

CURRENT REPORT

Report date: **14.03.2019**

Name of issuing company: **Antibiotice SA**

Headquarters: **Iași, str. Valea Lupului nr. 1, zip code 707410**

<http://www.antibiotice.ro>

E-mail: relatiicuinvestitorii@antibiotice.ro

Telephone/fax no. : **0232 209000 / 0232 209633**

Unique registration code in the Trade Register Office: **RO1973096**

No. in the Trade Register: **J22/285/1991**

Subscribed and paid-up capital: **67,133,804.00 RON**

The regulated market trading the securities issued: **Bucharest Stock Exchange**

Number of shares: **671,338,040**

Number of votes: **671,338,040**

Main characteristics of the securities issued by the company: nominative shares, nominal value: 0.10 lei

Important event to report:

CONVENING

The Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

The Managing Board of Antibiotice reunited in the meeting on **13.03.2019** as per art. 234, A, paragraph (1) a) of the ASF Regulations no. 5/2018 **convenes** on **18.04.2019**, the Ordinary General Meeting of Shareholders at 10⁰⁰ am, and the Extraordinary General Meeting of Shareholders at 12⁰⁰ am at the company's head office, with the following **agenda**:

I. Ordinary General Meeting of Shareholders

1. Approval of the company's financial statement for the fiscal year 2018, based on the Management Report and Financial Auditor Report.
2. Approval of net profit distribution on 2018, setting the gross dividend per share and setting the payment date on 20.09.2019.
3. Approval for registering the unsolicited and unclaimed dividends for the financial year 2014 as revenues.
4. Approving the income and expenditure budget on 2019.
5. Approval of the degree of achieving the objectives and performance criteria on 2018 for the members of the Management Board.
6. Approving the discharge of administration for the activity conducted in the fiscal year 2018, based on reports submitted.
7. Approving the objectives set in the administration plan for the members of the Management Board for 2019.
8. Setting the remuneration of the Management Board's members, according to the provisions of GEO no. 109/2011 on the corporate governance of public enterprises and GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the Government Emergency Ordinance no.109/2011 on the corporate governance of public enterprises.
9. Approval of the following changes in the Management Board:
 - a. Ascertaining the termination of the mandate contract of a non-executive administrator, as a result of the expiry of the term for which it was concluded;

b. Appointment of a provisional administrator in accordance with the provisions of art. 64¹ of GEO no. 109/2011 on corporate governance of public enterprises.

In accordance with Art. 117, para. 6 of the Law no. 31/1990 on trading companies, the list containing information on the name, domicile and professional qualification of the persons proposed for the position of administrator is at the shareholders' disposal and can be consulted and completed by them at the Antibiotice SA headquarters - Investor Relation Department. The deadline for making proposals for candidates for the new member of the Management Board is 08.04.2019.

10. Starting the process for selecting a new member of the Management Board, according to the provisions of the art. 64⁴ of GEO no. 109/2011 on the corporate governance of public enterprises and art. 4, para. 3 of GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the GEO no.109/2011 on the corporate governance of public enterprises as well as the empowering of the Management Board to select the new administrator in accordance with the provisions of art. 29, para. 2 of GEO no. 109/2011 on the corporate governance of public enterprises and art. 4, para. 5 of GD no. 722/2016 for the approval of the Methodological Norms for the application of certain provisions of the GEO no.109/2011 on the corporate governance of public enterprises.
11. Approving the registration date **03.09.2019** in order to identify the shareholders subject to the effects of the decisions adopted, as per the stipulations of art. 86 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations, and setting the ex-date **02.09.2019**.

II. Extraordinary General Meeting of Shareholders

1. Approval to extend by 12 months the validity period of the multicurrency multiproduct credit amounting to 30 million RON borrowed by Antibiotice from the Export Import Bank of Romania- Eximbank.
2. Approval to maintain the guaranties related to the multi-product multi-currency threshold in the amount of 30 million LEI throughout the validity period (one calendar year starting with 26.06.2019) resulting from the extension under point 1 of the Agenda.
The guarantees include:
 - *Real estate mortgage - 1 rank mortgage* as follows:
 - building enrolled in the land book 133180 - Operculated capsules/Semisynthesis - value: 9,815,837 LEI;
 - building enrolled in the land book 133185 - Quality Control Building - value: 5,860,299 LEI;
 - building enrolled in the land book 133211 - Tablet Plant - value: 10,876,681 LEI;
 - *Mortgage - equipment for tablets - Synthesis - value 3,350,500 LEI;*
 - *Mortgage on receivables under the contracts concluded with Pharma S.A. and Pharmafarm S.A.;*
 - *Mortgage on current cash accounts opened at Exim Bank.*
3. Issuance by Antibiotice SA of a decision-commitment not to divide itself, not to merge and not to decide on the early dissolution throughout the validity period of the multi-product multi-currency treshhold without the prior consent of the Export-Import Bank of Romania - EximBank SA.
4. Empowering the General Manager Mr. Ioan NANI and Financial Director Ms. Paula COMAN to sign on behalf of the company all documents related to the credit facility extension and changes, under paragraphs 1 and 2 of the agenda, as well as documents related to obligations assumed by the company in accordance with paragraphs 3 of the agenda.

