

**The Managing Board of “Antibiotice” S.A. Company** with the headquarters in Iasi, 1 Valea Lupului St., registered at the Commerce Registry Office with the number J22-285/15.02.1991, Fiscal Registration Code RO1973096,

convenes

on June 25<sup>th</sup> 2009, **The Ordinary General Meeting of Shareholders**, at 10<sup>00</sup> a.m. and **The Extraordinary General Meeting of Shareholders**, at 12<sup>00</sup> a.m. The General Meetings of Shareholders will take place at the company’s headquarters.

All shareholders registered in the Register of Shareholders by the end of June 10<sup>th</sup> 2009, set as reference date, are entitled to participate and vote at these General Meetings of Shareholders.

The meeting is conducted in conformity with Law 297/2004 and the CNVM guidelines for the enforcement of this law, in conformity with Law 31/1990 reissued with all further amendments, and in conformity with The Establishment Act of the Society.

**I. The Ordinary General Meeting** will have the following agenda:

1. Approving the administrative discharge of the directors of the company for the activity developed during the fiscal year 2008.
2. Approving the Income and Expense Budget for 2009.
3. Approving the prolongation of the line of credit amounting to 9 million Euro on a 12 month period, contracted from RBS BANK (Romania) SA as well as the guaranties deposited at this bank, in the shape of real estate mortgage amounting to 49.119.353 ROL.
4. Modifying the structure of the Managing Board:
  - a) Revocation of Ms. Magdalena BĂDULESCU – member of the Managing Board,
  - b) Election of a new member of the Managing Board.
5. Approving the registration date July 13<sup>th</sup> 2009, for identifying the shareholders subject to the effects of the decisions adopted according to the stipulations of art 238, headline 1 of Law 297/2004 republished, regarding the capital market.

**II. The Extraordinary General Meeting of Shareholders** will have the following agenda:

1. Acknowledging the changing in the structure of shareholders according to the transfer of shares held on behalf of the State at Antibiotice SA Iasi, from the portfolio of the Authority for the State Assets Recovery to the portfolio of the Ministry of Health, relying on the Government Decision no. 410/April 1st 2009, published in the Official Gazette, Part I no. 260 / April 21st 2009, decision entered into force on May 1st 2009, as well as on the handing over – taking over protocol signed on May 15th 2009.
2. Approving the modification of the Company’s Status according to the project of additional act presented, which is an integral part of the convening notice, as well as of Annex no 1 – Directors of SC Antibiotice SA Ia<sup>o</sup>i.
3. Approving the registration date July 13<sup>th</sup> 2009, for identifying the shareholders subject to the effects of the decisions adopted according to the stipulations of art 238, headline 1 of Law 297/2004 republished, regarding the capital market.

In case of failure to perform the statutory quorum for the validity of deliberations, the General Meeting is rescheduled on June 26th 2009, 1000 a.m. (Ordinary Meeting) and respectively 1200 a.m. (Extraordinary Meeting), in the same location and with the same agenda.

Shareholders may attend the General Meeting on their own behalf or by representation, based on a special letter of attorney. Starting with June 19th 2009, the letter of attorney forms as well as the materials and documents making the object of the deliberations are available on request at the company's headquarters (Shareholders' Department – telephone no. 0232.209.570 / 0372.065.583, fax: 0232.209.633, e-mail: [actionariat@antibiotice.ro](mailto:actionariat@antibiotice.ro)). They can also be downloaded from the company's site ([www.antibiotice.ro](http://www.antibiotice.ro)/ Investors/ Information for shareholders/ O.G.M.S. and E.G.M.S. June 25th/26th 2009). All the letters of attorney will be filed by June 23rd 2009, 1000 a.m.

The candidatures for the nominalization of the members in the Managing Board will be filed at latest by June 18th 2009, in conformity with the provisions of the Regulation no. 1 of C.N.V.M. and of Law no. 297/2004 regarding the capital market. In conformity with Article 117, headline 6 of Law 31/1990 reissued and amended, the list comprising information regarding the name, the locality of residence and the professional qualification of the persons proposed as directors, is at the shareholders' disposal, at the company's headquarters, as well as on its site, for them to be able to access it and fill it in.

Shareholders' access is granted upon presenting the Identity card, the Special Letter of Attorney, the authenticated Letter of Attorney or the Mandate, in the case of legal representatives.

### **Project of Addendum for the trading company “Antibiotice” S.A. Iași**

Proposals for modifying the Status of SC Antibiotice SA Iasi:

#### **• Chapter III, Article 7 will have the following content:**

Authorized share capital

The authorized share capital is set at 45.489.729,10 ROL, divided in 454.897.291 shares, with a nominal value of de 0,1 lei each, the shares being nominative.

The structure of shareholders, corresponding to the number of shares and to their holding, is the following:

1. The Ministry of Health - 241.174.148 shares - 53,017%, amounting to ROL 24.117.414,80;
2. Other shareholders (natural and legal persons) - 213.723.143 shares - 46,983%, amounting to ROL 21.372.314,30.”

#### **• Chapter V, Article 17, headline 16, will have the following content:**

“ The Managing Board can create consultative committees having at least two members of the board and they have the responsibility to conduct investigations and

elaborate recommendations for the board in different fields such as audit, remuneration of managers, directors, censors and staff, designation of candidates for different management jobs. The committees will submit reports to the board, on a regular basis, on their activities.”

