

**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 April 23rd 2009, The Ordinary General Meeting of Shareholders, at 1000 a.m. and The Extraordinary General Meeting of Shareholders, at 1200 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 April 3rd 2009, set as reference date, are entitled to participate and vote at this 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 Financial Position of the company for the financial year 2008, according to the Report of Directors and to the Report of the Financial Auditor.
2. Approving the allotment of the net profit of 2008, assessing the dividend per share and approving the reinvestment of dividends.
3. Approving the administrative discharge of the company’s directors for the activity developed during the financial exercise 2008, according to the reports on view.
4. Approving the Income and Expense Budget for 2009.
5. Designing the financial auditor and assessing the duration of the contract of financial audit, as a consequence of the mandate expiry.
6. Modifying the structure of the Managing Board:
  - a) Revocation of some members of the Managing Board,

- b) Election of some members of the Managing Board.
- 7. Assessing the remuneration for the members of the Managing Board.
- 8. Approving the registration date May 15th 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 regarding the capital market.

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

- 1. The proper modification of Annex 1 – Directors of S.C. Antibiotice S.A. – Iasi (the company's status)
- 2. The modification of Article 17 in The Establishment Act of the Society, as it follows: "The society is managed by the Managing Board, formed of 7 members, out of which one Director may be Executive, elected for a period of 4 years (according to Annex 1). The non-executive directors must form the majority."
- 3. The modification of Article 19 in the Establishment Act of the Society, as it follows: "The General Meeting of Shareholders elects the company's Managing Board. The Managing Board authorizes and assigns the management of the company to one or more directors, naming one of them as General Director, who is also the President of the Managing Board, according to a contract of mandate. In case that the directors assigned with the management of the company are among its employees, their individual labor contracts are suspended during the period of their mandate."
- 4. Approving the registration date May 15th 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 regarding the capital market.

In case of failure to perform the statutory quorum for the validity of deliberations, the General Meeting is rescheduled on April 24th 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 April 17th 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. 0232/220040 int. 5570, 5583, fax: 0232/211020, e-mail: [actionariat@antibiotice.ro](mailto:actionariat@antibiotice.ro)). They can also be downloaded from our society's website ([www.antibiotice.ro](http://www.antibiotice.ro)/ Investors/ Information for shareholders/ AGA 23/24.04.2009). All the letters of attorney will be filed by April 21st 2009, 1000 a.m.

The candidatures for the nominalization of the members in the Managing Board will be filed at latest by April 16th 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.

Starting from March 20th 2009, the annual balance sheets, the report of the director, as well as the report regarding the necessity of reinvesting the dividends afferent to the financial year 2008 are published on the company's site ([www.antibiotice.ro](http://www.antibiotice.ro)/ Investors/ Financial reports/ 2008, estimated), and the report of the financial auditor will be published on our site, starting from April 4th 2009.

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.

### **Power of attorney**

### **Current Report**

**The General Meetings of Shareholders** from Antibiotice Iasi were gathered for deliberation on April 24th 2009, 10<sup>00</sup> a.m. the **Ordinary Meeting** and respectively 12<sup>00</sup> a.m. the **Extraordinary Meeting**, statutory at the second convocation, in the presence of shareholders representing 63,19% from the authorized share capital.

The participants to the meeting were:

- The mandated representative of The Authority for State Assets Recovery;

- Shareholders – natural and legal persons.

Taking into consideration the convocation of the General Meetings of Shareholders from Antibiotice Iasi, issued in the Romanian Official Gazette, Part IV, no. 1676/March 20th 2009 and in the newspapers Bursa no. 56 (3920) and Ziarul de Iasi no. 65 (5369)/March 23rd 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 Romanian National Securities Commission no. 1/2006 regarding the issuers and the operations with exchange securities, as well as of those of the minutes of the OGMS and EGMS held on April 24th 2009, the representative of the Authority for State Assets Recovery in the General Meetings of Shareholders and the shareholders - natural and legal persons at Antibiotice Iasi, issued the following Decisions, according to the agenda established for each meeting.

