

**Vote-by-mail form**

for the **GENERAL MEETING OF SHAREHOLDERS** held on **16/17.04.2024**

The undersigned \_\_\_\_\_ [*individual shareholder's full name*], identified by \_\_\_\_\_ [*identity card*], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, domiciled in \_\_\_\_\_, National Identification Number \_\_\_\_\_,

or

The undersigned \_\_\_\_\_ [*name of the entity/legal person*], established in \_\_\_\_\_, registered at the Trade Register Office under no. J \_\_\_\_\_ Unique Registration Code \_\_\_\_\_, legally represented by \_\_\_\_\_ (\*)

shareholder on the reference Date, i.e. **04.04.2024**, of Antibiotice Iasi, a trading company registered at the Trade Register Office under number J22/285/1991, fiscal code 1973096, holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_% of the total **671,338,040** shares issued by the Company, which grant me \_\_\_\_\_ voting rights in the General Meetings of Shareholders representing \_\_\_\_\_% of the total voting rights,

being aware of the **Agendas** for the General Meeting of the Shareholders of *Antibiotice Iasi* convened on **16.04.2024**, at 10:00 am and 12:00 am, and respectively **17.04.2024**, at 10:00 am and 12:00 am, (in the event that the conditions for organizing the General Meetings of Shareholders will not be met on the first above-mentioned date) and being aware of the documentation provided by *Antibiotice* in connection with these agendas,

and in accordance with Article 208 of the ASF Regulation no. 5/2018, I hereby exercise my right to vote by mail, as follows:

No.	Agenda for Extraordinary General Meeting of Shareholders	Option		
		for	against	abstention
0	1	2	3	4
1.	Approval 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> . ○ <u>Art. 29 amended</u> : " <i>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-</i> "			

	<p><i>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.”</i></p> <ul style="list-style-type: none"> <li>○ <i>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.”</i></li> <li>○ <i>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.”</i></li> <li>○ <i>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.”</i></li> <li>○ <i>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</i></li> </ul>			
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	<p><i>regulation the mode of operation and the procedure for adopting decisions within the advisory committees."</i></p> <p>○ <i>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. "</i></p>			
2.	<p>Approval 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.</p> <p>a) <u>Art. 35 paragraph 2 amended</u>: "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."</p> <p>b) <u>Paragraph 4 with the following content is inserted in Art. 49</u>: "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."</p>			
3.	<p>Approval 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.</p>			

No.	Agenda for Ordinary General Meeting of Shareholders	Option		
		for	against	abstention
0	1	2	3	4
1.	Approval of the Management Report at 31.12.2023.			
2.	Submission of the Statutory Auditor's Report.			
3.	Approval of the financial statements for the financial year 2023 based on the Management Report and the Financial Auditor's Report.			
4.	Approval of the distribution of net profit for 2023, fixing of the gross dividend per share and setting of the date of 11.10.2024 as the payment date.			
5.	Approval for registering the unsolicited and unclaimed dividends for the financial year 2019 as revenues.			
6.	Approval of the degree in which the non-executive administrators achieved the performance indicators for 2023.			
7.	Approval of the degree in which the executive administrator/general director achieved the performance indicators for 2023.			

8.	Approval of the discharge from administration of the administrators for the activity carried out in the financial year 2023, based on the submitted reports.			
9.	Acknowledgement that the mandate contracts of the Management Board members ceased as a result of completing the term for which they were concluded.			
10.	Approval for renewing the mandate as an executive administrator of the General Director for a 4-year period, between 19.04.2024 - 19.04.2028, pursuant to art. 28 para. 8 of GEO no. 109/2011 on the corporate governance of public enterprises, as a result of carrying out the procedure established by art. 25 of the Annex to GD no. 639/2023 for the approval of the methodological rules for applying the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises.			
11.	<p>Approval of the appointment of 6 (six) interim non-executive administrators for 5-month mandates which can be extended for good reasons up to 7 months. If the procedure for the selection and nomination of the permanent administrators initiated according to decision no. 4 of 14.09.2023 of the General Meeting of Shareholders will be completed before the expiration of the period for which the interim administrators are appointed, the permanent administrators will be appointed immediately by the General Meeting of Shareholders, and the mandate of the interim administrators will cease.</p> <p>The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrator is published on the company's website at the shareholders' disposal, and can be consulted and completed by them. The deadline for receiving proposals of candidates for the positions of administrators is 08.04.2024.</p>	<p>- An item on the agenda become devoid of purpose as a result of completing the Convening Notice with the item 11 1 requested by the significant shareholder Infinity Capital Investments S.A. (art. 40 1 para. 12 of GEO 109/2011 "In the case of companies whose shares are listed on a regulated market, the provisions of the legislation specific to the capital market are applicable." Art. 166 of the Regulation no. 5/2018 of ASF "Art. 166. - In the situation where a significant shareholder requests, under the conditions of art. 92 para. (3) and (5) from Law no. 24/2017, the introduction of an item on the agenda of a General Meeting of Shareholders on the election of members of the Management Board by applying the cumulative voting method, the Management Board is obliged to introduce that item on the agenda, in compliance with art. 92 para. (6) from the same law. "The election of the members of the Management Board based</p>		

