

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. 917 and in Evenimentul no. 8816 dated 09.03.2020,

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 09.04.2020, at 10 a.m. for an Ordinary Meeting and at 12 a.m. for an Extraordinary Meeting at Antibiotice headquarters, for the first reunion, gathering shareholders that represent **73.1341%** 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 **73.1341%** of the share capital and **100%** of total votes cast, the company's financial statements for 2019 are approved, based on the Management Report and Financial Auditor's Report.

Decision no. 2: Based on a vote representing **73.1341%** of the share capital and **100%** of total votes cast, the net profit distribution on 2019 is approved, setting the gross dividend worth 0,029879738 lei/share and 21.09.2020 as the first payment date.

Decision no. 3: Based on a vote representing **73.1341%** of the share capital and **100%** out of the total votes expressed, the registering as income the unclaimed dividends for the financial year 2015 as revenues is approved.

Decision no. 4: Based on a vote representing **72.9241%** of the share capital and **99.7129%** out of the total votes expressed, the degree of achieving the objectives and performance criteria on 2019 for the members of the Management Board is approved.

Decision no. 5: Based on a vote representing **73.1341%** of the share capital and **100%** out of the total votes expressed, the Accountancy, Expertise & Accounting Consultancy Company - SOCECC Ltd. Bucharest, for a 3-year period.

Decision no. 6: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the discharge of administration for the activity conducted in the fiscal year 2019, based on the submitted reports is approved.

Decision no. 7: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the objectives set in the 2020 administration plan for the members of the Management Board are approved.

Decision no. 8: Based on a vote representing 72.9241% of the share capital and 99.7129% 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: With the vote of the shareholders representing 73.1341% of the share capital and 100% of the votes cast, the termination of the administration mandate contract of Mr. Nicolae Stoian as a result of the expiration of the term for which it was concluded;

Decision no. 10: With the vote of the shareholders representing 73.1341% of the share capital and 100% of the votes cast, the termination of the administration mandate contract of Ms. Elena Calitoiu as a result of the expiration of the term for which it was concluded.

Decision no. 11: With the vote of the shareholders representing 72.9241% of the share capital and 99.7129% of the votes cast Mr. Nicolae STOIAN was elected as a Management Board member for a 4-year period, starting with the date of de 18.04.2020, in accordance with art. 29 of GEO no. 109/2011 on corporate governance of public enterprises.

Decision no. 12: With the vote of the shareholders representing 72.9241% of the share capital and 99.7129% of the votes cast Ms. Elena Calitoiu was elected as a Management Board member for a 4-year period, starting with the date of de 18.04.2020, in accordance with art. 29 of GEO no. 109/2011 on corporate governance of public enterprises.

Decision no. 13: With the vote of the shareholders representing 72.9241% of the share capital and 99.7129% of the votes cast of the mandate contract for a 4-year period, for Mr. Nicolae Stoian, elected as a nonexecutive administrator was approved starting with the date of de 18.04.2020.

Decision no. 14: With the vote of the shareholders representing 72.9241% of the share capital and 99.7129% of the votes cast of the mandate contract for a 4-year period, for Ms. Elena CALITOIU, elected as a nonexecutive administrator was approved starting with the date of de 18.04.2020.

Decision no. 15: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the renewing the executive administrator mandate of Mr. Ioan Nani pursuant to art. 27 paragraph 7 of GEO no. 109/2011 on the corporate governance of public enterprises was approved until 31.05.2020.

Decision no. 16: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the mandate contract for the executive administrator Mr. Ioan Nani was approved until 31.05.2020.

Decision no. 17: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, GMS approved the date of 31.08.2020 as a registration date for identifying the shareholders who will benefit from 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 **28.08.2020**.

II. Extraordinary General Meeting of Shareholders

Decision no. 1: Based on a vote representing **73.1341%** 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.

Decision no. 2: Based on a vote representing **73.1341%** of the share capital and **100%** out of the total votes expressed, GMS approved 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 25.06.2020) resulting from the extension under point 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: 10,242,935 LEI;
 - building enrolled in the land book 133185 - Quality Control Building - value: 5,847,828 LEI;
 - building enrolled in the land book 133211 - Tablet Plant - value: 11,016,099 LEI;
- *Mortgage - equipment for tablets - Synthesis - value 3,218,343 LEI;*
- *Mortgage on under the contracts receivables concluded with Pharma S.A.;*
- *Mortgage on current cash accounts opened at Exim Bank.*

Decision no. 3: Based on a vote representing **53.0173%** of the share capital and **72.4933%** out of the total votes expressed, 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. was not approved.