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

### **1. Approval of the Financial Statements concluded on December 31st 2008.**

Financial results have been drawn up in accordance with the Minister of Public Finance Order No. 1752/2005 for the approval of accounting regulations complying with the European directives, IFRS and Law No. 82/1991, as it follows:

No.	Name and surname	Age	Residence	Qualification
1	Ioan NANI	50 years	Iasi	economist
2	Voicu VICTOR	70 years	Bucuresti	physician
3	Magdalena BADULESCU	61 years	Bucuresti	pharmacist
4	Geza B. Molnar	66 years	Cluj Napoca	physician
5	Radu Valentin		Bucuresti	economist

**7. Assessment of the remuneration for the members of the Managing Board, at the level of 1% of the remuneration of the General Manager**

**8. At the proposal of the majority stockholder – The Authority for the State Assets Recovery – approval of the registration date May 11th 2009, for identifying the shareholders subject to the effects of the decisions of the General Ordinary Meeting of Shareholders held on April 24th 2009.**

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

1. Approval of modifying Annex 1 of the company's status – Directors of S.C. Antibiotice S.A. – IaÅŸi.

2. Approval of modifying Article 17 in The Establishment Act of the Society, as it follows: "The society is managed by the Managing Board, formed of 7 members, out of which one Director may be Executive, elected for a period of 4 years (according to Annex 1). The non-executive directors must form the majority."

3. Approval of modifying Article 19 in the Establishment Act of the Society, as it follows: "The General Meeting of Shareholders elects the company's Managing Board. The Managing Board authorizes and assigns the management of the company to one or more directors, naming one of them as General Director, who is also the President of the Managing Board, based on a contract of mandate. In case that the directors assigned for the management of the company are among its employees, their individual labor contracts are suspended during the period of their mandate."

4. At the proposal of the majority stockholder – The Authority for the State Assets Recovery – approval of the registration date May 11th 2009, for identifying the shareholders subject to the effects of the decisions of the General Ordinary Meeting of Shareholders held on April 24th 2009

General Manager,  
Eng. Coca CASCAVAL, PhD



*be caprasa*

Financial Manager,  
ec.Constantin Nicuta

	lei
Turnover	215,805,947
Total income	231,224,307
Total expenditure	217,845,674
Gross profit	13,378,633
Net profit	10,572,756

The Financial auditor's report relating to the financial year 2008 was presented by the representative of the audit firm "B.D.O. Conti Audit S.R.L., Mr. Tudor Mircea, manager.

**2. Approval of the allocation of the net profit of 2008, meaning 10,572,756 lei, as it follows::**

legal reserve .....	668,932 lei
facilities from valuation of goods resulted from the dismemberment of fixed assets .....	153,656 lei
facilities from waste valuation .....	107,972 lei
amounts resulted from the correction of reported results .....	2,064,785 lei
dividends .....	7,577,411 lei

The unit value of the gross dividend per share is 0.01665741 lei. The payment of dividends will be made within 60 days from the issuing date of the Decision of the General Ordinary Meeting of Shareholders regarding the approval of the financial statements and dividend assessment in the Official Gazette of Romania, Part IV, in accordance with Law 297/2004, Art . 238 - (3), according to the proposal of the majority shareholder - The Authority for State Assets Recovery.

3. It was decided that the administrative discharge of the managers for the financial year 2008 to be reviewed and approved in a future General Ordinary Meeting of Shareholders.

4. The income and expense budget for 2009 will be analysed and approved in a future General Ordinary Meeting of Shareholders, in view of approving the indicators proposed by the new majority shareholder through the B.V.C. project, as a consequence of the transfer of the majority package of shares to the Ministry of Health.

**5. Designation of the company "B.D.O. Conti Audit" S.R.L. as the financial auditor for a period of two years.**

**6. Modification of the Managing Board's structure:**

a) Revocation of the following members of the Managing Board:

- Constantin IORDACHE
- Attila MUSZLINGHER
- Toader BERLEA
- Simona-Alina HAILA
- Coca CASCAVAL

b) Election, by secret vote, of the following members of the Managing Board: