

DRAFT DECISIONS

of Ordinary and Extraordinary General Meetings of Shareholders

The General Ordinary and Extraordinary Meetings of Shareholders of Antibiotice SA Iasi, a trading company incorporated and existing under the Romanian law, registered at the Trade Register Office attached to the Iasi Court under number J22/285/1991 Iasi, unique registration code RO1973096, with the headquarters in 1 Valea Lupului St., Iasi, Romania, with subscribed and paid up capital amounting to 47,765,668.10 lei, divided into 477,656,681 nominal shares with a nominal value of 0.1 lei each,

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

in accordance with the Law no. 31/1990 on trading companies, republished, with the subsequent amendments and completions, 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 the general meetings of the trading companies and with the provisions of the company's Statute,

held on 28/29.04.2011, at 10:00 a.m. (ordinary meeting), and at 12:00 a.m. respectively (extraordinary meeting), at the company's head office in Iasi, 1 Valea Lupului St., at the first/ the second call, in the presence of the shareholders representing ____ % of the share capital value, i.e. ____ % of the total number of the voting rights, with the vote "for" of shareholders representing ____% of the share capital,

DECIDE:

I General Ordinary Meeting of Shareholders

Decision no. 1: With the vote of the shareholders representing%. of the share capital the GMS approves the company's financial statements for the financial year 2010 based on the Management Report and on the Financial Auditor's Report.

Decision no. 2: With the vote of the shareholders representing%. of the share capital the GMS approves the net profit allocation for the year 2010, fixing of the gross dividend per share and approval for reinvesting the dividends.

Decision no. 3: With the vote of the shareholders representing%. of the share capital the GMS approves discharging of the managers from liability, for their activity performed in the financial year 2010, based on reports submitted.

Decision no. 4: With the vote of the shareholders representing%. of the share capital the GMS approves the Revenue and Expenditure Budget for 2011.

Decision no. 5: With the vote of the shareholders representing% of the share capital the GMS approves the extension of the financial audit contract with the company BDO Audit LLC, for a two-year period.

Decision no. 6: With the vote of the shareholders representing% of the share capital the GMS approves the setting of the board members' remuneration.

Decision no. 7: With the vote of the shareholders representing% of the share capital the GMS approves the degree of achievement of objectives and performance criteria for the CEO.

Decision no. 8: With the vote of the shareholders representing% of the share capital the GMS approves 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. General Extraordinary Meeting of Shareholders

Decision no. 1: With the vote of the shareholders representing% of the share capital the GMS approves 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.

Decision no. 2: With the vote of the shareholders representing% of the share capital the GMS approves the guarantee of 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-penicilin 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 Iasi, CF 133186, cadastral no. 133186, 133186-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.

Decision no. 3: With the vote of the shareholders representing% of the share capital the GMS approves 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.

Capitalisation of dividends is a part of the necessary source for supporting the investment program and for increasing the value of the company, ensuring the completion of some major investments.

Decision no. 4: With the vote of the shareholders representing% of the share capital the GMS approves 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.

Decision no. 5: With the vote of the shareholders representing%. of the share capital the GMS approves the date of 16.05.2011 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.

These decisions will be signed today, 28/29.04.2011, at the company's head office in _____ original copies.

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



Note: If by the date of 12.04.2011, at 16:00 a.m. one or more shareholders representing, individually or together, at least 5% of the share capital will introduce new items on the agendas of the meetings, the DRAFT DECISIONS will be amended accordingly.