

## CURRENT REPORT

Report date: 14.03.2024

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](mailto:relatiicuinvestitorii@antibiotice.ro)

Telephone/fax no. : +40232 209000 / +40232 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 be reported:

### CONVENING

#### The Ordinary and Extraordinary General Meetings of Shareholders

The Managing Board of Antibiotice reunited in the meeting on 13.03.2024, as per art. 117 of Law no. 31/1990 and art.16 of the company's Articles of Incorporation, correlated with Article 186 of ASF Regulation no. 5/2018, convenes on 16.04.2024, the **Extraordinary General Meeting of Shareholders** at 10<sup>00</sup> am and the **Ordinary General Meeting of Shareholders** at 12<sup>00</sup> am at the company's head office in Iasi, Valea Lupului Street no. 1, with the following agenda:

#### I. Extraordinary General Meeting of Shareholders

##### 1. Approval for amending the Articles of Incorporation of Antibiotice S.A.

##### - Chapter V Management Board

- The current Art. 29: "Composition of the Management Board. The company is managed by the Management Board consisting of 5 members, natural or legal persons having experience in the administration/management of profitable public enterprises and/or profitable trading companies from the company's field of activity. At least two of the Management Board members must have economic studies and at least 5 (five) years of experience in accounting, economic, financial or auditing field. Most members of the 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. 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."*

- *The current Art. 30: "No more than 2 members who are public officials or belong to other categories of staff within 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. No individual who exercises simultaneously more than 5 mandates of administrator and/or member of the supervisory board in joint stock companies / public enterprises whose headquarters are located in Romania may be selected in the Board."*
- *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."*
- *The current Art. 39: "Committees of the Management Board. The Management Board shall appoint committees made up of its members. The Nomination and Remuneration Committee and the Audit Committee will be mandatorily created and will operate within the Management Board. These committees have an advisory role. At least one member of these committees has to be an independent non-executive administrator, within the meaning of Law no. 31/1990, on the trading companies."*
- *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."*
- *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."*
- *The current Art. 41: "Audit Committee. The Audit Committee has mainly the attributions provided by art. 47 of GEO no.90/2008, ensuring that the company maintains adequate financial reporting, internal control audit, compliance and risk management systems. At least one member of the Audit Committee should have*

experience in applying the accounting principles or in financial audit. The President of the Management Board cannot be the President of the Audit Committee. The President of the Committee should have the necessary experience and skills to monitor the audit and risk management issues. During the mandate, the members of the Committee shall not hold any office or capacity incompatible with the Committee's mission. The main duties and responsibilities of the Audit Committee:

- examines and verifies the soundness of the annual and interim consolidated financial statements of the company and any other financial reporting before they are submitted to the Board for approval;
  - analyzes and makes recommendations to the Board regarding the appointment, reappointment or revocation of external auditors;
  - evaluates periodically the efficiency, independence and objectivity of the external auditor and monitors the relationship with this auditor;
  - makes proposals to the Board in specific areas where additional verifications may be required by the external auditor;
  - analyzes and approves the scope of competence of the Internal Audit Department;
  - monitors and reviews the activity of the Internal Audit Department to ensure that it operates objectively and independently;
  - monitors the staff changes in the Internal Audit Department.”
- 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.”
- The current Art 42: “How the Committees operate. The Management Board may also create other advisory committees in charge of conducting investigations and elaborating recommendations for the Board in the fields of interest for the company's activity. At least one of their members has to be an independent, non-executive administrator. The Advisory Committees regularly submits activity reports to the Management Board. Within all the advisory committees, decisions will be taken by a majority of the votes cast. The Advisory Committees shall meet at the headquarters of the company whenever necessary, at least every three months, at the request of any of its members. At each meeting the minutes of the meeting will be drawn up, which will include the names of the participants, order of the deliberations, decisions taken, number of votes cast and the separate opinions. For the validity of the decisions adopted within the advisory committees, at least half of the members of the committee must be present. The Advisory Committees members may be represented at committee meetings only by other members of that committee. A present member may represent only one absent member. The minutes will be signed by the meeting's President and by at least one other administrator, member of the committee. Participation in meetings of the Management

*Board and meetings of advisory committees may take place through the means of distance communication, respectively through the use of the internet."*

- 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."*
2. 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.

