

CURRENT REPORT

Report date: **06.03.2020**

Name of issuing company: **Antibiotice SA**

Headquarters: **Iași, str. Valea Lupului nr. 1, zip code 707410**

<http://www.antibiotice.ro>

E-mail: relatiicuinvestitorii@antibiotice.ro

Telephone/fax no. : **0232 209000 / 0232 209633**

Unique registration code in the Trade Register Office: **RO1973096**

No. in the Trade Register: **J22/285/1991**

Subscribed and paid-up capital: **67,133,804.00 RON**

The regulated market trading the securities issued: **Bucharest Stock Exchange**

Number of shares: **671,338,040**

Number of votes: **671,338,040**

Main characteristics of the securities issued by the company: nominative shares, nominal value: 0.10 lei

Important event to report:

CONVENING

The Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

The Managing Board of Antibiotice reunited in the meeting on **05.03.2020** as per art. 234, A, paragraph (1) a) of the ASF Regulations no. 5/2018 **convenes** on **09.04.2020**, the Ordinary General Meeting of Shareholders at 10⁰⁰ am, and the Extraordinary General Meeting of Shareholders at 12⁰⁰ am at the company's head office, with the following **agenda**:

I. Ordinary General Meeting of Shareholders

1. Approval of the company's financial statement for the fiscal year 2019, based on the Management Report and Financial Auditor Report.
2. Approval of net profit distribution on 2019, setting the gross dividend per share and setting the payment date on 21.09.2020.
3. Approval for registering the unsolicited and unclaimed dividends for the financial year 2015 as revenues.
4. Approval of the degree of achieving the objectives and performance criteria on 2019 for the members of the Management Board.
5. Appointing the financial auditor and setting the audit contract duration.
6. Approving the discharge of administration for the activity conducted in the fiscal year 2019, based on reports submitted.
7. Approving the objectives set in the administration plan for the members of the Management Board for 2020.
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. Acknowledgement of 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;
10. Acknowledgement of 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;

11. Appointment of two administrators of the company.

In accordance with Art. 117, para. 6 of Law no. 31/1990, on the trading companies, the list containing information regarding the name, locality of residence and professional qualification of the persons proposed for the position of administrator is available for shareholders and can be consulted and completed by them, at the Antibiotice headquarters - Investor Relations. The deadline for submitting nominations for a new member of the Management Board is 31.03.2020.

12. Approval of the mandate contracts for the administrators designated according to item 11 on the Agenda.

13. Approval for 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.

14. Approval of the mandate contract for the executive administrator Mr. Ioan Nani.

15. Approving the registration date **31.08.2020** 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 **28.08.2020**.

II. Extraordinary General Meeting of Shareholders

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 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.*

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.

5. Acknowledgement, ratification and assumption 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. 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..

6. Acknowledgement, ratification and assumption 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. 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..

7. Acknowledgement, ratification and assumption 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.

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 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..

8. Acknowledgement, ratification and assumption 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.

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 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..

9. Acknowledgement, ratification and assumption 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 33358111.

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 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..

The shareholders registered at the reference date can exercise their right to attend and vote at general meetings directly, by mail or by a representative with special or general power of Attorney, according to the article 92, of Law 24/2017 on issuers of financial instruments and market operations. The access of shareholders is allowed based on the identity card, special or general Power of Attorney, Special Attorney authenticated or mandate, for the legal representatives.

The original vote by mail form together with a copy of the identity card for the individual shareholders or any document attesting the capacity of legal representative for the corporate shareholders or statement of accounts shall be sent to the company headquarters until **07.04.2020, 10:00 am**;

Starting with **09.03.2020**, the special or general powers of attorney, mail voting form in Romanian and in English, decisions draft, as well as the materials and documents which will be the subject of deliberations can be obtained from the company's headquarters (Investor Relations - phone:

0232.209.570 / 0372.065.583, fax: 0372.065.633, e-mail: relatiicuinvestitorii@antibiotice.ro) and on our company website (www.antibiotice.ro/Investitors / **Shareholders Information** / **GMS 09/10.04.2020**).

Until **07.04.2020, 10:00 am.**, the special or general powers of attorney in English and Romanian shall be submitted in original form, together with a copy of the identity card or registration certificate of the shareholder represented, at the company's headquarters or sent via e-mail, with extended electronic signature. In the event that a shareholder mandates a credit institution which provides custody services, to attend and vote in the general meetings, only the original special power of attorney is needed accompanied by an original affidavit issued by the credit institution [according to the Disposal of Measures no. 26/20.12.2012, Art. 2 (1) i), ii) and iii)].

One or more shareholders representing individually, or together, at least 5% of the share capital are entitled to introduce new items on the agenda of the general meetings and submit decision drafts for those items, until **24.03.2020, 4 pm.**

The company's shareholders can ask questions on the items of the agenda of the General Meeting from **09.03.2020** until **09.04.2020, ora 10⁰⁰** (relatiicuinvestitorii@antibiotice.ro).

In all the above cases, with the exception of the special or general power of attorney given by a shareholder to a credit institution which provides custody services, the corporate shareholders prove their capacity of legal representative with a confirmation of company details issued by the trade register submitted in original or certified true copy thereof, or any other document, in original or certified true copy thereof, issued by a competent authority from the country in which the shareholder is legally registered, attesting its capacity of legal representative. The documents attesting the capacity of legal representative of the corporate shareholder shall be issued with not more than 3 months before the publication date of the convening notice of the general meeting of shareholders. These documents attesting the capacity of legal representative elaborated in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator, in Romanian or English, without being notarized or apostilled [according to the Disposal of Measures no. 26/20.12.2012, Art. 4 (1), (2) and (3)].

In accordance with 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 make proposals for completing the agenda, they may also prove their identity with the statement of account which attests the capacity of shareholder and the number of shares owned, issued by the Central Depository or, where appropriate, by the indirect participants who provide custody services [according to the art. 168 para. (1) letter b) of Law no. 297 amended and supplemented by the provisions of Law 10/2015].

More information on the rights of the shareholders will be available on the company website (www.antibiotice.ro).

In case of non-fulfillment of the statutory quorum for the validity of the deliberations at the first convocation, the Ordinary and Extraordinary Meeting shall be rescheduled for the date of **10.04.2020**, at 10:00 a.m. respectively 12:00 a.m., at the same address and the same agenda.

At this General Meeting of Shareholders, all the shareholders registered in the Shareholder Register by the end of **27.03.2020**, established as reference date are entitled to attend and vote.

President of the Management Board,
Dan Octavian ALEXANDRESCU