



**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:** 31 July 2019

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

**Registered office:** 50 Theodor 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:**

**Correction of certain values contained within the Current Reports dated 27.03.2019 and 10.05.2019 transmitted by the Company, respectively of the values 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 24/2017 on issuers of financial instruments and market operations, the Company would like to inform its shareholders and investors about certain corrections of the Current Reports mentioned above, as follows:



- A. Regarding the Current Report dated 27.03.2019, we specify that the correct value of the mutual receivables of the contracting parties on 27.03.2019 is the following:
- Zentiva SA receivables to be received from Zentiva k.s.: 74,498,552 RON;
  - Zentiva k.s. receivables to be received from Zentiva SA: 18,023,054 RON.
- B. Regarding the Current Report dated 10.05.2019 ("**Initial Report**"), we further present certain corrections of the Annexes I and II, namely:
- 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.

The corrections in points A and B above are brought to the attention of shareholders and investors as a result of recalculating the value of contracts and mutual receivables between the Company and the contracting parties.



ANNEX I

No.	Parties (affiliated companies)	Date	Object	Agreement value during the period 01.01.2018 - 31.12.2018 (from the Initial Report)		Agreement value during the period 01.01.2018 - 31.12.2018 (corrected)		Mutual receivables at the date of 10.05.2019 (from the Initial Report)		Mutual receivables at the date of 10.05.2019 (corrected)		Comments
				Currency	The amount in the chosen currency	Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	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	RON	5,684,516.37	0	959,312.55	474	28,816,880.5	
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	RON	30,374,379.15	0	27,857,567.97			
3	Zentiva Group a.s.	21.09.2018	Cash management agreement	RON	3,260,257.82	RON	3,271,069	2,572,802.88	0			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
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	RON	0	0	0	0	0	

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ANNEX I (continued)

No.	Parties (affiliated companies)	Date	Object	Agreement value during the period 01.01.2018 - 31.12.2018 (from the Initial Report)		Agreement value during the period 01.01.2018 - 31.12.2018 (corrected)		Mutual receivables at the date of 10.05.2019 (from the Initial Report)		Mutual receivables at the date of 10.05.2019 (corrected)		Comments
				Currency	The amount in the chosen currency	Currency	The amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	To be collected from the affiliate	To be paid to the affiliate	
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	RON	0	0	0	0	0	
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 within the group	RON	344,212.13	RON	344,212.13	694,551.32	0	103,547,112	30,447,321	
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	RON	22,166,028.64	0	30,348,521.47			
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	RON	70,418,991.82	94,476,625.15	0			
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	RON	1,340,366	3,391,331.4	0			

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ANNEX II

No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018 (from the Initial Report)		Agreement value determined for the period 01.01.2018 – 30.09.2018 (corrected)		Mutual receivables at the date of 10.05.2019 (from the Initial Report)		Mutual receivables at the date of 10.05.2019 (corrected)		Comments
				Currency	Amount in the chosen currency	Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	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	RON	526,635.75	0	0	12,309,370	12,450,850	
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	RON	1,436,567	0	0			
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	RON	2,233,560.59	0	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	RON	7,245,228.72	0	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	RON	124,553,196.85	0	0			

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ANNEX II (continued)

No.	Parties (affiliated companies)	Date	Object	Agreement value determined for the period 01.01.2018 – 30.09.2018 (from the Initial Report)		Agreement value determined for the period 01.01.2018 – 30.09.2018 (corrected)		Mutual receivables at the date of 10.05.2019 (from the Initial Report)		Mutual receivables at the date of 10.05.2019 (corrected)		Comments
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6	ECZACIBASI-ZENTIVA SAGLIK URUNLERI VE TICARET A.S. (currently named SANOFI ILAC SANAYI VE TICARET A.S.)	<u>Date from the Initial Report:</u> 30.09.2010  <u>Corrected date:</u> 27.09.2016	<u>Object from the Initial Report:</u> Framework agreement of medicines supply, having as object the acquisition, respectively the distribution by Zentiva SA of pharmaceuticals  <u>Corrected object:</u> Quality control and products batch release services agreement through which Zentiva SA provides to the affiliate services related to import, control and release of medicines in EU markets	RON	4,395,065.92	RON	5,504,624	0	0	182,553	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	RON	13,008,382.92	230,839.29	0	5,248,550	884,907	
8	Sanofi Winthrop Industrie	30.01.2017	License and medicine supply agreement regarding the supply of pharmaceuticals by Zentiva SA to Sanofi Winthrop Industrie and the licensing of Sanofi Winthrop Industrie to distribute these products	RON	169,428,075.9	RON	131,141,363.9	5,007,497.66	0			

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ANNEX II (continued)

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				Currency	Amount in the chosen currency	Currency	Amount in the chosen currency	To be collected from the affiliate	To be paid to the affiliate	To be collected from the affiliate	To be paid to the affiliate	
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	RON	2,713,712.79	182,553.35	0	357,212.95	0	
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	RON	294,422	0	2,049.76	0	2,049.76	
11	Sanofi SA (France)	16.09.2013	Cash management agreement	RON	2,675,388.03	RON	2,675,388	0	0	1,093,477	658,596	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**

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