Antibiotice
Știință și suflet

EXPLANATORY MEMORANDUM

for items Nos. 4, 5 and 6 on the agenda of the Ordinary General Meeting of Shareholders of 17 December 2026

Item No. 4 – Acknowledgement of the termination of the term of office of Mr Ioan Nani as Executive Director

Considering that, pursuant to Article 8.3(b) of Mandate Agreement No. 2723P/15.04.2025, concluded for the period 15.04.2025–15.04.2029 between the General Meeting of Shareholders and Mr Ioan Nani, the latter requested termination of the agreement with effect from 04.12.2026, the Board of Directors included item No. 4 on the agenda of the Ordinary General Meeting of Shareholders of 17.12.2026, concerning the acknowledgement and approval by the Company's shareholders of the termination of his term of office as Executive Director.

Item No. 5 – Appointment of an interim director for a term of up to 5 months, namely from 17.12.2026 to 16.05.2027

In view of the vacancy arising on the Board of Directors of Antibiotice S.A., the provisions of Article 29^1(1) of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises apply and provide as follows:

> *"(1) Where one or more director positions in a company become vacant, the ordinary general meeting of shareholders shall be convened in accordance with Law No. 31/1990, republished, as subsequently amended and supplemented, in order to bring the number of members of the board of directors up to the required number by appointing interim directors, whose terms of office shall continue until completion of the selection procedure, while observing the required composition of the board of directors/supervisory board. To this end, shareholders shall submit candidate proposals to AMEPIP; candidates may be drawn from the pool of public enterprise directors or may be persons not registered in that pool. AMEPIP shall assess the proposals and communicate the assessment results to the shareholders, following which the ordinary general meeting of shareholders shall appoint the interim directors."*

Pursuant to paragraphs (2)–(4) of the same Article 29^1, the interim director's term of office may be no longer than 5 months and may be extended once, by no more than

2 months, for duly justified reasons. If the selection procedure for the permanent director is completed before the five-month period expires, the permanent director shall be appointed without delay by the General Meeting of Shareholders, and the interim director's term of office shall terminate by operation of law.

Considering that the Executive Director position held by Mr Ioan Nani becomes vacant with effect from 04.12.2026, the Board of Directors included item No. 5 on the agenda of the Ordinary General Meeting of Shareholders of 17.12.2026, concerning the appointment of an interim director for a term of up to 5 months, from 17.12.2026 to 16.05.2027.

Item No. 6 – Initiation of the selection procedure for a permanent director, with a term of office ending on 15.04.2029

The director position held by Mr Ioan Nani becomes vacant with effect from 04.12.2026. Accordingly, the Board of Directors included item No. 5 on the agenda of the Ordinary General Meeting of Shareholders of 17.12.2026, concerning the appointment of an interim director for a term of up to 5 months, from 17.12.2026 to 16.05.2027.

Furthermore, having regard to Article 29 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, in particular paragraphs (9) and (14), which provide:

"(9) Where the terms of office of certain members of the board of directors terminate for any reason, the selection of new members shall be carried out in accordance with this Article, except in the circumstances provided for in Article 29[1].

(14) The term of office of members of the board of directors shall be established by the instrument of incorporation and may not exceed 4 years. The term of office of members of the board of directors may be renewed only once. The term of office of directors appointed following the termination, in any manner, of the terms of office of the original directors shall correspond to the remaining term of office of the director replaced. Renewal of the term of office shall be subject to AMEPIP's endorsement, issued on the basis of the reports referred to in Article 30(7[1]) and Article 57(2). The methodological rules referred to in Article 46(2) shall establish the procedure for renewing the terms of office of incumbent directors."

The Board of Directors included item No. 6 on the agenda of the Ordinary General Meeting of Shareholders of 17.12.2026, concerning the initiation of the selection procedure for a permanent director, with a term of office ending on 15.04.2029.

ANTIBIOTICE S.A.

Legal Director,

Human Resources and Administration,

Liviu VATAVU