

## Proposals for approval by Extraordinary General Meetings of Shareholders

*The Extraordinary General Meeting of Shareholders of Antibiotice S.A. Iasi, a trading company established and operating according to the Romanian law, registered at the Trade Register Office Iasi attached to the Court of Iasi, under the no. J22/285/1991, unique registration code RO1973096, headquartered in 1 Valea Lupului St., Iasi, Romania, having a subscribed and paid-up capital of 67,133,804 LEI divided in 671,338,040 ordinary registered shares, with a nominal value of 0.10 lei each,*

*convened by the announcement published in the Official Gazette of Romania, Part IV, no. 1324 and in Evenimentul Newspaper no. 10033 dated 15.03.2024 and supplemented by the announcement published in the Official Gazette of Romania, Part IV, no. 1625 and in Evenimentul Newspaper no. 10048 dated 02.04.2024,*

*according to the provisions of Law no. 31/1990 on trading companies, republished, with the subsequent amendments and completions, Law no. 24/2017 on issuers of financial instruments and market operations, republished, Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations, with the subsequent amendments and completions, Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises and provisions of the company's Articles of Association,*

*reunited on 16.04.2024 at 10:00 a.m. in an Extraordinary Meeting at Antibiotice headquarters, 1 Valea Lupului St. Iași, at the first /second call, gathering shareholders that represent \_\_\_\_\_ % of the share capital, respectively \_\_\_\_% of the total no. of voting rights, a statutory and legally constituted meeting,*

*following the debates,*

### DECIDES:

Decision no. 1: Based on “for” votes representing .....% out of the total votes held by the shareholders present and represented, GMS approves for amending the Articles of Incorporation of Antibiotice S.A. - Chapter V Management Board: amending Art. 29, Art. 30, Art. 39, Art. 41, Art. 42 and insertion of new article Art. 40<sup>1</sup>.

- Art. 29 amended: “*Composition of the Management Board. The company is managed according to the unitary system, by a Management Board made up of 7 (seven) members, natural or legal persons, with experience in managing commercial companies or autonomous administrations. The members of the Management Board should have a higher education and at least a 7-year experience in the field of engineering, economic, social, legal sciences or in the company's field of activity. Most members of the Management Board are non-executive, independent administrators. For the appointment of an administrator to be legally valid, the appointed person must expressly accept it. The members of the Management Board will conclude a professional liability insurance within the limits and under the conditions set by the General Meeting of Shareholders.*”

- Art. 30 amended: “No more than 2 members who are public officials or belong to the staff of the tutelary public authority or other public authorities or institutions may be selected in the Management Board. A person who held a management position, respectively an administrator and /or a director whose term of office ceased as a result of non-fulfillment of the performance and/or management objectives and criteria cannot be selected in the Board. A natural person can exercise simultaneously at most 2 mandates as a member of the Management Board and/or as a member of the supervisory board in public enterprises whose headquarters are located on the territory of Romania. This provision applies to the same extent to the natural person who represent a legal person, administrator or member of the supervisory board, as well as to the legal person appointed administrator.”
- Art. 39 amended: “Committees of the Management Board. The Nomination and Remuneration Committee, the Risk Management Committee and the Audit Committee are established within the Management Board. These committees can be made up of non-executive directors. The President of each committee is independent.”
- Art. 41 amended: “Audit Committee. The Audit Committee fulfills the duties provided for in art. 65 of Law no. 162/2017, with subsequent amendments. The committee is made up of non-executive administrators, the majority of administrators being independent, at least one being qualified as a financial auditor according to a document issued by the competent authority from Romania, from another member state, from a member state of the European Free Trade Association, from Switzerland or from the United Kingdom of Great Britain and Northern Ireland, according to the law. As an exception to this provision, a person is competent to be part of the Audit Committee of a public enterprise if this person has at least 3 years of experience proven with documents in statutory audit, acquired by participating in statutory audit missions in Romania, in another member state, in an EFTA state, in Switzerland or in the United Kingdom of Great Britain and Northern Ireland or within the audit committees formed at the level of management/supervisory boards of companies/public interest entities.”
- Art 42 amended: “How the Committees operate. The Management Board can create other advisory committees tasked with carrying out analyzes and developing recommendations for the Board in the fields of interest for the company's activity. The Management Board establishes by regulation the mode of operation and the procedure for adopting decisions within the advisory committees.”
- After art. 40, art. 40<sup>1</sup> is inserted with the following content: “Risk Management Committee. The committee's composition and duties are set by the Management Board. The Risk Management Committee ensures the consistency of the control activities with the risks generated by the activities and processes that are the subject of the control, it identifies, analyzes, evaluates, monitors and reports the identified risks, the plan of measures to mitigate or anticipate them, other measures taken by the executive management. It is also responsible for measuring the solvency of the public enterprise, by reference to its usual attributions and obligations, and informs or, as the case may be, makes proposals to the Management Board, respectively the supervisory board. ”

Decision no. 2: Based on “for” votes representing .....% out of the total votes held by the shareholders present and represented, GMS approves for amending the Articles of Incorporation of Antibiotice S.A. - Chapter V Management Board: amending Art. 35

paragraph 2 and insertion of new paragraph 4 of article Art. 49 in Chapter VI the Company Management.

a) Art. 35 paragraph 2 amended: *"Revocation of administrators. In case of revocation without just cause, the administrator is entitled to the payment of damages-interests equal to two fixed monthly allowances."*

b) Paragraph 4 with the following content is inserted in Art. 49: *" Remuneration of directors. If the revocation of a director occurs without just cause, the revoked director is entitled to the payment of damages-interests equal to two fixed monthly allowances."*.

Decision no. 3: Based on "for" votes representing .....% out of the total votes held by the shareholders present and represented, GMS approves for relocating the Antibiotice S.A. Representative office in Vietnam from the address: Vietnam, Hanoi, Duy Tan St, Cau Giay District, Dich Vong Hau Ward, alley 82, tower 3A, room 807, the 8<sup>th</sup> floor to the address: Vietnam, Hanoi, 78 Duy Tan St., Cau Giay District , Dich Vong Hau Ward, Sannam building, the 8<sup>th</sup> floor.

These decisions are signed today, 16.04.2024 at the company's headquarters, in two original copies.

President of the Management Board,  
**Lucian TIMOFTICIUC**