

## **CURRENT REPORT**

According to:

- Law no. 297/2004 republished and C.N.V.M. regulations issued for applying this law,
- National Securities Commission Regulation no. 1 / 2006 on issuers and securities transactions,
- National Securities Commission Regulation no. 6 / 2009 on the exercise of certain rights of shareholders in general meetings of the trading companies,
- Law no. 31/1990 republished, with all subsequent amendments,
- Company Statute.

Report date: 03.24.2011

Name of issuing entity: Antibiotice SA

Registered office: Iasi, 1 Valea Lupului St., postal code

707410, <http://www.antibiotice.ro>

E-mail: [actionariat@antibiotice.ro](mailto:actionariat@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: 47.765.668,10 lei

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

Number of shares: 477.656.681

Number of votes: 477.656.681

Key features of securities issued by the trading company: nominal shares, nominal value: 0.10 LEI

## **CONVOCATION OF THE ORDINARY AND EXTRAORDINARY MEETINGS OF SHAREHOLDERS**

The Management Board of the trading company Antibiotice convokes for the date of 28.04.2011, the Ordinary General Meeting of Shareholders at 10:00 a.m. and the Extraordinary General Meeting of Shareholders at 12:00 a.m., at the company's headquarters, with the following agenda:

### **I. Ordinary General Meeting of Shareholders**

1. Approval of the company's financial statements for the financial year 2010 based on the Management Report and on the Financial Auditor's Report.
2. Approval of net profit allocation for the year 2010, fixing of the gross dividend per share and approval for reinvesting the dividends.
3. Approval for discharging the managers from liability, for their activity performed in the financial year 2010, based on reports submitted.
4. Approval of Revenue and Expenditure Budget for 2011.
5. Extension of the financial audit contract with the company BDO Audit LLC, for a two-year period.

6. Fixing of the remuneration of the board members.
7. Approval of the degree of achievement of objectives and performance criteria for the CEO.
8. Approval of the date of 16.05.2011 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.

## **II. Extraordinary General Meeting of Shareholders**

1. The company's intention of contracting a loan amounting to 6,500,000 EUR from RBS Bank (Romania) SA (hereinafter called „the Bank”) under the conditions negotiated by the parties.
2. Guaranteeing the above-mentioned loan as follows:
  1. a real securities pledge on all equipment related to the project "Acquisition of plant and machinery for creating a capacity for manufacturing non-penicillin antibiotics, sterile powders for injection, filled into vials, according to Annex 1 to the Contract;
  2. Mortgage on land and buildings, located in Iasi, 1 Valea Lupului St. County of Ia<sup>o</sup>i, CF 133 186 , cadastral no. 133186, 133 186-C160 (from the CF 13967, cadastral no. 4784 /1), CF 133199, cadastral no. 133199, 133199-C2, in favor of the Bank, pursuant to Annex 2 to the Contract.
3. Approval of the share capital increase by issuing new shares as a result of capitalizing the value of 9,035,041.90 lei (net dividends for the fiscal year 2010 and undistributed net dividends from the previous years) and their distribution to the shareholders recorded in the Register of Shareholders on the date proposed as a registration date (16.05.2011), so that for each shareholder the number of shares held will be increased, with an allocation index of 0.18915347.
4. Approval of the amendment of Art. 7, chap. III of the Statute of the company relating to the share capital and ownership structure, with the following formulation of the text:

"The share capital is fixed at the sum of 56,800,710 lei, divided into 568,007,100 shares at a nominal value of 0.1000 lei each, the shares being nominative.  
The shareholding structure corresponding to the number of shares and their holdings is:

  1. Ministry of Health - 301,141,886 shares - 53.0173%, amounting to 30,114,188.60 lei;
  2. Other shareholders (natural persons and legal entities) - 266,865,214 shares - 46.9827 % amounting to 26,686,521.40 lei.
5. Approval of the date of 05.16.2011 as 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 republished, regarding the capital market.

Shareholders may be present to the General Meeting under his/her proper name or as representatives by special warrant of attorney. Access of shareholders is allowed

based on the identity card, Special Attorney, Special Attorney authenticated or mandate, for the legal representatives.

Shareholders registered at the reference date in the Register of Shareholders may vote by mail before the General Meetings of the Shareholders, by using the voting form by mail. The voting form by mail in original with the copy of ID or certificate of registration of the shareholder will be sent to the company's headquarters, until 04.26.2011, at 10:00 a.m..

As of 28.03.2011, the special powers of attorney, voting forms form by mail, draft decision, and the materials and documents that will be the subject of deliberations can be obtained from the company's headquarters (section Shareholders - phone 0232.209.570 / 0372.065.583, fax: 0232.209.633, e-mail: [actionariat@antibiotice.ro](mailto:actionariat@antibiotice.ro)) and from our company website ([www.antibiotice.ro](http://www.antibiotice.ro) / Investors / Shareholders Information / GMS 3.28/29.2011). Until 04.26.2011 at 10:00, the special powers of attorney in original, accompanied by a photocopy of the identity card or registration certificate of the shareholder represented, will be submitted at the company's head office or sent by e-mail with extensive electronic signature .

One or more shareholders representing, individually or together, at least 5% of the shares are entitled to introduce new items on the agenda of the general meetings and submit draft resolutions for these items until 04.12.2011, at 16:00.

Shareholders may ask questions regarding items on the agenda of the General Meetings from 03.28.2011 until 04.27.2011, at 10:00 a.m. ([actionariat@antibiotice.ro](mailto:actionariat@antibiotice.ro)).

More detailed information on the rights of shareholders can be found on the company website (**Error! Hyperlink reference not valid.**

In case of non-statutory quorum for the validity of the deliberations at the first convocation, the general meetings are rescheduled on 04.29.2011, at 10:00 a.m. (Ordinary Meeting), and at 12:00 a.m. respectively (Extraordinary Meeting), in the same place, with the same agenda.

At these General Meetings of Shareholders all shareholders registered in the Register of Shareholders at the end of the day of 04.18.2011, established as a reference date, are entitled to attend and vote.

President of the Management Board,  
Chief Executive Officer,  
Ec. Ioan NANI

