Antibiotice
Știință și suflet

President of the Management Board,
Dan Octavian ALEXANDRESCU

Antibiotice SA
Antibiotice
RO 1973096
J22-285-1991
Iași - România

Special Power of Attorney

for representation in the General Meeting of Shareholders of Antibiotice Iași on **09/10.04.2020**

Entity *(company)* ________________________________, head office in ____(city)____________________, ______________ county, ______________ street no. ___, registered at the Trade Register Office under _________, fiscal code no. __________________________________, in capacity of holder of (no.)__________ shares amounting to ____________ % of total shares issued by Antibiotice Iași and recorded in the Shareholder Register of the Central Depository Bucharest, legally represented by Mr./Ms. ______________________________________ identified by National Identification Number _________ ID series ____ no ________ which grant me ____________votes (________ % of total voting rights) in the General Meeting of the Shareholders on **09/10.04.2020**, hereinafter referred to as the **principal,** and Mr./Ms. ____, resident of __________________, street ________________ no. __, identified by National Identification Number ______________ ID series __ no ________ or in their absence, Mr. / Ms. ________________________________, resident of ____________________, street ______________ no.__ , identified by National Identification Number _________ ID series __ no ________ , appointed as **attorney-in-fact.**

I, **the principal,** hereby invest **the attorney-in-fact** with full powers in exerting the voting rights in the name and on behalf of the principal (relative to the shares owned and registered in the Shareholder Register by **27.03.2020** as the reference date), in the OGMS held at Antibiotice HQ on **09.04.2020**, 10:00 am, and, respectively in the second meeting organized on **10.04.2020** 10:00 am, as per the legal provisions of art. 118 Law 31/1990 republished.

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CUI RO 1973096
IBAN: RO 04 BACX 0000 0030 1067 8000

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 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 Calițoiu 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**.			

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 25.06.2020) resulting from the extension under point 1 of the Agenda. The guarantees include: • *Real estate mortgage - I 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 treshhold 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..			

I hereby authorize my above mentioned attorney-in-fact to vote according to the way he/she was empowered.

I give him/her discretionary power on the issues that haven't been identified and included on the agenda by the date of issuing the hereby Power of Attorney.

Yes ☐ No ☐

I hereby attach a copy of the valid registration certificate.

Drafted today, ____________________, in three original copies with similar legal power: one for the principal, one for the attorney-in-fact and the third to be **recorded at Antibiotice Registrar's Office by 07.04.2020, 10:00 am.**

Contact phone no. ____

PRINCIPAL (Securities holder),

____

(Name of the entity acting as principal, in capitals)

____

(Last name and first name of the attorney-in-fact, in capitals)

____

(Seal and signature of the attorney-in-fact)

Note: The Power of Attorney shall be duly changed and supplemented if by 24.03.2020, one or several shareholders representing, individually or jointly, at least 5% of the share capital, will put new items on the agenda of the General Meetings [Art. 117^1 - (1), Law 31/1990 republished, with all subsequent changes; Art. 7 (1) a), CNVM Regulations no. 6/2009; Art. 27 - (2), Section 2, Chapter lll, Law no. 111/2016 and Art. 17, Chapter IV, Articles of Association].

After filling in and signing the special Power-of-Attorney, **an original copy** shall be submitted/ sent to Antibiotice headquarters, in a sealed envelope, mentioning the confidential nature of the content, **so that it is recorded at the Antibiotice Registrar's Office by** 07.04.2020, **10:00 am at the latest.**