



**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. 234 para. (1) letter e) of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of art. 99 letter a) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

**Report date:** 7 March 2019

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

**Registered office:** 50 Therodor Pallady Blvd.  
3<sup>rd</sup> District, Bucharest  
Romania

**Phone/Fax number:** +4021.304.72.00/ +4021.345.40.04

**Webpage:** [www.zentiva.ro](http://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:

#### Resolutions of the ordinary and the extraordinary general meetings of shareholders of the Company dated 7 March 2019.

The Company would like to inform its shareholders and investors that (i) the ordinary general meeting of shareholders of the Company (“OGMS”) convened for 7 March 2019 (first convening) at the Company’s headquarters starting with 10:00 a.m. and, respectively, (ii) the extraordinary general meeting of shareholders of the Company (“EGMS”) convened for 7 March 2019 (first convening) at the Company’s headquarters starting with 11:00 a.m., took place, both being chaired by Mrs. Simona Cocos, member of the Board of Directors and General Manager.



A. Following the OGMS, the shareholders of the Company have decided to:

1. Approve the following members within the Board of Directors:

- (i) Mr. Lasserre Xavier Pierre Christian;
- (ii) Mr. Blery Carol Jean Noel;
- (iii) Ms. Cocoş Simona;
- (iv) Ms. Tănase Margareta;
- (v) Mr. Marchand Francois Noel.

The mandate of the new members is valid until 21 March 2023.

- 2. Approve the date of 26 March 2019 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the OGMS and the date of 25 March 2019 as “ex-date”.
- 3. Authorise the Board of Directors and/or of any member of the Board of Directors and/or of the Company’s General Manager, with the right to sub-delegate, to execute any documents, as well as to carry out any formalities for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.

B. Following the EGMS, the shareholders of the Company have decided to:

1. Approve the transfer operations from Sanofi Romania S.R.L. to the Company in connection with the distribution (including marketing and sale) of pharmaceutical generic products, as well as the execution by the Company of the agreement related to such transfers ("**Transfer Agreement**"), including, but not limited to:

- (i) transfer of certain contracts and/or commercial relationships concluded by Sanofi Romania S.R.L. in connection with the activity mentioned above;
- (ii) transfer of information and know-how regarding the marketing, sale and/or distribution of generic products;
- (iii) transfer of books and records, in whatever form kept, including electronic form, used or held for use exclusively in connection with the transferred activity; and
- (iv) transfer of goodwill associated with the assets listed at points (i) - (iii) above.

The Transfer Agreement is subject to the following terms and conditions:

- a) the value of the transaction is RON 46,141,201; and
- b) the transaction is to be considered effective retroactively, starting with 1 September 2018.

The Board of Directors and/or the General Manager of the Company will be empowered to issue any decision, to conclude all the necessary, useful and/or desirable acts and to perform all the necessary, useful and/or desirable deeds for implementing the resolutions which will be adopted by the EGMS in connection with the Transfer Agreement, including, but not limited to:

- (i) negotiate, establish and approve the final terms and conditions of the Transfer Agreement;
- (ii) approve any contracts in relation to the Transfer Agreement and any other arrangements, any ancillary agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the Transfer Agreement; and
- (iii) empower representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.



2. Approve the date of 26 March 2019 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS and the date of 25 March 2019 as "ex-date".
3. Authorise the Board of Directors and/or of any member of the Board of Directors and/or of the Company's General Manager, with the right to sub-delegate, to execute any documents, as well as to carry out any formalities for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

As they are not applicable neither to this OGMS nor to this EGMS, the shareholders did not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

**Simona Cocos**

**General Manager**