

CEO,
Ec. Ioan Nani

Special Power of Attorney

for representation in the General Meeting of Shareholders of Antibiotice Iași
on 06/07.04.2017

Entity(company) _____, head office in
_____(city)_____, _____ county, _____ street no. _____,
registered at the Trade Register Office under _____, fiscal code no.
_____, in capacity of holder of (no.)_____ shares
amounting to _____ % of total shares issued by Antibiotice Iași and recorded in the
Shareholder Register of the Central Depository Bucharest, legally represented by Mr./Ms.
_____ identified by National Identification Number
_____ ID series ____ no _____ which grant me _____ votes (_____ % of total
voting rights) in the General Meeting of the Shareholders on 06/07.04.2017, hereinafter
referred to as the principal, and Mr./Ms.
_____, resident of _____,
street _____ no. _____, identified by National Identification Number
_____ ID series ____ no _____ or in their absence, Mr. / Ms.
_____, resident of _____, street
_____ no._____, identified by National Identification Number _____ ID series ____
no _____, appointed as attorney-in-fact.

I, the principal, hereby invest the attorney-in-fact with full powers in exerting the voting
rights in the name and on behalf of the principal (relative to the shares owned and
registered in the Shareholder Register by 24.03.2017 as the reference date), in the OGMS
held at Antibiotice HQ on 06.04.2017, 10:00 am, and, respectively in the second meeting
organized on 07.04.2017 10:00 am, as per the legal provisions of art. 118 Law 31/1990

No.	Agenda for the Ordinary Meeting of Shareholders	Option		
		for	against	abstainment
0	1	2	3	4
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 .			

No.	Agenda for Extraordinary General Meeting of Shareholders	Option		
		for	against	abstainment
0	1	2	3	4
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.	<p>Modifying and updating the following articles of the Articles of Association, as follows:</p> <p>Article 29 of the Articles of Association of Antibiotice will be modified as follows:</p> <p>“Art. 29 Members of the Management Board”</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Members of the Management Board will conclude a professional liability insurance under the limits and conditions imposed by the General Meeting of Shareholders.</p> <p>Art. 46 Disposal/acquisition of the company’s assets by an administrator</p> <p>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.</p> <p>The provisons of the paragraph 1 also apply to the lease and rental operations.</p> <p>Article 47 of the Articles of Association of Antibiotice will be modified as follows:</p> <p>Article 47 - Company management</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p>			
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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.			

I hereby authorize my above mentioned attorney-in-fact to vote according to the way he/she was empowered.

I give him/her discretionary power on the issues that haven't been identified and included on the agenda by the date of issuing the hereby Power of Attorney.

Yes ☐

No ☐

I hereby attach a copy of the valid registration certificate.

Drafted today, _____, in three original copies with similar legal power: one for the principal, one for the attorney-in-fact and the third to be **recorded at Antibiotice Registrar's Office by 06.04.2017, 10:00 am.**

Contact phone no. _____

PRINCIPAL (Securities holder),

(Name of the entity acting as principal, in capitals)

(Last name and first name of the attorney-in-fact, in capitals)

(Seal and signature of the attorney-in-fact)

Note:

- If by 21.03.2017, 4:00 pm, one or several shareholders representing, individually or jointly, at least 5% of the share capital will put new items on the agenda of the General Meeting, the hereby *Power of Attorney* shall be amended and supplemented accordingly.
- In view of an update to the Special Power of Attorney **please read carefully all requirements of the General Meeting Convening Notice starting with the 16th** day after publishing the Convening Notice.
- After filling in the special Power-of-Attorney, an original copy shall be submitted to Antibiotice HQ, in a sealed envelope, mentioning the confidential nature of the content, so that it is recorded at the Antibiotice Registrar's Office by 06.04.2017, 10:00 am at the latest.