MINISTRY OF HEALTH

GENERAL LEGAL DIRECTORATE

DGJ 149/30.08.20204

Minutes

of the meeting of the Committee for selection and nomination of

the Management Board members of ANTIBIOTICE SA

30.08.20204

On 30.08.2024, at 11:00 a.m., the meeting of the Selection Committee of candidates for the positions of members of the Company's Management Board took place, in online format. The meeting was recorded both audio and video, by the secretary of the SNC (Selection and Nomination Committee).

The participants:

THE SELECTION COMMITTEE

MINISTRY OF HEALTH	**AMEPIP**	

We note the fact that Mrs. , the president of the Selection Committee, did not attend and she was replaced by Mr. substitute and Mrs. a member of the Selection Committee, did not attend and she was replaced by Mrs.

In the selection procedure of candidates for the positions of members of the Management Board of the Company, by Decision no. 4/14.09.2023 the initiation of the candidate selection procedure for the positions of members in the ANTIBIOTICE Management Board was approved, under the conditions of art. 29, paragraph (1) in conjunction with paragraph (4) and paragraph. (5) from GEO

no. 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and additions.

The committee was established by the Order of the Minister of Health no. 2539/15.05.2024 and it will comply with the provisions of the regulation on the organization and operation of selection committees, established for the evaluation and selection of candidates for the positions of members of the administrative/supervisory boards of public enterprises operating under the authority of the Ministry of Health, approved by Order no. 2538/15.05.2024.

Thus, the Commission met, and on the agenda of the meeting was the approval of the integral component of the Selection Plan for the appointment of members of the Company's Board of Directors, containing all the documents and information provided for in article 11, paragraph (2) of G.D. no. 639/2023, having as annexes:

- The Letter of Expectation;
- The Council's profile;
- The Candidate's profile;
- Declarations required to be filled-in by candidates (Forms F1-F5);
- The announcement for the printed press;
- The announcement for the online press;
- The mandate contract project.

CONCLUSIONS

The selection committee proceeded to verify the documents included in the full package and **unanimously** established that they correspond to the objectives of the public guardianship authority.

The draft of the integral component of the Selection Plan for candidates for the positions of members of the Antibiotice S.A.'s Management Board, as developed by SNC, will be published on the websites of the Ministry of Health and Antibiotice S.A. and submitted for consultation to shareholders representing, individually or together, at least 5% of the share capital, who have the right to formulate proposals for amending and supplementing the integral component of the selection plan within 5 days from the date of publication.

After completing these steps, the integral component will be submitted for approval at the meeting of the General Meeting of Shareholders of the public enterprise ANTIBIOTICE S.A.

MINISTRY OF HEALTH

GENERAL LEGAL DIRECTORATE

SELECTION COMMITTEE's VOTE

Ministry of Health	AMEPIP	Pluri Consultants România SRL
Alternate Chairman Illegible signature	**Alternate – VOTE FOR** Illegible signature	**Member – VOTE FOR** Illegible signature
Member – VOTE FOR Illegible signature	**member – VOTE FOR** Illegible signature	

Secretary,

Illegible signature

MINISTRY OF HEALTH

GENERAL LEGAL DIRECTORATE

The selection committee of candidates for the positions of members of ANTIBIOTICE S.A. IASI Management Board, established by Order of the Minister of Health no. 2539/15.05.2024

DECISION no. 1/30.08.20204

According to H.G. no. 144/2010, the Ministry of Health is the tutelary public authority of S.C. ANTIBIOTICE S.A. Iasi due to its quality as the majority shareholder by holding a percentage of 53.0173% of the shares of the economic operator.

ANTIBIOTICE S.A. Iasi is a joint-stock company, organized according to the provisions of Law no. 31/1990 on commercial companies, O.U.G. no. 109/2011 regarding corporate governance of public enterprises and Law no. 24/2007 regarding issuers of financial instruments and market operations. The company is administered by a Management Board consisting of 7 administrators appointed by the General Meeting of Shareholders for terms of four years each.

By the Decision no. 4/14.09.2023, the Ordinary General Meeting of ANTIBIOTICE S.A.'s Shareholders approved the initiation of the selection procedure of the company's administrators according to the provisions of article 3, paragraph 1 of Annex no. 1 of G.D. no. 639/2023 for the approval of the methodological rules for the application of the Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public enterprises.

