

## Draft RESOLUTIONS

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

*The Ordinary and Extraordinary General Meetings of Shareholders of Antibiotice S.A. Iasi, a trading company incorporated and operating under the Romanian law, registered with the Trade Register Office attached to the Iasi Court under number J22/285/1991, tax identification number RO1973096, with the headquarters at 1 Valea Lupului Street, Iasi, Romania, with subscribed and paid-up share capital amounting to RON 56,800,710, divided into 568,007,100 nominal shares with a nominal value of RON 0.1000 each,*

*convened by the notice published in the Official Gazette of Romania, Part IV, no. \_\_\_\_/\_\_\_\_.07.2012 and in Ziarul de Iasi no. \_\_\_\_ dated \_\_\_\_\_.07.2012,*

*in conformity with the provisions of the Law no. 31/1990 on trading companies, republished, with the subsequent amendments and addenda, Law no. 297/2004 on the capital market, the Romanian National Securities Commission (Rom. CNVM) regulation no. 1/2006 on issuers and operations with securities, CNVM regulation no. 6/2009 on exercising certain rights by shareholders in the general meetings of trading companies, Government Emergency Ordinance no. 109/2011 on corporate governance in public enterprises and the Articles of Incorporation of the company,*

*held at the company's headquarters located at 1 Valea Lupului Street, at 10<sup>00</sup> a.m. (the ordinary meeting) and, respectively 12 a.m. (the extraordinary meeting) on 09/10.08.2012, at the first / second call, in the presence of a number of shareholders representing \_\_\_\_ % of the share capital value, i.e. \_\_\_\_ % of the total number of voting rights,*

DECIDE:

### I Ordinary General Meeting of Shareholders

Decision no. 1: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the company's financial statements for the first semester of 2012 based on the Management Report and the Financial Auditor's Report, according to Art. 55. - (1) of the Government Emergency Ordinance 109/30.11.2011.

Decision no. 2: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the date of 28.08.2012 as registration date for the identification of the shareholders on whom the effects of the adopted decisions redound, according to the provisions of the Art. 238, paragraph 1 of the Law no. 297/2004 on the capital market.

### II. Extraordinary General Meeting of Shareholders

Decision no. 1: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves "The Ratification of the Resolution of the Board of Directors of SC Antibiotice dated 26.04.2011 on the conclusion of the loan facility agreement with ING Bank Amsterdam N.N., Bucharest branch office as follows:

A. Uncommitted line of credit for financing the working capital, available as an overdraft, and for the issuance of contingent liabilities with due dates of within 1 year.

B. Loan: Maximum EUR 9,500,000, out of which:

a. sublimit for the overdraft: EUR 9,500,000.

b. sublimit for the issuance of contingent liabilities: EUR 500,000 having as a guarantee the uncollected receivables.

Loan guarantee with intangible assets property of the company registered in the Land Register 133201 of the City of Iasi and the Land Register 133207 of the City of Iasi".

Decision no. 2: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the addition to the mortgage provided by ING Bank Amsterdam N.N., Bucharest branch office, of the building housing the Research Center (inventory number 10114) with a carrying value of RON 7,750,351.93 as of May 31, 2012.

Decision no. 3: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the multi-option line of credit facility provided by Alpha Bank Romania as follows:

A - sublimit of RON 8,000,000;

B - sublimit of EUR 100,000 having as a guarantee the uncollected receivables.

Decision no. 4: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the modification of the Articles of Association of SC Antibiotice SA, namely the amendment of Art. 18 "The Board of Director' Duties ", letter b<sup>1</sup>, which shall read as follows:

b<sup>1</sup> - *"raising loans, undertaking refinancings and guaranteeing such loans and refinancings with company property within the limit of 20% of the company assets, drawing up addenda to loan agreements, all such decisions being subject to ratification in the next GMS meeting".*

Decision no. 5: With the vote of the shareholders holding .....% of the share capital value and .....% of the total votes cast, the GMS approves the date of 28/08/2012 as registration date for the identification of the shareholders on whom the effects of the adopted decisions redound, according to the provisions of the Art. 238, paragraph 1 of the Law no. 297/2004 on the capital market republished.

The above decisions are signed today, 09/10.08.2012, at the company's headquarters in \_\_\_\_\_ original copies.

Vice-president of the Board of Directors,  
Chief Executive Officer,  
ec. *Ioan NANI*

Note: Should one or more shareholders representing individually or jointly at least 5% of the share capital add new items on the GMS agenda by 4.00 p.m. on 24/07/2012, the *Draft Resolutions* will be modified accordingly.