount representing the total amount payable by the Company under the Credit Agreement no. 28 / 18.04.2005 signed by the Company with ALPHA BANK ROMANIA.

The above mentioned contracts are considering the total amount borrowed to the Company by ALPHA BANK ROMANIA until the adoption of this decision whose total amount is LEI 8,000,000 and EUR 100,000 plus interest, increased interest, penalties, fees and any other costs, fees and charges on loans, amounts that are guaranteed by the Company by all the warranty contracts that were mentioned above.

Given that the empowered people acted in the interest and on behalf of our company and in accordance with our instructions, by this decision we ratify and agree to all the actions taken so far in good faith by our representatives and we consider them legal and producing valid effects.

Resolution no. 6: With the vote of the shareholders representing% of the share capital and% of the total votes cast, all the decisions taken by the Board of Directors under the Article 18 letter b¹ from the Article of Association of SC Antibiotice SA on the contracting/extending/increasing/guaranteeing the loan granted by Alpha Bank Romania SA to the company Antibiotice SA.

II.

Resolution no. 1: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve:

1.1 The company to contract a credit line worth LEI 60,000,000 from EximBank România to refinance the RBS Bank Romania credit line as well as the current activity.

1.2 The contract of an EximBank Guarantee in the name and on behalf of the state amounting LEI 10,000,000 for the partial guarantee of point 1.1.

Resolution no. 2: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the credit guarantee facility granted by EximBank Romania by creating real estate mortgages on the following real property owned by the Company:

- a. The building located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133180/Iași, composed of urban land totaling 7,844 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", Cadastral no. 133180 with the following buildings:
 - C 2 - SEMISYNTHESIS - former C2;
 - C 3 - PUMP STATION - former C3;
 Cadastral no. 133180-C1 AND 133180-C2, property of Antibiotice SA.
 - b. The building located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133181/Iași, composed of urban land totaling 4,453 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", Cadastral no. 133181 with the following buildings:
 - C 1 - PARENTERAL PRODUCTS - former C60;
 - C 2 - PARENTERAL PRODUCTS - former C61;
 - C 3 - COOLING AGENT WORKSTATION - former C62;
 Cadastral no. 133181-C1, 133181-C2 AND 133181-C3, property of Antibiotice SA.
 - c. The building located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133185/Iași, composed of urban land totaling 2,409 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", Cadastral no. 133185 together with the building C 1 - QUALITY CONTRLOL BUILDING - formerly known as C58, cadastral no. 133185-C1, property of Antibiotice SA.
 - d. The property located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133199/Iași, composed of urban land totaling 6.022 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", cadastral no. 133199 together with the following constructions:
 - C 1 - NEUTRALIZER - former C70;
 - C 2 - MICROPRODUCTION & SPARE PARTS PLANT - former C71;
 - C 3 - DRINKING WATER STATION - former C72;
 Cadastral no. 133199-C1, 133199-C2 AND 133199-C3, property of Antibiotice SA.
 - e. Property located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133210/Iasi, composed of urban land totaling 5,629 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS" cadastral no. 133210 together with the following buildings:
 - C 1 - FINISHED PRODUCT WAREHOUSE - former C105;
 - C 2 - RECIRCULATED WATER TANK - former C106;
 cadastral no. 133210-C1 AND 133210-C2, property of Antibiotice SA.
 - f. Property located in Iași, 1 Valea Lupului St., Iasi County, enrolled in the land book no. 133211/Iași, composed of urban land totaling 4,590 square meters (as per related documents and measurements) category "BUILDINGS & ADJOINING AREAS", cadastral no. 133211 together with the following constructions :
 - C 1 - ANNEX - formerC13;
 - C 2 - TABLETS - formerC101;
 - C 3 - AIR COMPRESSORS - former C102;
 - C 4 - COOLANT STATION - former C103;
 - C 5 - COOLANT STATION - former C104;
 cadastral no. 133211-C1, 133211-C2, 133211-C3, 133211-C4 AND 133211-C5, property of Antibiotice SA.
- 2.1 Mortgage setting on two movable equipments, property of Antibiotice SA - SYNTHESIS EQUIPMENT FOR TABLETS and BLISTER PACKAGING MACHINE TR135.
 - 2.2 Eximbank guarantee in the name and on behalf of the state amounting LEI 10,000,000, in order to complete the presentation made by S.C. Antibiotice S.A., for contracting the credit line worth LEI 60,000,000, with a 12-month maturity.

