



**Project of Resolution**  
**of the Extraordinary Shareholders' General Meeting of ZENTIVA S.A.**  
**Trade Registry number: J40/363/1991**  
**Sole Registration Code: 336206**  
**Date: 7/8 March 2019, 11:00 a.m. – first/second convening**

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the "**Company**"), gathered validly in the meeting on **7/8 March 2019**, 11:00 a.m. – first/second convening, having as reference date 22 February 2019 ("**EGMS**"), with a quorum of \_\_\_\_\_% of the total registered share capital, out of which \_\_\_\_\_ represents \_\_\_\_\_% of the registered capital and other shareholders represent \_\_\_\_\_% of the registered capital of the Company, without the participation of other shareholders at the EGMS, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of 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.

These transfer operations will be performed as per the informative materials made available to the shareholders.

The resolution was adopted with \_\_\_\_\_ votes, out of a total number of \_\_\_\_\_ votes validly expressed as follows:

- Affirmative votes: \_\_\_\_\_
- Negative votes: \_\_\_\_\_
- Abstentions: \_\_\_\_\_

2. Approval 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".

The resolution was adopted with \_\_\_\_\_, out of a total number of \_\_\_\_\_ votes validly expressed as follows:

- Affirmative votes: \_\_\_\_\_
- Negative votes: \_\_\_\_\_
- Abstentions: \_\_\_\_\_



3. Authorisation of 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.

The resolution was adopted with \_\_\_\_\_ votes, out of a total number of \_\_\_\_\_ votes validly expressed as follows:

- Affirmative votes: \_\_\_\_\_
- Negative votes: \_\_\_\_\_
- Abstentions: \_\_\_\_\_

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the meeting.

The number of shares for which valid votes were expressed was \_\_\_\_\_ representing \_\_\_\_\_% of the registered share capital.  
The total number of votes validly expressed was \_\_\_\_\_.

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*Chairman of the Extraordinary Shareholders' General Meeting*

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*Secretary of the Extraordinary Shareholders' General Meeting*