

CEO,  
Ec. Ioan Nani

## Special Power of Attorney

for representation in the Extraordinary Meeting of Shareholders of Antibiotice Iași  
on 27/28.06.2013

The undersigned entity \_\_\_\_\_, head office in \_\_\_\_\_, \_\_\_\_\_ county, \_\_\_\_\_ street no. \_\_\_\_, registered at the Trade Register Office under no. \_\_\_\_\_, fiscal code no. \_\_\_\_\_, in capacity of owner of \_\_\_\_\_ shares legally represented by Mr./Ms. \_\_\_\_\_, as owner of \_\_\_\_\_ shares, amounting to \_\_\_\_\_ % of total shares issued by Antibiotice Iași and recorded in the Shareholders Register of the Central Depositor Bucharest, legally represented by Mr./Mrs. \_\_\_\_\_ identified by National Identification Number \_\_\_\_\_ ID series \_\_\_\_ no \_\_\_\_\_ which grant me \_\_\_\_\_ voting rights in the General Meeting of the Shareholders on 27/28.06.2013, hereinafter considered the **principal**, and Mr./ Ms. \_\_\_\_\_, resident of \_\_\_\_\_, street \_\_\_\_\_ no. \_\_\_\_, identified by National Identification Number \_\_\_\_\_ ID series \_\_\_\_ no \_\_\_\_\_ or in their absence, Mr. / Ms. \_\_\_\_\_, resident of \_\_\_\_\_, str. \_\_\_\_\_ no. \_\_\_\_, identified by National Identification Number \_\_\_\_\_ ID series \_\_\_\_ no \_\_\_\_\_ appointed as **attorney-in-fact**.

I the **principal** hereby invest the **attorney in fact** with full powers in exerting the voting right in the name and on behalf of the principal (relative to the shares owned and registered in the Shareholders Register on the reference date 17.06.2013), in the EGMS held on 27.06.2013, 10.00 hrs, at the headquarters of Antibiotice Iași, respectively in the second

meeting organized as per the legal provisions of art. 118 Law 31/1990 republished, namely on 28.06.2013, 10.00 hrs.

No.	<i>Agenda</i> Extraordinary General Meeting of Shareholders	Option		
		for	against	abstention
0	1	2	3	4
	<b>I.</b>			
1.	Approval of extending the credit facility with the sub-limit 1 in the maximum amount of LEI 8,000,000 granted to SC Antibiotice SA by ALPHA BANK ROMANIA, according to the Multi-Option Credit Line Facility Contract no. 28/1/2005, for financing the receivables up to 80% of the 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 being up to 31.05.2014.			
2.	Approval of extending the credit facility with the sub-limit 2 in the maximum amount of LEI 100,000 granted to SC Antibiotice SA, by ALPHA BANK ROMANIA, according to the Multi-Option Credit Line Facility Contract no. 28/1/2005, for issuing banking guarantee letters, letters of credit and downstream guarantee, the period of use being up to 31.05.2014.			
3.	Approval of maintaining the guarantees provided by the company for guaranteeing the credit facility worth EUR 1,892,154.84 granted by ALPHA BANK ROMANIA based on the Multi-Option Credit Line Facility Contract no. 28/1/2005, respectively: <ul style="list-style-type: none"> <li>- mortgage on the receivables generated by the sale-purchase contracts concluded and/or that are about be concluded by SC Antibiotice SA with its distributors as well as generated by the invoices, promissory notes and checks issued and/or which are be issued on the basis of such contracts;</li> <li>- endorsement of the cheques and promissory notes issued by the company's distributors in favour of Bank;</li> <li>- pledge on the current and future credit balances of the current accounts of SC Antibiotice SA opened at Alpha Bank Romania SA;</li> <li>- Promissory note in white.</li> </ul>			
4.	Approval of the appointment of the person empowered to sign the credit agreements and related additional documents, facility contracts and related additional documents, mortgage and warranty contracts and related additional documents, promissory notes in white, usage /reimbursement applications, requests to issue letters of guarantee, opening letters of credit, all the applications and documents pertaining to the carrying out of this decision and any other documents required by the BANK.			
5.	Approval of the ratification of all financing-related documents including but without limiting to the following credit and warranty agreements and the related additional documents: <ul style="list-style-type: none"> <li>- The credit agreement no. 28 / 18.04.2005 amended by the Additional Act signed at 14.11.2011, together with all the annexes thereto, namely:</li> <li>- The Multi-Option Credit Line Facility Contract no. 28/1/2005 as amended and supplemented by additional acts no. 1-33 concluded by the company with ALPHA BANK ROMANIA</li> <li>- Real movable security contract no. GRM/1/28/07.01.2011 (ACCOUNTS) having as object the current and future credit balances in LEI and in foreign currency of the current accounts of the company opened at Alpha Bank Romania who comply with</li> </ul>			

