



To: **The Romanian Financial Supervisory Authority**
Financial Instruments and Investments Sector
The Bucharest Stock Exchange
Regulated Spot Market, Category Standard (Shares)

From: **ZENTIVA S.A.**

CURRENT REPORT

pursuant to art. 82 of Law no. 24/2017 on issuers of financial instruments and market operations, as amended, as well as pursuant art. 144 letter (B) of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations

Report date: 10 May 2019

Name of the issuing entity: **ZENTIVA S.A.** (the “**Company**”)

Registered office: 50 Theodor Pallady Blvd.
3rd District, Bucharest
Romania

Phone/Fax number: +4021.304.72.00/ +4021.345.40.04

Webpage: www.zentiva.ro

Registration number with the Bucharest Trade Register and sole registration code: J40/363/1991
336206

Share Capital: RON 41,696,115

Number of shares: 416,961,150 shares

Regulated market on which the issued securities are traded: Bucharest Stock Exchange, Main Segment, Category Standard (Shares)

Important events to be reported:

The value of certain agreements falling under the provisions of art. 82 of Law no. 24/2017 on issuers of financial instruments and market operations as amended

Considering the provisions of art. 82 of Law no. 24/2017 on issuers of financial instruments and market operations, the Company would like to inform its shareholders and investors about the value in 2018 of the following agreements concluded with its affiliates, the value of which could not be determined and specified at the date of conclusion of the agreements, as presented in Annexes I and II below:

- Annex I comprises the agreements concluded by the Company with the entities that are currently affiliates of the Company;



- Annex II comprises the agreements concluded by the Company with the entities that used to be affiliates of the Company until 30 September 2018, when AI Sirona Bidco s.r.o. (Czech Republic), has acquired 100% of shares of Zentiva Group a.s. from Zentiva NV (a company owned 100% by Sanofi Aventis Europe), which determined the change of control over the Company from Sanofi to Advent International.



ANNEX I

No.	Parties (affiliated companies)	Date	Object	Agreement value during the period 01.01.2018 - 31.12.2018		Mutual receivables		Comments
				Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
1	Zentiva Group a.s.	01.01.2009	License agreement through which Zentiva Group a.s. grants Zentiva SA with the right to use certain trademarks	RON	7,207,783.66		959,312.55	
2	Zentiva Group a.s.	22.09.2008	Services agreement through which Zentiva Group a.s. performs certain services for Zentiva SA (services relating to management, HR, quality assurance and product registration, IT, marketing, sales, production, logistics, procurement, licensing, financials)	RON	4,279,499.5		27,857,567.97	



No.	Parties (affiliated companies)	Date	Object	Agreement value during the period 01.01.2018 - 31.12.2018		Mutual receivables		Comments
				Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
3	Zentiva Group a.s.	21.09.2018	Cash management agreement	RON	3,260,257.82	2,572,802.88		It represents the received interest; the capital movements related to the liquidity management operations were not taken into account. It reflects the interval 21.09.2018 - 31.12.2018



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				Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
4	Zentiva a.s.	19.04.2014	Services agreement having as object the performance by Zentiva SA for the benefit of Zentiva a.s. of marketing and promotional services relating to the sale on the Romanian market of Zentiva medicines belonging to affiliated entities within the group	RON	252,608	0		
5	Zentiva a.s.	19.04.2014	Services agreement having as object the performance by Zentiva SA of regulatory services (registration of new products, registration of the existing products variations, marketing authorizations renewals) relating to Zentiva products belonging to some affiliated entities within the group	RON	0	0		



No.	Parties (affiliated companies)	Date	Object	Agreement value during the period 01.01.2018 - 31.12.2018		Mutual receivables		Comments
				Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
6	Zentiva k.s.	01.06.2009	Services agreement having as object the performance by Zentiva SA of regulatory services (registration of new products, registration of the existing products variations, marketing authorizations renewals) relating to Zentiva products belonging to some affiliated entities withing the group	RON	344,212.13	694,551.32		
7	Zentiva k.s.	10.10.2018	Distribution agreement according to which Zentiva SA distributes Zentiva k.s. products in Romania and Republic of Moldova	RON	39,680,586.84		30,348,521.47	



