

Explanatory material regarding the item 4, included in the Agenda of the Ordinary General Meeting of Shareholders dated 12/13.09.2024

1. On 14.09.2023, six months before expiring the mandates of the administrators in office, the Ordinary General Meeting of Shareholders of Antibiotice S.A. initiated the procedure for selecting the members of the Management Board of the trading company, including the procedure for renewing the mandates of the administrators who have properly fulfilled their duty.
The procedure was legally suspended until 06.03.2024 when the Agency for Monitoring and Evaluating the Performance of Public Enterprises has become operational. Starting with this date the agency has the ability to participate in the selection procedure in accordance with the provisions of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises and Government Decision no. 639/2023 for approving the methodological rules for the application of GEO no.109/2011.
2. Starting with the date (06.03.2024) when the Agency for Monitoring and Evaluating the Performance of Public Enterprises has become operational, the procedures for selecting the non-executive administrators, respectively for renewing the mandate of the executive administrator (*the executive administrator requested the renewal of the mandate, having the appropriate evaluations carried out, as well as the approval of the Public Guardianship Authority - Ministry of Health*) were resumed and the Public Guardianship Authority published the procedure calendar on the page to web, at the address: [Procedura de recrutare si selectie a membrilor Consiliului de Administratie al societatii Antibiotice SA - Ministerul Sănătății \(ms.ro\)](#)
3. One of the documents of the selection procedure is the Integral Component of the Selection Plan, a document that must be submitted to the Ordinary General Meeting of the Shareholders of the trading company for approval, according to the provisions of art. 10, para. 4 of the Annex no. 1 of GD no. 639/2023. In this regard, the item 2 was included on the agenda of the meeting, with the following content: "Approval of the Integral Component of the Selection Plan, related to the selection procedure of Antibiotice S.A. administrators, initiated by the Decision no. 4 of OGMS of 14.09.2023."

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