	<p>IBAN codes, as well as all the rights related to such amounts, with the subsequent modifications and amendments.</p> <ul style="list-style-type: none"> <li>- Real estate mortgage contract No. 8/28 (RECEIVABLES) having as object the current and future receivable -collection rights of the company, generated by the sale-purchase contracts concluded by the company with its customers as well as generated by the invoices, promissory notes and cheques issued under such contracts along with additional documents and annexes thereto, with the subsequent modifications and amendments.</li> <li>- The issuance by the company of the promissory note "in white" having ALPHA BANK ROMANIA as a beneficiary. ALPHA BANK ROMANIA can complete it at the due date or in any moment with the proper amount representing the total amount due by the company under the Credit Contract no. 28/18.04.2005 concluded by the company with ALPHA BANK ROMANIA.</li> </ul> <p>The above-mentioned contracts refer to the whole amount borrowed by the company from ALPHA BANK ROMANIA up to the date of adopting this decision, i.e. EUR 1,892,154.84 plus interest expenses, increased interest expenses, penalties, fees, charges and any other costs and expenses related to loans, amounts guaranteed by the company through all the above-mentioned warranty contracts.</p>			
6.	Approval of all the decisions taken by the Management Board pursuant to article 18 letter b <sup>1</sup> in the company's Articles of Association with respect to contracting/extending/rising/guaranteeing the credit granted to Antibiotice SA by Alpha Bank Romania SA.			
	II.			
1.	<ol style="list-style-type: none"> <li>1. Approval of contracting by the company a credit line in the amount of LEI 60,000,000 from EximBank România for refinancing the credit line from RBS Bank Romania and for refinancing the current activity.</li> <li>2. Contracting an Eximbank Guarantee on behalf and account of the State, amounting to LEI 10,000,000 , for the partial guarantee from the point 1.1</li> </ol>			
2.	<p>Approval of the guarantee of the facility credit granted by EximBank Romania through the constitution of real estate mortgages upon the following real estate owned by the company:</p> <ol style="list-style-type: none"> <li>a. Building located in Iasi, 1 Valea Lupului St. registered in the land book no. 133180/Iasi, consisting of land within the built-up area in total surface of 7,844 m<sup>2</sup> (as per related documents and measurements), the category " BUILDINGS &amp; ADJOINING AREAS " with the cadastral number 133180 together with the buildings: <ul style="list-style-type: none"> <li>- C 2 - SEMISYNTHESIS - former C2;</li> <li>- C 3 - PUMP STATION - former C3;</li> </ul> with the cadastral nos. 133180-C1 and 133180-C2, Antibiotice property</li> <li>b. Building located in Iasi, 1 Valea Lupului St. registered in the land book no. 133181/Iasi consisting of land within the built-up area in total area of 4,453 square meters (as per related documents and measurements), the category "BUILDINGS &amp; ADJOINING AREAS" with the cadastral number 133181 together with the buildings: <ul style="list-style-type: none"> <li>- C 1 - PARENTERAL PRODUCTS - former C60;</li> <li>- C 2 - PARENTERAL PRODUCTS - former C61;</li> <li>- C 3 - COOLING AGENT WORKSTATION - ex C62;</li> </ul> with the cadastral nos. 133181-C1,133181-C2 and 133181-C3, Antibiotice property</li> <li>c. Building located in Iasi, 1 Valea Lupului St. registered in the</li> </ol>			

	<p>land book no. 133185/Iași consisting of land within the built-up area in total area of 2,409 square meters (as per related documents and measurements)the category " BUILDINGS &amp; ADJOINING AREAS " with the cadastral number 133185 together with the building C 1: QUALITY CONTROL BUILDING - former C58 with the cadastral no. 133185-C1, Antibiotice property</p> <p>d. Building located in Iasi, 1 Valea Lupului St. registered in the land book no. 133199/Iași consisting of land within the built-up area in total area of 6,022 square meters (as per related documents and measurements)the category " BUILDINGS &amp; ADJOINING AREAS" with the cadastral number 133199 together with the buildings:</p> <ul style="list-style-type: none"> <li>- C 1 - NEUTRALIZER - former C70;</li> <li>- C 2 - MICROPRODUCTION &amp; SPARE PARTS PLANT - former C71;</li> <li>- C 3 - DRINKING WATER STATION - former C72;</li> </ul> <p>with the cadastral numbers 133199-C1, 133199-C2 and 133199-C3, Antibiotice property.</p> <p>e. Building located in Iasi, 1 Valea Lupului St. registered in the land book no. 133210/Iași consisting of land within the built-up area in total area of 5,629 square meters (as per related documents and measurements)the category " BUILDINGS &amp; ADJOINING AREAS " with the cadastral number 133210 together with the buildings:</p> <ul style="list-style-type: none"> <li>- C 1 - FINISHED PRODUCT WAREHOUSE - former C105;</li> <li>- C 2 - RECIRCULATED WATER TANK - former C106;</li> </ul> <p>with the cadastral numbers 133210-C1 and 133210-C2, Antibiotice property.</p> <p>f. Building located in Iasi, 1 Valea Lupului St. registered in the land book no. 133211/Iași consisting of the land within the built-up area, in total area of 4,590 square meters (as per related documents and measurements), category "BUILDINGS &amp; ADJOINING AREAS" with the cadastral number 133211 together with the buildings:</p> <ul style="list-style-type: none"> <li>- C 1 - EXTENSION - former C13 ;</li> <li>- C 2 - TABLETS - former C101;</li> <li>- C 3 - AIR COMPRESSORS - former C102;</li> <li>- C 4 - COOLING AGENT WORKSTATION - former C103;</li> <li>- C 5 - COOLING AGENT WORKSTATION - former C104;</li> </ul> <p>with the cadastral numbers 133211-C1, 133211-C2, 133211-C3, 133211-C4 and 133211-C5, Antibiotice property.</p> <p>2.1 Establishment of a real estate mortgage over two Antibiotice pieces of equipment, namely TABLETTING EQUIPMENT and BLISTERING MACHINE TR135.</p> <p>2.2 Eximbank guarantee in the name and on account of the State amounting to LEI 10,000,000 in view of completing the documentation submitted by S.C. Antibiotice S.A., to contract the credit line in the amount of LEI 60,000,000 with a 12-month validity term.</p> <p>2.3 Cession of the revenues generated by the contracts concluded with the following customers of Antibiotice SA: SC PHARMA SA, A&amp;G MED TRADING SRL, PHARMAPHARM SA SI LABORATORIES KPMA - ALGERIA (all issued invoices within due time).</p>			
3.	<p>Approval of completing the collateral guarantees for the credit line granted by EximBank Romania, with the followings:</p> <ul style="list-style-type: none"> <li>- real estate mortgage over the current cash accounts opened by the borrower at EximBank SA;</li> <li>- 3 (three) promissory notes in white issued by the company in</li> </ul>			

