

Decisions

within the Ordinary and Extraordinary General Meetings of Shareholders

The Ordinary and Extraordinary General Meeting of Shareholders of Antibiotice, a trading company established and operating according to the Romanian law, registered at the Trade Register Office Iasi, no. J22/285/1991, registration code RO1973096, headquarters in strada Valea Lupului no. 1, Iasi, Romania, whose subscribed and paid-up capital is divided in 67,133,804 nominative shares with a value of 0.10 lei each,

convened by the announcement published in the Official Gazette of Romania, Part IV, no. 1182 and in Evenimentul no. 8516 dated 15.03.2019,

in accordance with the provisions of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented, Law no.24/2017, the ASF Regulation no. 5/2018 on Issuers and Operations with Transferable Securities, Measures no. 26 / 20.12.2012, Law no. 111/2016 for the approval of Government Emergency Ordinance no. 109/2011 on Corporate Governance of Public Enterprises and the Articles of Association

reunited on 18/19.04.2019, at 10 a.m. for an Ordinary Meeting and at 12 a.m. for an Extraordinary Meeting at Antibiotice headquarters, for the second reunion, gathering shareholders that represent **75.5305%** of the share capital, respectively **100%** of the total no. of voting rights

DECIDE:

I. Ordinary General Meeting of Shareholders

Decision no.1: Based on a vote representing **75.5303%** of the share capital and **100%** of total votes cast, the company's financial statements for 2018 are approved, based on the Management Report and Financial Auditor's Report.

Decision no. 2: Based on a vote representing **75.5303%** of the share capital and **100%** of total votes cast, the net profit distribution on 2018 is approved, setting the gross dividend worth 0,009991506 lei/share and 20.09.2019 as the first payment date.

Destination	Amount(lei)
Profit to distribute:	34,303,788
- legal reserve	0
- other reserves from profit according to the law	27,596,110
dividends, of which:	6,707,678
– dividends due to the main shareholder	3,556,228
– dividends due to other legal and natural persons	3,151,450

Decision no. 3: Based on a vote representing **75.5303%** of the share capital and **100%** out of the total votes expressed, the registering as income the unclaimed dividends for the financial year 2014 as revenues is approved.

Decision no. 4: Based on a vote representing **75.5299%** of the share capital and **99.9995%** out of the total votes expressed, the income and expenditure budget on 2019 is approved.

Decision no. 5: Based on a vote representing **75.5274%** of the share capital and **99.9961%** out of the total votes expressed, the degree of achieving the objectives and performance criteria on 2018 for the members of the Management Board is approved.

Decision no. 6: Based on a vote representing **75.5303%** of the share capital and **100%** out of the total votes expressed, the discharge of administration for the activity conducted in the fiscal year 2018, based on the submitted reports is approved.

Decision no. 7: Based on a vote representing **75.2530%** of the share capital and **99.9956%** out of the total votes expressed, the objectives set in the 2019 administration plan for the members of the Management Board are approved.

Decision no. 8: Based on a vote representing **75.1835%** of the share capital and **96.4196%** out of the total votes expressed, the remuneration for the members of the Management Board is approved according to the provisions of GEO no. 109/2011 on the corporate governance of public enterprises and GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the Government Emergency Ordinance no.109/2011 on the corporate governance of public enterprises.

Decision no. 9:

- a. With the vote of the shareholders representing **75.2530%** of the share capital and **99.6326%** of the votes cast, the termination of Ionut-Sebastian IAVOR 's mandate is ascertained as of 29.04.2019, as a result of the expiry of the term for which the mandate was concluded.
- b. With the vote of the shareholders representing **75.1835%** of the share capital and **99.5406%** of the votes cast, the appointment of Mr. Cristian-Vasile GRASU as interim administrator is approved, starting with 30.04.2019 , in accordance with art. 641 of GEO no. 109/2011 on corporate governance of public enterprises, for a 4 month-period, which may be extended until the completion of the selection procedure of a new administrator without exceeding a maximum 6 month-period. GMS also approves the form of the mandate contract to be concluded by the company with the interim administrator Cristian-Vasile GRASU, as well as the Annexes A and B of the contract, including financial and non-financial performance indicators and administrator's remuneration.

Decision no. 10: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, GMS approved the starting of the process for selecting a new member of the Management Board, according to the provisions of the art. 64¹ of GEO no. 109/2011 on the corporate governance of public enterprises and art. 4, para. 3 of GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the GEO no.109/2011 on the corporate governance of public enterprises as well as the empowering of the Management Board to select and propose the new administrator in accordance with the provisions of art. 29, para. 2 of GEO no. 109/2011 on the corporate governance of public enterprises and art. 4, para. 5 of GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the GEO no.109/2011 on the corporate governance of public enterprises.

Decision no. 11: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, GMS approved the date of **03.09.2019** as a registration date for identifying the shareholders who will benefit from 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 **02.09.2019**.

II. Extraordinary General Meeting of Shareholders

Decision no. 1: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, the extension 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, is approved.

Decision no. 2: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, GMS approved to maintain the guarantees related to the multi-product multi-currency credit amounting to 30 million LEI throughout the entire term of validity period (one calendar year starting with 26.06.2019) resulting from item 1 of the Agenda.

The guarantees include:

- *Real estate mortgage - 1 rank mortgage as follows:*
 - building enrolled in the land book 133180 - Operculated capsules/Semisynthesis - value: 9,815,837 LEI;
 - building enrolled in the land book 133185 - Quality Control Building - value: 5,860,299 LEI;
 - building enrolled in the land book 133211 - Tablet Plant - value: 10,876,681 LEI;
- *Mortgage - equipment for tablets - Synthesis - value 3,350,500 LEI;*
- *Mortgage on receivables under the contracts concluded with Pharma S.A.;*
- *Mortgage on current cash accounts opened at Exim Bank.*

Decision no. 3: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, GMS approved the issuance of a decision-commitment of Antibiotice not to divide itself, not to merge and decide the anticipated dissolution throughout the entire validity period of the multi-product multicurrency credit without the prior consent of the Export-Import Bank of Romania - EximBank SA..

Decision no. 4: Based on a vote representing **75.5305%** of the share capital and **100%** out of the total votes expressed, GMS empowered 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, is approved.

These decisions shall be signed today, on 18.04.2019, at the company's headquarters, in two (2) original copies.

President of the Management Board,
Ionut-Sebastian IAVOR