### **I. Ordinary General Meeting of Shareholders**

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 the date of 11.10.2024 as the date for starting the payment;
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 of executive administrator of the General Director for a 4-year period, between 19.04.2024 - 19.04.2028, according to the Approval Report no. 22189/04.12.2023 of the Public Tutelary Authority, the Ministry of Health issued 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 Annex no. 1 of GD no. 639/2023 for the approval of the methodological norms for applying GEO no. 109/2011 on the corporate governance of public enterprises;
11. 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.  
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.
12. Setting of the performance indicators for the interim non-executive administrators during the interim period;

13. Setting of the 2024 performance indicators for the executive administrator/general director;
14. Approval of the mandate contract for the executive administrator/general director for the period 19.04.2024 - 19.04.2028;
15. Approval of the mandate contracts for the interim non-executive administrators for the period 19.04.2024 - 19.09.2024;
16. Approval of the addenda to the mandate contracts for the non-executive administrators, including the key performance indicators for 2024;
17. Approval of the addenda to the mandate contract for the executive administrator/general director, including the key performance indicators for 2024;
18. Approval of the *Business Plan "The Future Together"* - the management component of the Management Plan for the period 2024-2028.
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.

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 105 para. 7, 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 certifying the capacity of legal representative for the corporate shareholders or statement of accounts shall be sent to the company headquarters until **14.04.2024, 10:00 am**;

In accordance with the art. 105 para. (23<sup>3</sup>) of Law no. 24/2017 on the issuers of financial instruments and market operations and by applying the provisions of para. (23<sup>1</sup>), the "abstention" position adopted by a shareholder regarding the items on the agenda of the General Meeting of Shareholders does not represent an expressed vote.

Starting with **26.01.2024**, the special or general powers of attorney, the mail voting form in Romanian and in English, the 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 number: +40 40372.065.570/+40 40372.065.570/+40 372.065.583, fax:+40372.065.633, e-mail: [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro)) and on our company website ([www.antibiotice.ro/Investitors/Shareholders Information/AGSM 16/17.04.2024](http://www.antibiotice.ro/Investitors/Shareholders%20Information/AGSM%2016/17.04.2024)).

Until **14.04.2024, 10 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 article 207 of the ASF Regulations no. 5/2018 on issuers of financial instruments and market operations).

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

a) to introduce items on the agenda of the General Meeting of Shareholders, provided that each item is accompanied by a justification or by a draft resolution proposed to be adopted by the General Meeting of Shareholders;

b) to present draft resolutions for the items included or proposed to be included on the agenda of the General Meeting of Shareholders.

The rights specified under the letters **a** and **b** can only be exercised in writing, the formulated proposals to be sent by courier services or by electronic means. Shareholders can exercise the rights specified under the letters **a** and **b** within 15 days from the date of publication of the Convening Notice in the Official Gazette of Romania.

In cases where the exercise of the right provided for in letter **a**) determines the modification of the agenda of the General Meeting already communicated to the shareholders, the company will make available a revised agenda, using the same procedure as that used for the previous agenda, before the reference date of the general meeting of shareholders, so that to allow the other shareholders to appoint a representative or, if applicable, to vote by mail.

The company's shareholders can ask questions regarding the items on the agenda of the General Meeting until **16.04.2024, 10:00 a.m.**, at the address: [relatiicuinvestitorii@antibiotice.ro](mailto:relatiicuinvestitorii@antibiotice.ro).

In all the above cases, with the exception of the special or general power of attorney granted by a shareholder to a credit institution which provides custody services, the legal entity shareholders prove their legal representative status, with the legal representative's identity card together with an ascertaining certificate issued by the Trade register, or any other document issued by a competent authority in the State where the shareholder is legally registered, which certifies the capacity of legal representative. The documents will be presented in original or in copy conforming to the original. The ascertaining certificate or the equivalent document attesting the legal representative capacity of the legal entity shareholder will be issued no later than 30 days before the date of publication of the Convening Notice of the General Meeting of Shareholders. These documents certifying the capacity of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation in Romanian or in English made by an authorized translator, without being legalized or apostilled [Art. 194 of Regulation 5/2018 on issuers of financial instruments and market operations).

In accordance with Art. 198 and art. 199 of Regulation 5/2018 on issuers of financial instruments and market operations, in the case of shareholders who ask questions or make proposals to complete the agenda, they can attest their identity also by submitting the account statement which proves the shareholder status as well as the number of shares held, issued by the central depository or, as the case may be, by the indirect participants who provide custody services (according to art. 146 paragraph 4<sup>1</sup> of Law no. 297/2004).

More detailed information on shareholders' rights can be accessed on the company's website ([www.antibiotice.ro](http://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 Meetings shall be rescheduled for the date of **17.04.2024**, at 10:00 a.m. and at 12:00 a.m., at the same address and with the same agenda.

At these General Meetings of Shareholders, all the shareholders registered in the Shareholder Register by the end of **04.04.2024**, established as reference date are entitled to attend and vote.

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