



THE DIVIDEND POLICY



Antibiotice 

General provisions

According to Art. 67 of Law 31/1990, the dividend is the part of the profit of a joint-stock company that belongs to each shareholder at the end of each financial year, in relation to the shares they own.

The decision on the payment of dividends

The decision to distribute the profit and pay dividends is taken at the Annual Ordinary General Meeting of Shareholders.

The recommendations regarding the dividend amount and payment method are adopted at the Management Board meeting for the proposal of the profit distribution based on the year-end results.

The Ordinary General Meeting of Shareholders, within 5 months from the end of the financial year, is required to discuss, approve or amend the annual financial statements, based on the reports presented by the management board, or, as the case may be, by the financial auditor, and to set the value of dividends (according to Art. 111, paragraph 2 of Law 31/1990).

The decision of the GMS regarding the declaration and payment of dividends will mirror the following:

- The amount of the dividend per share;
- The registration date;
- The date of payment of dividends;
- The shareholders on whom the decisions regarding the payment of dividends are affected.

The dividend calculation

The distribution of the accounting profit remaining after deducting the profit tax is carried out in accordance with the provisions of the Government Ordinance No. 64/2001 on the distribution of profit to national companies, national companies and commercial companies with full or majority state capital, as well as to autonomous public authorities, the Law No. 227/2015 on the Fiscal Code, the Law No. 31/1990 on commercial companies, the Law No. 24/2017 on issuers of financial instruments and market operations, the ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, the OMFP Specifications No. 144/2005 for determining the amounts subject to profit distribution, as well as based on the Decision of the Ordinary General Meeting of Shareholders regarding the approval of the income and expenditure budget of Antibiotice SA.

The determination of dividends is made in accordance with the provisions of OG no. 64/2001 and the OMFP Specifications no. 144/2005, which stipulate that at least 50% of the accounting profit remaining after deducting the profit tax and covering the destinations provided for in Art.1 paragraph 1 letters a)-e is distributed in the form of dividends, respectively:

- a) legal reserves;
- b) other reserves representing tax facilities provided by law;
- c) covering accounting losses from previous years, except for the accounting loss carried forward resulting from the adjustments required by the application of IAS 29 "Financial Reporting in Hyperinflationary Economies", according to the Accounting Regulations in compliance with the International Financial Reporting Standards and the Accounting Regulations harmonized with the European Economic Communities Directive No. 86/635/EEC and with the International Accounting Standards applicable to credit institutions;
- c1) establishing the company's own sources of financing for projects co-financed from external loans,

as well as for establishing the sources necessary for the repayment of capital installments, the payment of interest, commissions and other costs related to these external loans;

d) other distributions provided for by law;

e) the employee profit participation within the limit of 10% of net profit.

The dividends are distributed and paid out of the net profit of the company, proportionate to the number of shares held by the shareholders.

The value of the dividends represents the percentage of the profit that the General Meeting of the company decides to distribute to the shareholders. This value is divided by the total number of shares, thus resulting in the dividend per share. The fiscal regulations in force will be respected.

The list of persons who have the right to receive dividends is drawn up based on the Antibiotice S.A. Shareholder Register, issued by the Bucharest Central Depository, on the registration date established in accordance with the decision adopted by the General Meeting of Shareholders.

The payment of dividends

The dividends are paid on the date established by the General Assembly or, as the case may be, on the date established by special laws, but no later than 6 months from the date of approval of the annual financial statement related to the completed financial year.

The tax on dividends owed by shareholders is calculated and withheld at source, in the rates provided by the legislation in force on the date of payment, and it is declared and transferred by the paying company to the state budget by the 25th inclusive of the month following the month in which the dividends are paid.

Antibiotice S.A. distributes dividends centrally, using the services of Depozitarul Central, according to the procedure published by the company on its website, before the dividend payment starting date.

The payment of dividends distributed by Antibiotice S.A. is made through Depozitarul Central S.A. and the Participants in the clearing-settlement and registry system (intermediaries in accordance with Article 87 paragraph 5 of Law 24/2017, who have concluded a participation contract in the Depozitarul Central system), as follows:

1. The payment of dividends to shareholders who do not have securities accounts opened with Participants (Section I of the Shareholders Register)

Cash payments at the Paying Agent's units

For individual shareholders, the payment of dividends is made in cash, by making the appropriate amounts available, at the Paying Agent's units.

For individual shareholders who authorize another person, the payment of dividends is made to the authorized representative of that person.

For legal entity shareholders, the payment of dividends is not made in cash at the Paying Agent's units.

The payments by bank transfer to accounts opened in lei, at a bank in Romania

Depozitarul Central provides all shareholders holding shares in Section I of the Shareholders' Register with the option to collect any amount of money due, directly, by bank transfer, into a bank account. Therefore, the shareholders, both natural and legal persons in this category, who wish to have their dividends paid by bank transfer, may request and submit to the Depozitarul Central the documents necessary for the payment of dividends.

The requests for payment by bank transfer, together with the aforementioned documents, are sent to the Depozitarul Central, which verifies the documentation submitted by the shareholders, and if the documentation is not complete, it requests its completion by contacting the shareholder at the telephone number or e-mail address indicated by him in the documentation initially submitted.

2. *The payment of dividends to shareholders who have securities accounts opened with Participants/Intermediaries – Brokers, Trustee Banks or SSIF (Section II of the Shareholders Register)*

Payments by bank transfer to Participants' accounts

For the shareholders who are natural or legal persons who, on the registration date, hold shares issued by Antibiotice S.A., as listed in Section II of the Shareholders' Register, dividends are paid automatically on the payment date, by bank transfer, through the Depozitarul Central, into the accounts of the respective Participants, without the submission of additional documents.

Shareholders who have accounts opened with the Participants will not receive their dividends in cash or by transfer from the Paying Agent's units.

3. *The payment of dividends to non-resident shareholders*

The non-resident shareholders who have an account opened with Participants (Broker/Custodian Bank) but also those who do not have an account opened with Participants who wish to apply the more favorable provisions of the Convention for the avoidance of the double taxation, concluded between Romania and their country of residence, or the more favorable provisions applicable to non-resident pension funds as defined in the legislation of the EU member state or in one of the member states of the European Free Trade Association (E.E.L.S.), the documents are sent to the headquarters of Antibiotice S.A.

4. *Payment of dividends due to deceased shareholders*

The dividends due to deceased shareholders will be paid through the Paying Agent, only after the registration by Depozitarul Central S.A. Bucharest, of the direct transfer of ownership as a result of the succession, based on the request of the heirs.

The payment of dividends due to Antibiotice S.A. shareholders is made based on a Dividend Distribution Procedure, which establishes the methods of their payment to its holders of securities.

Prescription of unclaimed dividends

According to the provisions of Article 2517 of Law 287/2009 on the Civil Code, the right to request the payment of dividends is subject to the general provisions on prescription. Thus, the registration in the income account of the amounts representing the equivalent of uncollected dividends, for which the prescription period has expired, namely three years from the date of payment, is subject to approval by the General Meeting of Shareholders.

Final provisions

Antibiotice S.A. publishes on the company's website (Investors/Shareholder information/Dividend history and Investors/Current reports and releases), all relevant information regarding the dividend payment history for each financial year (gross dividend amount, gross dividend per share, ex-dividend date, record date, payment date, concrete methods of dividend payment, documents requested from shareholders for payment, and so on).

This policy enters into force on December 18, 2025, the date of its approval by the Management Board.

The policy will be reviewed whenever the legislation or the company's Articles of Association change.



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