The Ministry of Health pursuant to article 3, paragraph 2 of Annex no. 1 to G.D. no. 639/2023 for the approval of the methodological rules for the application of GEO no. 109/2011 regarding the corporate governance of public enterprises, notified AMEPIP regarding the initiation of the selection procedure for the members of the Management Board of Antibiotice S.A. Iasi as a result of the legal termination of the mandates of the administrators in office.

By the order of the Minister of Health no. 2539/15.05.2024, the Commission for the selection of candidates for the positions of members of ANTIBIOTICE S.A. – Iasi Management Board was established.

Considering the following:

- In accordance with the provisions of article no. 4^9 of the Government's Emergency Ordinance no. 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and additions, in conjunction with article no. 7 of Annex no. 1 to H.G. no. 639/20203 for the approval of the methodological rules for the application of GEO no. 109/2011 regarding the corporate governance of public enterprises at the level of the tutelary public authority, the selection and nomination commission is established by administrative act with the following component: 2 members from the tutelary public authority, 2 members from AMEPIP and the independent expert selected by AMEPIP; The

president of the commission is appointed from the representatives of the tutelary public authority, and its secretariat is provided by the tutelary public authority. An alternate must be appointed for each of the permanent members;

- Article 10 of Annex no. 1 of H.G. no. 639/20203 for the approval of the Methodological Norms for the application of GEO no. 109/2011 regarding the corporate governance of public enterprises – *(1) The selection and nomination commission elaborates the integral component of the selection plan within 10 days from its establishment; (2) The project of the integral component of the selection plan is published on the websites of the tutelary public authority and the public enterprise; (3) Shareholders representing, individually or together, at least 5% of the share capital have the right to formulate proposals to modify and complete the integral component of the selection plan within 5 days from the date of publication; (4) The integral component of the selection plan is approved by administrative act of the tutelary public authority, respectively by decision of the general meeting of shareholders/associates, as the case may be;*
- Through the letter no. 1897/15.04.2024 registered at the Cabinet of the Minister under number 6996/16.04.2024, AMEPIP sent us the attached AMEPIP Order no. 174/09.04.2024 regarding the designation of AMEPIP members in the selection and nomination commissions of candidates for the positions of members in the boards of directors of public enterprises in which the state holds full or majority shares, constituted at the level of the central tutelary public authority, the Ministry of Health and non-communicated the fact that the selected independent expert is represented by the company _____ through its representatives, respectively through _____, who will be a permanent member of the selection and nomination committee and _____ who will have the capacity of alternate member;
- By the AMEPIP Order no. 174/09.04.2024 _____ and _____ were appointed to be part of the selection and nomination committee as full members of AMEPIP and _____ and _____ as alternate members;
- According to the order of the Minister of Health, the tutelary authority appointed _____ and _____ as permanent members and _____ and _____ as alternate members;
- The duties of the selection and nomination committee are stipulated in article 49 paragraph (5) of GEO no. 109/2011 with subsequent changes and additions, detailed in the Regulation on the organization and operation of the selection and nomination commission approved by the Order of the Minister of Health no. 2539/15.05.2024;
- Ordinul Ministrului Sanatatii nr. 4382/22.08.2024 privind aprobarea componentei initiale a planului de selectie pentru posturile de membri in Consiliul de Administratie al Companiei / The Order of the Minister of Health no. 4382/22.08.2024 regarding the approval of the initial component of the selection plan for the positions of members in the Management Board of Antibiotice S.A. Iasi;

MINISTRY OF HEALTH

GENERAL LEGAL DIRECTORATE

- The minutes of the meeting of the Committee for the selection of the members of the Management Board of Antibiotice S.A. dated 30.08.2024 by which the integral component of the Plan for the selection and nomination of candidates for the positions of members in the Management Board of Antibiotice S.A. Iasi was approved;

DECIDES

Article no.1 **The approval of the integral component of the Selection Plan for the appointment of members in the ANTIBIOTICE S.A. Management Board, containing all the documents and information provided for in Article 11 paragraph (2) of H.G. no. 639/2023, having as annexes:**

- The Letter of Expectation;
- The Council's profile;
- The Candidate's profile;
- Declarations required to be filled-in by candidates (Forms F1-F5);
- The announcement for the printed press;
- The announcement for the online press;
- The mandate contract project.

Article no. 2. **The minutes of the meeting of the Selection Commission dated 30.08.2024 are the annex to this Decision.**

– Alternate President

Illegible signature

– secretary

Illegible signature