

CURRENT REPORT

As per:

- Law 297/2004 amended and completed by the provisions of L10/2015 and GEO 90/2014 and the regulations of the Romanian National Securities Commission (CNVM) issued in view of its application,
- The regulations of the National Securities Commission no. 1/2006 regarding the issuant and the securities-related operations, amended by the regulations of ASF no. 13/2014,
- The Regulation of CNVM no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of trading companies,
- Measures no. 26/20.12.2012,
- GEO no. 109/2011 on the corporate governance of public enterprises,
- Law no. 31/1990 republished, with all subsequent amendments,
- Articles of Association.

Report date: **03 March 2017**

Name of issuing company: **Antibiotice SA**

Headquarters: **Iași, str. Valea Lupului nr. 1, zip code 707410**

<http://www.antibiotice.ro>

E-mail: **relatiicuinvestitorii@antibiotice.ro**

Telephone/fax no. : **0232 209000 / 0232 209633**

Unique registration code in the Trade Register Office: **RO1973096**

No. in the Trade Register: **J22/285/1991**

Subscribed and paid-up capital: **67,133,804.00 RON**

The regulated market trading the securities issued: **Bucharest Stock Exchange**

Number of shares: **671,338,040**

Number of votes: **671,338,040**

Main characteristics of the securities issued by the company: nominative shares, nominal value: 0.10 lei

Important event to report:

CONVENING

The Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

The Managing Board of Antibiotice reunited in the meeting on 02.03.2017 as per art. 113, A, paragraph (1) a) of the CNVM Regulations no. 1/2006 **convenes** on 06.04.2017 the Ordinary General Meeting of Shareholders at 10⁰⁰ am, and the Extraordinary General Meeting of Shareholders at 12⁰⁰ am at the company's head office, with the following agenda:

I. Ordinary General Meeting of Shareholders

1. Approval of the company's financial statement for the fiscal year 2016, based on the

Management Report and Financial Auditor Report.

2. Approval of net profit distribution on 2016, setting the gross dividend per share and setting the payment date on 15.09.2017.
3. Approval for registering the unsolicited and unclaimed dividends for the financial year 2012 as revenues.
4. Approving the discharge of administration for the activity conducted in the fiscal year 2016, based on reports submitted.
5. Approving the income and expenditure budget on 2017.
6. Appointing the financial auditor and setting the audit contract duration.
7. Approval of the degree of achieving the objectives and performance criteria on 2016 for the members of the Management Board.
8. Approving the objectives set in the administration plan for the members of the Management Board for 2017.
9. Setting the remuneration for the members of the Management Board as per GEO no. 109/2011 (L111/2016) on corporate governance of public enterprises.
10. Approving the registration date **01.09.2017** in order to identify the shareholders subject to the effects of the decisions adopted, as per the stipulations of art. 238 paragraph 1 of Law 297/2004 regarding the capital market, amended by provisions L10/2015 and setting the ex-date **31.08.2017**.

II. Extraordinary General Meeting of Shareholders

1. Approval to extend by 12 months the validity period of the multicurrency multiproduct credit amounting to 30 million RON borrowed by Antibiotice from the Export Import Bank of Romania- Eximbank.
2. Approval to maintain the guarantees relative to the multicurrency multiproduct amounting to 30 million RON throughout the entire term of validity resulting from 1 on the Agenda.
3. Issuing a decision-commitment of Antibiotice not to divide itself, not to merge and decide the anticipated dissolution throughout the entire validity period of the multicurrency multi-product without prior consent of Eximbank SA.
4. Empowering the General Manager Mr. Ioan NANI and Financial Director Ms. Paula COMAN to sign on behalf of the company all documents related to the credit facility extension and changes, under paragraphs 1 and 2 of the agenda, as well as documents related to obligations assumed by the company in accordance with paragraphs 3 of the agenda.
5. Modifying and updating the following articles of the Articles of Association, as follows:

Article 29 of the Articles of Association of Antibiotice will be modified as follows:

“Art. 29 Members of the Management Board”

Our company is managed by a Management Board consisting of 5 members, natural or legal persons having experience in administrating/ managing profitable public enterprises and / or trading companies in the company's activity field.

At least two of the members of the Management Board must have a degree in economics or law and at least 5-year experience in the economic, legal, accounting, auditing or finance fields.

Most members of the Management Board are non-executive and independent administrators. In order to have a legally valid appointment, person appointed as an administrator must expressly accept this appointment.

Members of the Management Board will conclude a professional liability insurance under the limits and conditions imposed by the General Meeting of Shareholders.

Art. 46 Disposal/acquisition of the company's assets by an administrator

The administrators may, in their own name, dispose or acquire goods to or from the company, having a value of more than 10% of the value of the company's net assets, only after getting the approval of the Extraordinary General Meeting of Shareholders which was attended by shareholders who own at least 2/3 of the total number of voting rights.

The provisions of the paragraph 1 also apply to the lease and rental operations.

Article 47 of the Articles of Association of Antibiotice will be modified as follows:

Article 47 - Company management

Members of the Management Board are appointed by the General Meeting of Shareholders, at the proposal of the current Management Board or at the proposal of shareholders.

Based on mandate contracts, Management Board delegates the management of the company to one or more directors, appointing one of them as a general director.

Director of a trading company can be only the person to whom powers have been delegated by the management company. Any other person, regardless of the technical name of the position held within the company, is excluded from the application of legal norms related to the directors of a joint stock company.

Directors may be appointed from outside the Management Board or from the administrators which become executive directors. In any case, the selection of directors will be made in compliance with the legal provisions and will take into account the specificity of the field and complexity of the company's activity.

