

Informative material regarding the item 2. on the Agenda of the Ordinary General Meeting of Shareholders (OGMS)

1. Antibiotice S.A. asks the shareholders to approve the distribution of the net profit resulting from the 2023 financial statements as follows: 50% of the net profit will be distributed to the shareholders in the form of dividends, and 50% will be used as a self-financing source for the investments included in the Revenue and Expenditure Budget approved by the General Meeting of Shareholders on 29.02.2024.
2. Antibiotice S.A. informs the shareholders that:
 - The Government, in the meeting of 07.03.2024, approved the Memorandum with the topic *"Authorization of state representatives in the General Meeting of Shareholders/Management Board, as the case may be, in national societies, national companies, companies with full or majority state capital, as well as autonomous administrations to take the necessary measures to distribute a share of at least 90% of the net profit achieved in 2023 in the form of dividends/payments to the state budget"*
 - Given that the Income & Expenditure Budget of Antibiotice S.A. approved by the OGMS in the session of 29.02.2024 includes 50% of the net profit for 2023 as a source of self-financing for the Investment Plan, the Ministry of Health as Public Tutelary Authority of Antibiotice S.A. requested through the Memorandum no. AR/6145/2024 as the company to be exempt from the obligation to distribute 90% of the profit as dividends and setting a share of 50% for investments, as substantiated in the approved Income & Expenditure Budget.
3. Therefore, the "for" vote of the company's shareholders represents:
 - the approval to distribute 50% of the net profit in the form of dividends, if the Memorandum formulated by the Ministry of Health receives a favorable opinion from the Ministry of Finance and from the Government of Romania (Annex 1),
or
 - the approval to distribute 90% of the net profit in the form of dividends, if the Memorandum formulated by the Ministry of Health receives a negative opinion from the Ministry of Finance and from the Government of Romania (Annex 2).

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Approving the distribution of the net profit for the year 2023, setting the gross dividend per share and establishing the payment term

The distribution of the net profit related to the financial year 2023, reported on the basis of the audited individual financial statements, is based on the following legal requirements:

- G.D. no. 64/2001 regarding the distribution of profit to enterprises, corporations and commercial companies which are majority or completely state-owned, as well as to autonomous administrations, with subsequent amendments and supplements;
- The law on commercial companies no. 31/1990, with subsequent amendments and supplements;
- The law no. 227/2015 regarding the Fiscal Code, with subsequent amendments and supplements;
- The law no. 24/2017 regarding the issuers of financial instruments and market operations;
- The resolution of the Ordinary General Meeting of Shareholders no. 1 of 16.02.2023, regarding the approval of the income and expenditure budget for the year 2023 of Antibiotice S.A. Iasi.

The net profit of the financial year 2023, reported on the basis of the audited annual financial statements, amounts to 81,088,596 lei distributed according to legal requirements:

Destination	Amount (lei)
- the legal reserve, constituted at the maximum level from the profit of the previous years	0
- other profit reserves	19,233,858
- dividends of which:	30,927,369
• dividends due to the Majority Shareholder	16,396,848
• dividends due to other legal entities and individuals	14,530,521
- the company's own sources of financing	30,927,369
 The net profit for the year 2023, reported based on the audited annual financial statements	 81,088,596

Other reserves in the amount of 19,233,858 lei are established according to art. 20 and 22, paragraph 5 of Law no. 227/2015 on the Fiscal Code with subsequent amendments and supplements from which:

- 16,611,471 lei represents tax benefits for the profit invested in technological equipment, electronic computers and peripheral equipment, ..., as well as in computer programs produced and/or purchased according to art. 22, paragraph 5 of Law no. 227/2015 regarding the Fiscal Code;
- 2,622,387 lei represent fiscal facilities for research and development activities according to art. 20 of Law no. 227/2015 regarding the Fiscal Code.

The amount of 30,927,369 lei from the net profit related to the year 2023 is distributed to dividends proportional to the participation rate in the share capital as follows:

– Ministry of Health (53.0173 %)	16,396,848 lei
– Other legal entities and individuals (46.9827%)	14,530,521 lei

The amount of 30,927,369 lei represents the company's own source of financing according to the legal provisions.

The value of the gross dividend per share of 0.04606825 lei/share was calculated by corroborating the value of 30,927,369 lei of the dividends due to the shareholders, according to the proposal for distribution of the net result related to the year 2023, with the number of shares of 671,338,040 components of the subscribed and paid-up capital.

The payment of the dividends for the year 2023 will be performed starting with 11.10.2024, according to the legal provisions in force. We note that the dividend payment value is calculated by rounding to two decimal places.

The dividend tax will be calculated and withheld by Antibiotice S.A. in accordance with the requirements of Law no. 227/2015 regarding the Fiscal Code.

GENERAL DIRECTOR
Ec. Ioan NANI

FINANCIAL DIRECTOR
Ec. Paula COMAN

Approving the distribution of the net profit for the year 2023, setting the gross dividend per share and establishing the payment term

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The net profit of the financial year 2023, reported on the basis of the audited annual financial statements, amounts to 81,088,596 lei distributed according to legal requirements:

Destination	Amount (lei)
- the legal reserve, constituted at the maximum level from the profit of the previous years	0
- other profit reserves	19,233,858
- dividends of which:	55,669,264
• dividends due to the Majority Shareholder	29,514,327
• dividends due to other legal entities and individuals	26,154,937
- the company's own sources of financing	6,185,474
 The net profit for the year 2023, reported based on the audited annual financial statements	 81,088,596

Other reserves in the amount of 19,233,858 lei are established according to art. 20 and 22, paragraph 5 of Law no. 227/2015 on the Fiscal Code with subsequent amendments and supplements from which:

- 16,611,471 lei represents tax benefits for the profit invested in technological equipment, electronic computers and peripheral equipment, ..., as well as in computer programs produced and/or purchased according to art. 22, paragraph 5 of Law no. 227/2015 regarding the Fiscal Code;
- 2,622,387 lei represent fiscal facilities for research and development activities according to art. 20 of Law no. 227/2015 regarding the Fiscal Code.

The amount of 55,669,264 lei from the net profit related to the year 2023 is distributed to dividends proportional to the participation rate in the share capital as follows:

– Ministry of Health (53.0173 %)	29,514,327 lei
– Other legal entities and individuals (46.9827%)	26,154,937 lei

The amount of 6,185,474 lei represents the company's own source of financing according to the legal provisions.

The value of the gross dividend per share of 0.0829228506 lei/share was calculated by corroborating the value of 55,669,264 lei of the dividends due to the shareholders, according to the proposal for distribution of the net result related to the year 2023, with the number of shares of 671,338,040 components of the subscribed and paid-up capital.

The payment of the dividends for the year 2023 will be performed starting with 11.10.2024, according to the legal provisions in force. We note that the dividend payment value is calculated by rounding to two decimal places.

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