



Project of Resolution
of the Ordinary Shareholders' General Meeting of ZENTIVA S.A.
Trade Registry number: J40/363/1991
Sole Registration Code: 336206
Date: 7/8 March 2019, 10:00 a.m. – first/second convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the “**Company**”), gathered validly in the meeting on **7/8 March 2019**, 10:00 a.m. – first/second convening, having as reference date **22 February 2019** (the “**OGMS**”), with a quorum of _____% of the total registered share capital, out of which _____ represents _____% of the registered share capital of the Company and other shareholders represent _____% of the registered capital of the Company, without the participation of other shareholders at the OGMS, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of appointment of the following members within the Board of Directors:

- Ms./Mr. _____ ;
- Ms./Mr. _____ ;
- Ms./Mr. _____ ;
- Ms./Mr. _____ ;
- Ms./Mr. _____ ;

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

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 OGMS and the date of 25 March 2019 as “ex-date”.

The resolution was adopted with _____ votes, 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 OGMS.



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 Ordinary Shareholders' General Meeting

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Secretary of the Ordinary Shareholders' General Meeting