**Article 17, headline 17 will have the following content:**

At least one member of every committee created on the basis of the headline 16 must be an independent non-executive manager. The audit committee and the committee for remuneration are made only from non-executive managers. At least one member of the audit committee must have experience in applying the accounting principles or in financial audit.

**• Chapter V, Article 18 will have the following content:**

Managing Board’s responsibilities:

The Managing Board has to fulfil all the adequate and useful acts for accomplishing the company’s object of activity, except those reserved by the law for the general meeting of the shareholders.

The Managing Board has the following basic competences, that cannot be delegated to the directors:

- a) setting of the main directions of activity and of company’s development;
- b) setting of the accounting policies and financial control system as well as approval of the financial planning;
- c) appointment and revocation of directors and setting out their remuneration;
- d) monitoring of the directors’ activity
- e) elaboration of the annual report, organization of the general meeting of the shareholders and implementation of the decisions taken at the meeting;
- f) submission of the application for opening the company insolvency procedure, according to the law no. 85/2006 on insolvency procedure;

The Managing Board approves, as the case may be, on a monthly, quarterly or annually basis, the marketing strategy policies, depending on peculiarities of the internal and external market.

The Managing Board represents the company in regard to third parties and in justice through the chairman or through other persons authorized by the Managing Board.

The Managing Board holds back the responsibility of the company’s representation in relation to the directors.

The Managing Board registers to the Commerce Registry the name of the persons authorized to represent the company. These persons provide their signature specimens to the Commerce Registry.

The members of the Managing board will exert their mandate faithfully, for the convenience of the company, according to the law.

The managers are responsible for fulfilling all the obligations, according to the law.

The manager may, in his own name, to alienate, to attain respectively, goods for or from the company, with a value exceeding 10% from the value of the net assets of the company, only after the approval of the extraordinary general meeting.

The manager will be allowed, in his own name, to alienate, to attain respectively, goods for him from the company, only after obtaining the approval of the

extraordinary general meeting. These provisions are applied to the lease operations too.

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## **Current Report**

The General Meetings of the Shareholders from Antibiotice Ia<sup>o</sup>i reunited for deliberation on June 25th 2009, at 10:00 a.m. in the Ordinary meeting and at 12:00 a.m. in the Extraordinary meeting respectively. The two meetings were statutory, in the presence of shareholders representing 63.21 % from the authorized share capital. The participants to the meeting were:

- the authorized representative of the Ministry of Health;
- shareholders – natural and legal persons.

Taking into consideration the convocation of the General Meetings of the Shareholders of the trading company Antibiotice Iasi, issued in the Romanian Official Gazette, Part IV, no. 2804/May 22nd 2009 and in the newspapers Bursa and Ziarul de Iasi no. 116 (5418)/May 25th 2009, according to the provisions of Law no. 31/1990 regarding the joint-stock companies, re-issued, with further amendments and completions of Law no. 297/2004 regarding the capital market, of the Regulation of the Romanian National Securities Commission no. 1/2006 regarding the issuers and the operations with exchange securities, as well as to those of the minutes of the Ordinary and Extraordinary GMS held on June 25th 2009, the representative of the Ministry of Health in the General Meetings of the Shareholders and the other shareholders of Antibiotice, legal and natural persons, issued the following Decisions, according to the agenda of each meeting.

### **I. Decisions of the Ordinary General Meeting of the Shareholders:**

1. Approval of the management discharge of the company's managers for the activity in the financial year 2008.
2. Approval of the Income and Expenditure Budget for 2009, as it follows:

Turnover	225,000,000 lei
Total income	245,500,000 lei
Total expenses	230,000,000 lei
Gross profit	15,500,000 lei
Net profit	12,676,000 lei

3. Modification of the structure of the Managing Board, as it follows:

- a) Revocation of Mrs. Magdalena BĂDULESCU – member of the Managing Board
- b) Election by secret vote of Mr. Alexandru Rafila - member of the Managing Board

Surname and name	Age	Residency	Qualification
Alexandru RAFILA	48	Bucharest	physician

4. Approval of the registration date July 13th 2009, for identifying the shareholders subject to the effects of the decisions of the Ordinary General Meeting of the Shareholders held on June 25th, 2009.

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

1. Acknowledgement of the modification of the shareholding structure according to the transfer of shares held on behalf of the State at Antibiotice SA Iasi, from the portfolio of the Authority for the State Assets Recovery to the portfolio of the Ministry of Health, based on the Government's Decision no. 410/April 1st 2009, issued in the Official Gazette, Part I no. 260 of April 21st, 2009, decision entered into force on May 1st 2009, as well as on the handing over – taking over protocol.

2. Approval of the modification of the company's statute (according to the presented draft of additional act, which is an integral part of the present summons) as well as of the Annex no. 1- Management/managers of Antibiotice S.A. Ia<sup>o</sup>i.

3. Approval of the registration date July 13th 2009, for identifying the shareholders subject to the effects of the decisions of the Extraordinary General Meeting of the Shareholders held on June 25th 2009.

4. Approval of the extension of the credit line amounting to € 9 million on a 12-month period contracted from RBS BANK (Romania) SA and the guaranties submitted to this bank under the form of immovable mortgages amounting to LEI 49,119,353.

General Director,  
ec. Ioan NANI

Financial-Accounting Director,  
ec. Constantin NICUTA