

As per:

- Law 297/2004 republished 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 issuants and securities-related operations,
- The Regulation of CNVM no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of trading companies,
- Disposal of Measures no. 26/20.12.2012
- Law no. 111 of May 27, 2016 for the approval of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises,
- Law no. 31/1990 republished, with all subsequent amendments,
- Articles of Association.

the following rules of procedure regarding the conduct, participation and rights of shareholders in the General Meetings of the Shareholders of Antibiotice SA Iasi were elaborated and approved.

Information on shareholders' rights

1. Adding new items to the agenda of the General Meeting of Shareholders

One or several shareholders representing, individually or jointly, at least 5% of the share capital, have the right to put new items on the agenda of the General Meeting of Shareholders (GMS) and to submit draft resolutions to these items according with art. 117¹ paragraph (1) a) of [Law no. 31/1990](#) republished, with all subsequent amendments and as per art. 7, paragraph (1) a) of the CNVM Regulations no. 6/2009.

The proposals for introducing new items on the GMS agenda and the draft resolutions for these items as well as the draft resolutions for the items included on the agenda may be submitted as follows:

- a) directly or through any form of mail dispatch with acknowledgement of receipt, at the company's headquarters in Iasi, 1 Valea Lupului St., postal code 707410, in a sealed envelope, with the specification : "**for the General Meeting of Shareholders held on - Technical Committee**".
- b) by e-mail with advanced electronic signature as per Law no. 455/2001 on the electronic signature, at relatiicuinvestitorii@antibiotice.ro mentioning "**for the General Meeting of Shareholders held on - Technical Committee**".

These proposals and draft resolutions will be accompanied by the valid identity documents (ID for natural persons and, respectively, a certificate or any other document certifying the legal representation such as a statement of accounts, for legal persons/entities) according to the note below.

The proposals sent after the expiry of the above-mentioned terms or sent in other ways than those mentioned, will not be taken into consideration.

2. Asking questions - *Form (open)* -

The answers to the questions will be sent to the mentioned contacts, within maximum 5 working days

Antibiotice shareholders, irrespective of their level of contribution to share capital, may submit written questions on the items of the GMS agenda, as follows:

- a) directly or through any form of mail dispatch with acknowledgement of receipt at the company's headquarters in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, with the mention: **"Do not open"** and **"for the General Meeting of Shareholders on - Technical Committee"**.
- b) by e-mail with advanced electronic signature as per Law no. 455/2001 on the electronic signature, at the e-mail address relatiicuinvestitorii@antibiotice.ro, with the mention **"for the General Meeting of Shareholders on - Technical Committee"**.
- c) On the Electronic Form, which can be found on the website www.antibiotice.ro

The questions must be accompanied by the valid identity documents (ID for natural persons and, respectively, a certificate or any other document certifying the legal representation such as a statement of accounts for legal persons/entities) according to the note below.

3. Special Power of Attorney

Shareholders may attend in person (individual shareholders) or may be represented within the General Meeting by their legal agents (corporate shareholders) or by other natural persons who were granted a power of attorney, based on the power-of-attorney form provided by the company (individuals/ corporate shareholders), as stipulated by the law. The power of attorney is available upon request at the company's head office and on the company's website (www.antibiotice.ro). This form will be filled-out in three original copies, for the shareholder, representative and issuer.

Shareholders legally represented by another person shall give specific voting instructions to their representatives on the special power of attorney, for each item listed on the agenda of the GMS.

The special Powers of Attorney written in Romanian or English, duly filled-out and signed, will be submitted as follows:

- a) an original copy accompanied by a copy of the shareholder's ID (identity card for individual shareholders, or certificate of registration for corporate shareholders), directly or through any form of registered mail to the company's Registrar's Office in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, clearly marked **"Do not open"** and **"for the General Meeting of Shareholders on - Technical Committee"**.
- b) sent by e-mail with advanced electronic signature incorporated under Law no. 455/2001 on electronic signature, at relatiicuinvestitorii@antibiotice.ro, mentioning under subject **"for the General Meeting of Shareholders on - Technical Committee"**.

Before starting the General Meeting of Shareholders, at the entrance in the meeting room, the appointed person will submit to the company's representative the Power of Attorney in original, if previously sent via e-mail with incorporated advanced electronic signature and a copy of the representative's identity card.

According to the Disposal of Measures 26/20.12.2012, Art.2 (1), if a shareholder authorizes a credit institution which provides custody services, to participate and vote in the general meetings, only a special power of attorney in original is necessary, which must be accompanied by an affidavit in original, given by the credit institution who was empowered through a special power of attorney, specifying :

- the credit institution provides custody services for the respective shareholder;

- the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution, so as to vote in the name of the respective shareholder;
- the special power of attorney bears the shareholder's signature;

The special powers of attorney sent after the deadlines mentioned will not be taken into account.

