

CURRENT REPORT

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 26/20.12.2012,
- GEO no. 109/2011 on corporate governance of public enterprises,
- Law no. 31/1990 republished, with all subsequent amendments,
- Articles of Association

Report date: **21 March 2013**

Name of issuing company: **Antibiotice SA**

Headquarters: Iași, 1, Valea Lupului street, zip code 707410, <http://www.antibiotice.ro>

E-mail: relaticuinvestitorii@antibiotice.ro

Telephone/fax no. : 0232 209000 / 0232 209633

Unique registration code in the Trade Register Office: **RO1973096**

No. in the Trade Register: **J22/285/1991**

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

The regulated market trading the securities issued: **Bucharest Stock Exchange**

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

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

The main characteristics of securities issued by the trading company: nominative shares, nominal value: **0.10 LEI**

Important event:

CONVENING NOTICE

for the Ordinary General Shareholders Meeting and the Extraordinary General Shareholders Meeting

The Management Board of Antibiotice trading company, assembled in the meeting of 21.03.2013, as per art. 113, A, paragraph (1) a) of the Romanian National Securities Commission Regulation no. 1/2006, **convenes on 25/26.04.2013, the Ordinary General Meeting of Shareholders at 10:00 AM , and the Extraordinary General Meeting of Shareholders at 12:00 AM, at the company headquarters, with the following agenda:**

I. The Ordinary General Meeting of Shareholders

1. Approval of the company's financial statement for the fiscal year 2012, based on the Management Report and Financial Auditor Report.
2. Approval of net profit distribution on 2012, setting the gross dividend per action and approval of reinvesting the dividends.
3. Approving the discharge of administration for the activity conducted in the fiscal year 2012, based on reports submitted.
4. Approving the income and expenditure budget on 2013.
5. Extending the financial audit contract with BDO Audit Ltd., for two more years.
6. Setting the remuneration for the members of the Management Board.

7. Approval of the degree of achieving the objectives and performance criteria on 2012 for the members of the Management Board and the General Manager.
8. Approving the objectives set in the administration plan for the members of the Management Board and for the General Manager, on 2013.
9. Approving 15.05.2013 as registration date, in order to identify the shareholders subject to the effects of decisions adopted as per the stipulations of art. 238 paragraph 1 from Law 297/2004 regarding the capital market.

II. The Extraordinary General Shareholders Meeting

1. Approving share capital increase by issuing new shares as a result of capitalizing the value of 10,333,094 LEI (net dividends on financial year 2012 and other reserves) and its distribution to existing shareholders recorded in the Shareholders Register on the planned registration date, 05.15.2013, so that each shareholder is allotted 0.181918395 shares with a nominal value of 0.1000 lei, per share held.
2. Approving the amendment to art. 7, chapter III of the Articles of Association relating to share capital and ownership structure, rephrasing the text as follows:
"Share capital amounts to 67,133,804 lei, divided in 671,338,040 shares, at a nominal value of 0.1000 lei each, the shares being nominative.
Ownership structure corresponding to the number of shares and their holdings is as follows:
 1. *The Ministry of Health: 355,925,135 shares representing 53.0173%, amounting to 35,592,513.50 lei;*
 2. *Other shareholders (individuals and companies): 315,412,905 shares representing 46.9827% amounting to 31,541,290.50 lei.*
3. Approving the registration date 15.05.2013 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.

Shareholders may attend the General Meeting on their own behalf or by representation, based on a special power of attorney. Shareholders access is granted upon presenting the identity card, the special power of attorney, the authenticated power of attorney or the Mandate, in the case of legal representatives.

The shareholders registered by the reference date may vote by mail, prior to the General Meetings of Shareholders, by using the vote-by-mail form. The vote-by-mail form in original, in Romanian or in English, together with a copy of the ID card (for individual shareholders), respectively a registration certificate or any other document proving the legal representation, or a statement of accounts (in the case of legal persons/companies) will be submitted to the Investor relations Office by 25.04.2013, 10:00 AM.

As of 25.03.2013, the special powers of attorney forms and the vote-by-mail form, in Romanian and English, as well as the draft resolutions, the materials and documents making the object of the deliberation are available upon request at the company's headquarters - Investor Relations Office, phone no. 0232.209.570/0372.065.583, fax: 0372.065.633, e-mail: relatiicuinvestitorii@antibiotice.ro and on our company's official website ([www.antibiotice.ro/Investitors /Information for Shareholders /AGA 25/26.04.2013](http://www.antibiotice.ro/Investitors/Information%20for%20Shareholders)).

The special powers of attorney will be submitted in original, in Romanian or English, accompanied by a copy of the ID card or if necessary the original/authorized copy of the registration certification for shareholders legally represented, by 23.04.2013, 10:00 AM at our company's headquarters or sent by e-mail (relatiicuinvestitorii@antibiotice.ro), with extended electronic signature.

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 (as per Measures no. 26/20.12.2012, Article 2 (1) i), ii) and iii)].

One or several 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 meetings and to submit draft resolutions for the items included or proposed until **09.04.2013, 04:00 AM**.

Shareholders can send their questions related to items on the agenda within the General Meetings of Shareholders, from **25.03.2013 until 24.04.2013, at 10:00 AM**, via e-mail (relatiicuinvestitorii@antibiotice.ro).

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, without being certified or authenticated [according to Measures 26/20.12.2012, Article 4 (1), (2) and (3)].**

In accordance with the 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].

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

In case of failure to perform the statutory quorum for the validity of deliberations, the general meetings are rescheduled for **26.04.2013, 10:00 AM** (in the Ordinary Meeting) respectively **12:00 AM** (in the Extraordinary Meeting), at the same location and with the same agenda.

All shareholders registered in the shareholders register by the end of 15.04.2013, established as the reference date are entitled to attend and vote at the General Meetings of Shareholders.

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