	favour of EximBank SA, with the mention "no protest", signed by the company's legal representative, related to the Principal, interests and charges due.			
4.	Approval of the company's commitment, as a condition (guarantee) imposed through the loan contract with the EximBank Romania - not to divide the company, merge or decide the dissolution of the company throughout the duration of the credit line amounting to LEI 60,000,000, as well as during the validity term of the EximBank's guarantee, in the name and on account of the State in the amount of LEI 10,000,000, without the prior consent of EximBank SA.			
5.	Approval of the appointment of the person/s empowered to sign the documents necessary for the credit analysis (financial statements, declarations, certifying documents according to the original).			
6.	Aprobarea desemnării persoanei/lor imputernicita/e să angajeze societatea prin semnarea contractelor de credit/actelor adiționale și a garanțiilor colaterale și a oricăror acte și documente solicitate de bancă, precum și a convenției de garantare. Approval of the appointment of the person/s authorized to bind the company by signing the credit contracts/ additional documents and collateral guarantees and any other documents required by the Bank, as well as of the guarantee convention.			
	<b>III.</b>			
1.	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 Register of Shareholders on the date proposed as a registration date (15.05.2013), so that, for each share held each shareholder will receive 0.363836808 shares with a nominal value of LEI 0.1000.			
2.	Approval of the amendment of Art. 7, chap. III from the company's Articles of Association relating to the share capital and ownership structure, with the following formulation of the text: <i>"The share capital is fixed at the sum of LEI 77,466,899, divided into 774.668.990 shares at a nominal value of 0.1000 lei each, the shares being nominative.</i> <i>The shareholding structure corresponding to the number of shares and their holdings is:</i> 1. <i>Ministry of Health - 410,708,388 shares - 53.0173%, amounting to LEI 41,070,838.80;</i> 2. <i>Other shareholders (natural persons and legal entities) - 363,960,602 shares - 46.9827 % amounting to LEI 36,396,060.20.</i>			
	<b>IV.</b>			
1.	Approval of the date of 15.07.2013 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, para. 1 of Law no. 297/2004 regarding the capital market.			

I hereby authorize my above mentioned attorney-in-fact to vote according to the way he/she was empowered.

I give him/her discretionary power on the issues that haven't been identified and included on the agenda by the date of issuing this Power of Attorney.

Yes

☐

No

☐

I attach a copy of the valid registration certificate.

Drafted today \_\_\_\_\_, in three original copies with similar legal power, one for the principal, one for the attorney-in-fact and the third to be recorded at Antibiotice Registrar's Office by 25.06.2013, 10.00 hrs.

Contact phone no. \_\_\_\_\_

**PRINCIPAL** (Securities holder),

\_\_\_\_\_

( Name of the entity acting as principal, in capitals)

\_\_\_\_\_

( Last and first name of the attorney-in-fact, in capitals)

\_\_\_\_\_

(Seal and Signature of the attorney-in-fact)

Note:

- If by 11/06/2013, 16.00 hrs, one or more shareholders representing individually or jointly at least 5% of the share capital will introduce new items on the agenda of the General Assemblies, The Power of Attorney shall be amended and supplemented accordingly.
- In the event of an update to the Special Power of Attorney **please read carefully** the requirements of the General Meeting Convening Notice starting with the 16<sup>th</sup> day after the Convening Notice was sent to Antibiotice.
- After completing and signing the Power of Attorney, an original copy shall be submitted/ sent to Antibiotice HQ, in a sealed envelope, mentioning the confidential nature of the content, **so that it is recorded at the company Registrar's Office by 25.06.2013, 10.00 hrs. at the latest.**

