

Vice President of the Management Board,  
**Ec. Ioan NANI**

**Vote-by-mail form**

for the GENERAL MEETING OF SHAREHOLDERS held on 18/19.04.2019



The undersigned \_\_\_\_\_ [individual shareholder's full name], identified by \_\_\_\_\_ [identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, domiciled in \_\_\_\_\_, National Identification Number \_\_\_\_\_,

or

The undersigned \_\_\_\_\_ [name of the entity/legal person], established in \_\_\_\_\_, registered at the Trade Register Office under no. J \_\_\_\_\_ Unique Registration Code \_\_\_\_\_, legally represented by \_\_\_\_\_ (\*)

shareholder on the reference Date, i.e. **05.04.2019**, of Antibiotice Iasi, a trading company registered at the Trade Register Office under number J22/285/1991, fiscal code 1973096, holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_% of the total **671,338,040** shares issued by the Company, which grant me \_\_\_\_\_ voting rights in the General Meetings of Shareholders representing \_\_\_\_\_% of the total voting rights,

being aware of the Agendas for the General Meeting of the Shareholders of *Antibiotice Iasi* convened on **18.04.2019**, 10:00 am and respectively **19.04.2019**, at 10:00 am. In the event that the conditions for organizing the General Meetings of Shareholders will not be met on the first above-mentioned date and being aware of the documentation provided by *Antibiotice* in connection with these agendas,

and in accordance with Article 18 of the CNVM Regulation no. 6/2009, I hereby exercise my right to vote by mail, as follows:

No.	Agenda for Ordinary General Meeting of Shareholders	Option		
		for	against	abstention
0	1	2	3	4
1.	Approval of the company's financial statement for the fiscal year 2018, based on the Management Report and Financial Auditor Report.			
2.	Approval of net profit distribution on 2018, setting the gross dividend per share and setting the payment date on 20.09.2019.			
3.	Approval for registering the unsolicited and unclaimed dividends for the financial year 2014 as revenues.			
4.	Approving the income and expenditure budget on 2019.			
5.	Approval of the degree of achieving the objectives and performance criteria on 2018 for the members of the Management Board.			
6.	Approving the discharge of administration for the activity conducted in the fiscal year 2018, based on reports submitted.			
7.	Approving the objectives set in the administration plan for the members of the Management Board for 2019.			
8.	Setting the remuneration of the Management Board's members, 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.			
9.	Approval of the following changes in the Management Board: a. Ascertaining the termination of the mandate contract of a non-executive administrator, as a result of the expiry of the term for which it was concluded;			
	b. Appointment of a provisional administrator in accordance with the provisions of art. 64 <sup>1</sup> of GEO no. 109/2011 on corporate governance of public enterprises.			
10.	In accordance with Art. 117, para. 6 of the Law no. 31/1990 on trading companies, the list containing information on the name, domicile and professional qualification of the persons proposed for the position of administrator is at the shareholders' disposal and can be consulted and completed by them at the Antibiotice SA headquarters - Investor Relation Department. The deadline for making proposals for candidates for the new member of the Management Board is 08.04.2019.			
10.	Starting the process for selecting a new member of the Management Board, according to the provisions of the art. 64 <sup>4</sup> 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 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.			
11.	Approving the registration date 03.09.2019 in order to identify the shareholders subject to the effects of the decisions adopted, as per the stipulations of art. 86 paragraph 1 of Law 24/2017 on			



	issuers of financial instruments and market operations, and setting the ex-date 02.09.2019.			
--	---	--	--	--

No.	Agenda for Extraordinary General Meeting of Shareholders	Option		
		for	against	abstention
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 guaranties related to the multi-product multi-currency threshold in the amount of 30 million LEI throughout the validity period (one calendar year starting with 26.06.2019) resulting from the extension under point 1 of the Agenda. The guaranties include: <ul style="list-style-type: none"> <li>• <i>Real estate mortgage - 1 rank mortgage as follows:</i> -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;</li> <li>• <i>Mortgage - equipment for tablets - Synthesis - value 3,350,500 LEI;</i></li> <li>• <i>Mortgage on receivables under the contracts concluded with Pharma S.A. and Pharmafarm S.A.;</i></li> <li>• <i>Mortgage on current cash accounts opened at Exim Bank.</i></li> </ul>			
3.	Issuance by Antibiotice SA of a decision-commitment not to divide itself, not to merge and not to decide on the early dissolution throughout the validity period of the multi-product multi-currency threshold without the prior consent of the Export-Import Bank of Romania - 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.			

**I hereby attach:**

- Certified copy of the shareholder's ID - for individual shareholders (Identity card/passport/residence permit);
  - Copy of the registration certificate for the legal persons/entities;
  - Certified copy of the ID with respect to authorized agents/ attorneys-in-fact who are individuals (Identity card/passport/residence permit), if applicable;
  - Special Power of Attorney for the agent/attorney-in-fact, in original (if applicable).
- Contact phone number \_\_\_\_\_

I/the undersigned, am fully and exclusively liable for the stipulations contained therein, in my capacity as shareholder of Antibiotice trading company.

Date \_\_\_\_\_

*Individual shareholder*

\_\_\_\_\_  
(Full name of the shareholder - in capitals)

\_\_\_\_\_  
(Shareholder's signature)

*Corporate shareholder*

\_\_\_\_\_  
(Name of the shareholder - in capitals)

\_\_\_\_\_  
(Full name and position of the shareholder's legal representative - in capitals)

\_\_\_\_\_  
(Seal and signature of the shareholder's legal representative)

Contact phone no. \_\_\_\_\_

Note:

- (\*) to be completed for entities/ corporate shareholders only,
- If by 29.03.2019, one or several shareholders representing, individually or jointly, at least 5% of the share capital, will put new items on the General Meeting agenda, the hereby *Vote-by-mail form* will be amended and supplemented accordingly [Art. 117<sup>1</sup>. - (1), Law no. 31/1990 republished, with all subsequent changes; Art. 7 (1) a), CNVM Regulation no. 6/2009; Art. 27 - (2), Section a 2-a, Chapter III, GEO no. 109/2011 and Art. 14, Chapter IV, Articles of Association].
- In the event of updating the *Vote-by-mail form*, please check the requirements in the GM Convening Notice starting with the 16<sup>th</sup> day after the publication of the Convening Notice.