If the directors are appointed by the company's employees, their individual employment contracts are suspended during the mandate.

6. Setting the company's representative office in Vietnam, in the building Sannam str. Duy Tan 78, Dich Vong Hau Ward, sector Cau Giay, Hanoi.
7. Approval of the date of **01.09.2017** as the registration date for identifying the shareholders who are affected by the decisions adopted, according to the provisions of the art. 238, para. 1 of Law 297/2004 on the capital market, amended and supplemented by the provisions of Law 10/2015 and the establishment of the ex-date for 31.08.2017.

The shareholders registered at the reference date can exercise their right to attend and vote at general meetings directly, by mail or by a representative with special or general power of Attorney, according to the article 243, Law 297/2004 amended and supplemented by the provisions of the Law 10/2015. The access of shareholders is

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

The original vote by mail form together with a copy of the identity card for the individual shareholders or any document attesting the capacity of legal representative for the corporate shareholders or an account statement shall be sent to the company headquarters until **04.04.2017, 10:00 a.m..**

Starting with **06.03.2017**, the special or general powers of attorney, mail voting form in Romanian and in English, decision draft, as well as the materials and documents which will be the subject of deliberations can be obtained from the company's headquarters (Investitors Relations - phone: 0232.209.570 / 0372.065.583, fax: 0372.065.633, e-mail: relatiicuinvestitorii@antibiotice.ro) and on our company website (www.antibiotice.ro/Investitors / Shareholders Information / GMS 06/07.04.2017).

Until **06.04.2017, 10:00 a.m.**, the special or general powers of attorney in English and Romanian shall be submitted in original form, together with a copy of the identity card or registration certificate of the shareholder represented, at the company's headquarters or sent via e-mail, with extended electronic signature. In the event that a shareholder mandates a credit institution which provides custody services, to attend and vote in the general meetings, only the original special power of attorney is needed accompanied by an original affidavit issued by the credit institution [according to the Disposal of Measures no. 26/20.12.2012, Art. 2 (1) i), ii) and iii)].

One or more shareholders representing individually, or together, at least 5% of the share capital are entitled to introduce new items on the agenda of the general meetings and submit decision drafts for those items, until **21.03.2017, 4:00 p.m.**

The company's shareholders can ask questions on the items of the agenda of the General Meeting from **03.03.2017** until **06.04.2017, 10:00 a.m.**(relatiicuinvestitorii@antibiotice.ro).

In all the above cases, with the exception of the special or general power of attorney given by a shareholder to a credit institution which provides custody services, the corporate shareholders prove their capacity of legal representative with a confirmation of company details issued by the trade register submitted in original or certified true copy thereof, or any other document, in original or certified true copy thereof, issued by a competent authority from the country in which the shareholder is legally registered, attesting its capacity of legal representative. The documents attesting the capacity of legal representative of the corporate shareholder shall be issued with not more than 3 months before the publication date of the convening notice of the general meeting of shareholders. These documents attesting the capacity of legal representative elaborated in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator, in Romanian or English, without being notarized or apostilled [according to the Disposal of Measures no. 26/20.12.2012, Art. 4 (1), (2) and (3)].

In accordance with the Disposal of Measures no. 26/20.12.2012, Art. 5 and Disposal of Measures no.3/2012, Art. 1, in the case of shareholders who put questions or make proposals for completing the agenda, they may also prove their identity with the statement of account which attests the capacity of shareholder and the number of shares owned, issued by the Central Depository or, where appropriate, by the indirect

One or more shareholders representing individually, or together, at least 5% of the share capital are entitled to introduce new items on the agenda of the general meetings and submit decision drafts for those items, until **21.03.2017, 4:00 p.m.**

The company's shareholders can ask questions on the items of the agenda of the General Meeting from **03.03.2017 until 06.04.2017, 10:00 a.m.**(relatiicuinvestitorii@antibiotice.ro).

In all the above cases, with the exception of the special or general power of attorney given by a shareholder to a credit institution which provides custody services, the corporate shareholders prove their capacity of legal representative with a confirmation of company details issued by the trade register submitted in original or certified true copy thereof, or any other document, in original or certified true copy thereof, issued by a competent authority from the country in which the shareholder is legally registered, attesting its capacity of legal representative. The documents attesting the capacity of legal representative of the corporate shareholder shall be issued with not more than 3 months before the publication date of the convening notice of the general meeting of shareholders. These documents attesting the capacity of legal representative elaborated in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator, in Romanian or English, without being notarized or apostilled [according to the Disposal of Measures no. 26/20.12.2012, Art. 4 (1), (2) and (3)].

In accordance with the Disposal of Measures no. 26/20.12.2012, Art. 5 and Disposal of Measures no.3/2012, Art. 1, in the case of shareholders who put questions or make proposals for completing the agenda, they may also prove their identity with the statement of account which attests the capacity of shareholder and the number of shares owned, issued by the Central Depository or, where appropriate, by the indirect participants who provide custody services [according to the art. 168 para. (1) letter b) of Law no. 297 amended and supplemented by the provisions of Law 10/2015].

More information on the rights of the shareholders will be available on the company website (www.antibiotice.ro).

In case of non-statutory quorum for the validity of the proceedings in the first meeting, the general meeting is rescheduled on **07.04.2017, at 10:00 a.m.** (Ordinary Meeting), at the same address and with the same agenda.

At this General Meeting of Shareholders, all the shareholders registered in the Shareholder Register by the end of **24.03.2017**, established as reference date are entitled to attend and vote.

Vicepresident of the Management Board,
Ec. Ioan NANI