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				Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
8	Zentiva k.s.	27.03.2019	License and supply of products agreement through which Zentiva SA provides pharmaceuticals to Zentiva k.s and grants Zentiva k.s a license	RON	24,993,529.46	94,476,625.15		
9	Zentiva k.s.	27.03.2019	Quality control and products batch release services agreement through which Zentiva SA provides to Zentiva k.s services related to import, control and release of medicines in EU markets	RON	287,824	3,391,331.4		

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ANNEX II

No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018		Mutual receivables		Comments
				Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
1	Sanofi România SRL	01.09.2009	Framework agreement for the provision of promoting services regarding the performance by Zentiva SA to the benefit of Sanofi Romania SRL of promoting services related to its operations (marketing of pharmaceuticals)	RON	66,799.46	0		
2	Sanofi România SRL	01.09.2009	Framework agreement for the provision of administrative services regarding the performance by Zentiva SA for the benefit of Sanofi România SRL of support / administrative services related to its operations (marketing of pharmaceuticals)	RON	1,808,656.86	0		



No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018		Mutual receivables		Comments
				Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
3	Sanofi România SRL	01.09.2009	Framework agreement for the provision of administrative services regarding the performance by Sanofi România SRL for the benefit of Zentiva SA of promoting services related to its operations (marketing of pharmaceuticals)	RON	5,420,351.35		0	
4	Sanofi România SRL	01.09.2009	Framework agreement for the provision of administrative services regarding the performance by Sanofi România SRL for the benefit of Zentiva SA of support / administrative services related to its operations (marketing of pharmaceuticals)	RON	5,020,082.35		0	
5	Sanofi România SRL	26.09.2011	Framework agreement of pharmaceuticals supply relating to the delivery of pharmaceuticals by Zentiva SA to Sanofi Romania SRL	RON	154,505,377.6	0		

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No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018		Mutual receivables		Comments
				Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
6	ECZACIBASI-ZENTIVA SAGLIK URUNLERI VE TICARET A.S.	30.09.2010	Framework agreement of medicines supply, having as object the acquisition, respectively the distribution by Zentiva SA of pharmaceuticals	RON	4,395,065.92		0	
7	Sanofi Winthrop Industrie	26.09.2011	Framework agreement for the provision of services having as object the performance by Zentiva SA for the benefit of Sanofi Winthrop Industrie of promotion, consultancy, regulatory and other services related to the marketing on the Romanian market of Zentiva medicines belonging to affiliated entities within the group	RON	12,454,328	230,839.29		



No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018		Mutual receivables		Comments
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8	Sanofi Winthrop Industrie	30.01.2017	License and medicine supply agreement regarding the supply of pharmaceuticals by Zentiva SA to Sanofi Wintrop Industrie and the licensing of Sanofi Wintrop Industrie to distribute these products	RON	169,428,075.9	5,007,497.66		
9	Sanofi India Limited	15.07.2013	Provision of services agreement having as object the performance by Zentiva SA of quality control and marketing services of pharmaceuticals manufactured by Sanofi India Limited	RON	3,048,240.56	182,553.35		
10	Sanofi Aventis Group	03.06.2015	Agreement having as object the (re) invoicing to Sanofi Aventis Group of the costs associated with the work of a Global Procurement Platform	RON	294,422		2,049.76	



No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018		Mutual receivables		Comments
				Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	
11	Sanofi SA (France)	16.09.2013	Cash management agreement	RON	2,675,388.03	0		It represents the received interest; the capital movements related to the liquidity management operations were not taken into account. It refers to the period 01.01.2018 – 21.09.2018, given that at 21.09.2018 the agreement was assigned by Sanofi SA to Zentiva Group a.s.

Simona Cocos

General Manager