This funding was initiated on July 1, 2013 being approved in the Extraordinary General Meeting of Shareholders held in June 27, 2013.

The shareholders registered at the reference date can exercise their right to attend and vote at general meetings directly, by mail or by a representative with special or general power of

Attorney, according to the article 92, of Law 24/2017 on issuers of financial instruments and market operations. The access of shareholders is allowed based on the identity card, special or general Power of Attorney, Special Attorney authenticated or mandate, for the legal representatives.

The original vote by mail form together with a copy of the identity card for the individual shareholders or any document attesting the capacity of legal representative for the corporate shareholders or statement of accounts shall be sent to the company headquarters until **16.14.2019, 10:00 am**;

Starting with **15.03.2019**, the special or general powers of attorney, mail voting form in Romanian and in English, decisions draft, as well as the materials and documents which will be the subject of deliberations can be obtained from the company's headquarters (Investor Relations - phone: 0232.209.570 / 0372.065.583, fax: 0372.065.633, e-mail: relatiicuinvestitorii@antibiotice.ro) and on our company website (www.antibiotice.ro/Investitors / [Shareholders Information](#) / [GMS 18/19.04.2019](#)).

Until **16.04.2019, 10:00 am.**, the special or general powers of attorney in English and Romanian shall be submitted in original form, together with a copy of the identity card or registration certificate of the shareholder represented, at the company's headquarters or sent via e-mail, with extended electronic signature. In the event that a shareholder mandates a credit institution which provides custody services, to attend and vote in the general meetings, only the original special power of attorney is needed accompanied by an original affidavit issued by the credit institution [according to the Disposal of Measures no. 26/20.12.2012, Art. 2 (1) i), ii) and iii)].

One or more shareholders representing individually, or together, at least 5% of the share capital are entitled to introduce new items on the agenda of the general meetings and submit decision drafts for those items, until **29.03.2019, 4 pm**.

The company's shareholders can ask questions on the items of the agenda of the General Meeting from **15.03.2019** until **18.04.2019, ora 10⁰⁰** (relatiicuinvestitorii@antibiotice.ro).

In all the above cases, with the exception of the special or general power of attorney given by a shareholder to a credit institution which provides custody services, the corporate shareholders prove their capacity of legal representative with a confirmation of company details issued by the trade register submitted in original or certified true copy thereof, or any other document, in original or certified true copy thereof, issued by a competent authority from the country in which the shareholder is legally registered, attesting its capacity of legal representative. The documents attesting the capacity of legal representative of the corporate shareholder shall be issued with not more than 3 months before the publication date of the convening notice of the general meeting of shareholders. These documents attesting the capacity of legal representative elaborated in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator, in Romanian or English, without being notarized or apostilled [according to the Disposal of Measures no. 26/20.12.2012, Art. 4 (1), (2) and (3)].

In accordance with the Disposal of Measures no. 26/20.12.2012, Art. 5 and Disposal of Measures no.3/2012, Art. 1, in the case of shareholders who ask questions or make proposals for completing the agenda, they may also prove their identity with the statement of account which attests the capacity of shareholder and the number of shares owned, issued by the Central Depository or, where appropriate, by the indirect participants who provide custody services [according to the art. 168 para. (1) letter b) of Law no. 297 amended and supplemented by the provisions of Law 10/2015].

More information on the rights of the shareholders will be available on the company website (www.antibiotice.ro).

In case of non-fulfillment of the statutory quorum for the validity of the deliberations at the first convocation, the Ordinary and Extraordinary Meeting shall be rescheduled for the date of **19.04.2019**, at 10:00 a.m. respectively 12:00 a.m., at the same address and the same agenda.

At this General Meeting of Shareholders, all the shareholders registered in the Shareholder Register by the end of **05.04.2019**, established as reference date are entitled to attend and vote.

Vice President of the Management Board,
Ec. Ioan NANI