4. Reference date

For this General Meeting of Shareholders, only Antibiotice shareholders who are registered in the Shareholders' Register issued by the Central Depository to the **"Reference date"** may attend and vote.

Shareholders may exercise their voting right within the General Meeting, proportionally to the number of shares they hold. Any one share entitles to one vote.

5. Vote by mail

Shareholders registered in the Register of Shareholders to the reference date have the opportunity to vote by mail, before the General Meeting of Shareholders, by using the vote-by-mail form. The voting form is available, in English and Romanian, at Antibiotice headquarters or it can be downloaded from the company's website (www.antibiotice.ro).

With respect to voting by mail, the vote-by-mail forms in Romanian or English, duly filled-out and signed can be sent to our company before the General Meeting of Shareholders, as follows:

- a) sent directly or through any form of mail dispatch with acknowledgement of receipt to the company's headquarters in Iasi, 1 Valea Lupului street, postal code 707410, in a sealed envelope, with the specification: **"Do not open"** and **"for the General Meeting of Shareholders on - Technical Committee"**.
- b) sent by e-mail with advanced electronic signature as per Law no. 455/2001 on electronic signature, at relatiicuinvestitorii@antibiotice.ro, mentioning under subject **"for the General Meeting of Shareholders on - Technical Committee"**.

The vote-by-mail forms must be accompanied by a copy of a valid identification document (ID card for individual shareholders or a certificate or any other document proving the legal representation, or a statement of accounts, in the case of legal persons), according to the note below.

The voting forms which are not duly received by the deadline indicated will not be taken into account for determining the quorum and majority in the General Meeting of Shareholders.

6. Direct vote

The General Meeting of Shareholders will begin at the time fixed in the relevant convocation. The shareholders' access to the meeting room will be allowed 30 minutes before the start of the meeting. The access of shareholders who are not present in the Meeting until the scheduled time will no longer be allowed.

The decisions are adopted by open or secret vote, as the case may be - [art. 130 Law no. 31/1990 republished](#), with all subsequent amendments.

The Secretary of the Meeting shall draw up a minutes, mentioning the debated issues and the adopted decisions, a report to be signed by the President of the General Meeting of the Shareholders and by the Secretary.

Note:

In all the above cases, with the exception of a special power of attorney given by a shareholder to a credit institution providing custody services, the legal person shareholders prove the status of legal representative with a certificate issued by the trade registry, presented in original or copy according to the original or any other document in the original or in a copy conforming to the original issued by a competent authority in the State in which the shareholder is legally registered, attesting the status of legal representative. The documents certifying the legal representative of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the convocation of the general meeting of the shareholders. These documents attesting the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English without being legalized or apostilled, according to the Disposal of measures no. 26 / 20.12.2012, Art. 4 (1), (2) and (3)).

According to 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 ask questions or who make proposals for completing the agenda, they may attest the identity also with an account statement proving his/her capacity as a shareholder as well as the number of shares held, issued by the Depository Central or, as the case may be, by indirect participants providing custody services (according to art. 168 par. (1) lit. b) of Law no. 297/2004 republished].

The above-mentioned legislation:

- Law no. 31/1990, regarding the companies, republished, with all subsequent amendments
- The Regulation of the National Securities Commission no. 6/2009
- Law no. 455/2001 regarding the electronic signature
- Law no. 297/2004, regarding the capital market, republished
- Measurement of measures no. 26/2012
- Measurement of measures no. 3/2012

**President of the Management Board,
Legal counselor Ionut Sebastian IAVOR**

**Financial Director,
ec. Paula-Luminita COMAN**

Note:

In all the above cases, except the special power of attorney given by a shareholder to a credit institution providing custody services, corporate shareholders will prove their legal representative capacity by means of a certificate issued by the Trade Register, submitted in original or authorized copy or any other document in original or authorized copy issued by a competent authority from the country where the shareholder is legally registered, attesting the legal representation. The documents attesting the legal representation of the corporate shareholders shall be issued no later than 30 days prior to the publication of the convocation of the General Meeting of Shareholders. Documents proving the legal representation that are drafted in a foreign language other than English shall be accompanied by a translation in Romanian or English made by an authorized translator. The translation does not need to be certified or authenticated [according to Measures 26/20.12.2012, Article 4 (1), (2) and (3)].

In accordance with Measures no. 26/20.12.2012, article 5 and Measures no. 3/2012, article 1, if shareholders ask questions or make proposals for amending the agenda, they can also certify their identity by a statement of accounts, showing their competence as shareholders and the number of shares issued by depository office or, if appropriate, by the indirect participants providing custodial services [as per Art. 168 paragraph (1). b) of Law no. 297/2004 republished.]