			on this method is mandatory, as a result of the respective request of the significant shareholder."		
11 <sup>1</sup> .	Election of the members of the Antibiotice S.A. Management Board for a 4-year mandate, by the cumulative voting method.				
	<b>No.</b>	<b>Name</b>	<b>Quality</b>	<b>Cumulative Votes Given*</b>	
	1	Ioan NANI	incumbent administrator / candidate		
	2	Lucian TIMOFTICIUC	incumbent administrator / candidate		
	3	Mihai TRIFU	incumbent administrator / candidate		
	4	Catalin Codrut POPESCU	incumbent administrator / candidate		
	5	Catalin LUNGU	incumbent administrator / candidate		
	6	Raluca PUIU	Candidate		
	7	Ionut Sebastian IAVOR	Candidate		
	8	Aurelia TALPOS	Candidate		
9	Cristian MOCANU	Candidate			
			Option		
	<i>The items 12,13,14,15 included in the first convening notice</i>	<i>The items 12,13,14,15 reformulated according to the completed convening notice (these reformulations were made in order to be compliance with request of shareholder Infinity Capital Investments. The request of significant shareholder is the election of the Board members by cumulative voting for a 4-year term).</i>	for	against	abstention
12.	Setting of the performance indicators for the interim non-executive administrators during the interim period;	Setting of the performance indicators for the non-executive administrators.			
13.	Setting of the 2024 performance indicators for the executive administrator/general director;	Setting of the performance indicators for the executive administrator/general director.			

14.	<del>Approval of the mandate contract for the executive administrator/general director for the period 19.04.2024 - 19.04.2028;</del>	Approval of the mandate contract for the executive administrator/general director			
15.	<del>Approval of the mandate contracts for the interim non-executive administrators for the period 19.04.2024 - 19.09.2024;</del>	Approval of the mandate contracts for the non-executive administrators			
15 <sup>1</sup> .	Approval as the mandate contracts concluded by the company with the administrators and directors of the company to be supplemented with the following clause: "If the administrator or director who has concluded a mandate contract with the company is revoked without just cause, the administrator or director who has concluded a mandate contract with the company is entitled to the payment of damages-interests in the amount of 2 fixed monthly allowances."				
16.	Approval of the addenda to the mandate contracts of the non-executive administrators including the key performance indicators for 2024.				
17.	Approval of the addenda to the mandate contract of the executive administrator/general director including the key performance indicators for 2024.				
18.	Approval of the Management Plan, updated with the new performance indicators.				
19.	Approval of the remuneration report for 2023.				
20.	Approval of the remunerations for the Management Board members according to the mandate contract.				
21.	Approval of the date of 24.09.2024 as the registration date for identifying the shareholders on whom the effects of the adopted decisions are reflected, in accordance with the provisions of art. 86, para. 1 of Law 24/2017 on issuers of financial instruments and market operations, and setting the date of 23.09.2024 as the ex-date.				

*\*By the cumulative voting method, each shareholder has the right to assign his/her/its cumulative votes (the votes obtained after multiplying the votes held by any shareholder, according to the participation in the share capital, with the number of administrators who are about to form the Management Board) to one or more persons proposed to be elected in the Management Board.*

**I hereby attach:**

- Certified copy of the shareholder's ID - for individual shareholders (Identity card/passport/residence permit);
- Copy of the registration certificate for the legal persons/entities;
- Certified copy of the ID with respect to authorized agents/ attorneys-in-fact who are individuals (Identity card/passport/residence permit), if applicable;
- Special Power of Attorney for the agent/attorney-in-fact, in original (if applicable).

Contact phone number \_\_\_\_\_

I/The undersigned, am fully and exclusively liable for the stipulations contained therein, in my capacity as shareholder of Antibiotice trading company.

Date \_\_\_\_\_

*Individual shareholder*

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(Full name of the shareholder - in capitals)

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(Shareholder's signature)

*Corporate shareholder*

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(Name of the shareholder - in capitals)

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(Full name and position of the shareholder's legal representative - in capitals)

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(Seal and signature of the shareholder's legal representative)

Contact phone no. \_\_\_\_\_

Note:

(\*) to be completed for entities/corporate shareholders only.

The voting form by mail will be modified and completed accordingly if, in accordance with the legislation in force, one or more shareholders representing, individually or together, at least 5% of the share capital will introduce new items on the agenda of the general meeting.

In the event of updating the Vote-by-mail form, please check the requirements in the GM Convening Notice starting with the 16<sup>th</sup> day after the publication of the Convening Notice.

After filling in and signing the Vote by mail, 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 14.04.2024, 10:00 am at the latest.