2.3 The assignment of the income from contracts concluded with the following clients of Antibiotice SA: SC PHARMA SA, A&G MED TRADING SRL, PHARMAPHARM SA AND LABORATORIES KPMA - ALGERIA (all invoices issued at maturity).

Resolution no. 3: With the vote of the shareholders representing% of the share capital and% of total votes cast, we approve the completion of collateral guarantees for the credit line granted by EximBank România, with the following:

- Security mortgage on the current accounts available for loan from EximBank SA;
- 3 (three) blank promissory notes in favor of EximBank SA, mentioning „without protest”, signed by the legal representative of the company in respect of the principal, the interest and fees due.

Resolution no. 4: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the commitment of Antibiotice S.A Iasi - as a condition (guarantee) imposed by the credit agreement with EximBank Romania - not to devide the company, not to merge and not to decide the anticipated dissolution of the company throughout the duration of the credit line amounting LEI 60,000,000 and throughout the duration of the EximBank warranty in the name and on behalf of the state worth LEI 10,000,000, without the prior consent of EximBank SA.

Resolution no. 5: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the appointment of the person / persons authorized to sign documents necessary to the credit analysis (financial statements, declarations, certification of documents according to the original document).

Resolution no. 6: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the appointment of the person / persons authorized to bind the company by signing the credit agreements / addenda and collateral guarantees and of any papers and documents requested by the bank and the guarantee agreement.

III.

Resolution no. 1: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the share capital increase by issuing new shares as a result of the capitalization of LEI 20,666,189 (net dividends for the 2012 financial year and other reserves) and its distribution to the shareholders existing in the company's Register of Shareholders, at the date proposed as record date (15.07.2013), so that, each shareholder, for each share owned will be allocated 0.363836808 shares, with a nominal value of LEI 0,1000.

Resolution no. 2: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the amendment to art. 7, chap. III of the Company' Article of Association, relating to the share capital and shareholding structure, the text being modified as follows:

“The share capital is set at the amount of LEI 77,466,899, divided in 774,668,990 shares, at a nominal value of LEI 0,1000 each, the shares are registered shares.

The shareholding structure, corresponding to the number of shares and their holding is as follows:

1. *The Ministry of Health - 410,708,388 shares - 53.0173%, amounting LEI 4,070,838.80;*
2. *Other shareholders (individuals and companies) - 363,960,602 shares - 46.9827% amounting LEI 36,396,060.20”.*

IV.

Resolution no. 1: With the vote of the shareholders representing% of the share capital and% of the total votes cast, we approve the registration date **15.07.2013**, for the identification of the shareholders who are affected by the decisions taken in accordance with Art. 238 paragraph 1 of Law no. 297/2004 republished, on the capital market.

The President of the Board of Directors, Mr. Valentin RADU, says the decisions of this General Meeting of Shareholders were duly signed and that the legal representatives of the shareholders (stakeholders) were certified and have fulfilled all the legal and statutory conditions to represent the shareholders who gave them mandates (Principals).

These resolutions shall be signed today, 27/28.06.2013, at the company's headquarters in _____ originals.

Vice President of the Board,
Director General,
Ec. Ioan NANI

Note: If, until 11.06.2012, 16⁰⁰ hours one or more shareholders representing individually or together at least 5% of the capital introduce new discussion points on the agenda of the general assemblies, the *Project for Resolutions* will be amended accordingly.