Decision no. 4: Based on a vote representing **73.1341%** 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.

Decision no. 5: Based on a vote representing **73.1341%** of the share capital and **100%** out of the total votes expressed the ratification of the Addendum no. 9 of 19.11.2019 to the Special Credit Conditions (CSC) to the Credit Agreement no. IAS3-42-2016 of 17.08.2016, concluded between UniCredit Bank S.A and Antibiotice SA. was approved.

The Addendum no. 9 of 19.11.2019 to the Special Credit Conditions (CSC) acknowledged, ratified and assumed by this decision was signed on 19.11.2019 by Mr. Nani Ioan in his capacity as General Director of the trading company Antibiotice S.A. and by Mrs. Coman Paula-Luminita in her capacity as Financial Director of Antibiotice S.A..

Decision no. 6: Based on a vote representing **73.1341%** of the share capital and **100%** out of the total votes expressed, the ratification of the Real Estate Mortgage Contract authenticated under. No. 4174/2019 of 20.12.2019 by Ms. Stela Badarau, Notary Public for guaranteeing the Credit Agreement no. IAS3-42-2016 of 17.08.2016 concluded between UniCredit Bank S.A and Antibiotice SA. was approved.

The Real Estate Mortgage Contract acknowledged, ratified and assumed by this decision was signed on 20.12.2019 by Mr. Nani Ioan in his capacity as General Director of the trading company Antibiotice S.A. and by Mrs. Coman Paula-Luminita in her capacity as Financial Director of Antibiotice S.A..

Decision no. 7: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the ratification of the Real Estate Mortgage Contract of 19.11.2019 concluded between UniCredit Bank S.A and Antibiotice SA. on the bank accounts opened by Antibiotice SA la Unicredit Bank SA as well as on the accounts and sub-accounts to be opened by Antibiotice SA to UniCredit Bank SA. was approved.

The Real Estate Mortgage Contract of 19.11.2019 acknowledged, ratified and assumed by this decision was signed on 19.11.2019 by Mr. Nani loan in his capacity as General Director of the trading company Antibiotice S.A. and by Mrs. Coman Paula-Luminita in her capacity as Financial Director of Antibiotice S.A..

Decision no. 8: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the ratification of the Real Estate Mortgage Contract of 20.12.2019 concluded between UniCredit Bank S.A and Antibiotice SA. on the totality of the present and future stocks of goods and raw materials, related to the activity of the Constitutor, located / that will be in the property of the Constitutor, intended to its activity, located but not limited to the registered office, project sites and / or secondary headquarters of the Constitutor and / or of some third parties as well as on the money receivables of the trading company Antibiotice SA from arising from present and future contracts and/or firm orders and/or invoices concluded/issued by Antibiotice SA for its customers: FARMEXIM S.A., ROMFARMACHIM S.A., AZELIS UK LIFE SCIENCES LTD., FARMEXPERT D.C.I. S.R.L., BLD PHARMA S.R.L., FARMACEUTICA REMEDIA DISTRIBUTION & LOGISTICS S.R.L., ROMASTRU TRADING S.R.L., ACIC FINE CHEMICALS, Canada, was approved.

The Real Estate Mortgage Contract of 20.12.2019 acknowledged, ratified and assumed by this decision was signed on 20.12.2019 by Mr. Nani loan in his capacity as General Director of the trading company Antibiotice S.A. and by Mrs. Coman Paula-Luminita in her capacity as Financial Director of Antibiotice S.A..

Decision no. 9: Based on a vote representing 73.1341% of the share capital and 100% out of the total votes expressed, the ratification of the Real Estate Mortgage Contract of 20.12.2019 concluded between UniCredit Bank S.A and Antibiotice SA. on the receivables of the trading company Antibiotice S.A. arising from present and future contracts and/or firm orders and/or invoices concluded/issued by Antibiotice SA for DONA LOGISTICA S.R.L., Bucharest, sector 4, 2-4 Minca Dumitru St., CUI 3335811, was approved.

The Real Estate Mortgage Contract of 20.12.2019 acknowledged, ratified and assumed by this decision was signed on 20.12.2019 by Mr. Nani loan in his capacity as General Director of the trading company Antibiotice S.A. and by Mrs. Coman Paula-Luminita in her capacity as Financial Director of Antibiotice S.A..

These decisions shall be signed today, on 09.04.2020, at the company's headquarters, in two (2) original copies.

Vicepresident of the Management Board,
loan NANI

