



**MEMO**  
**on the appointment of new members of the Board of Directors**

**ZENTIVA S.A.** is a joint stock company registered with the Bucharest Trade Registry under no. J40/363/1991, sole registration code 336206, having its headquarters located at 50 Theodor Pallady Blvd., District 3, Bucharest (hereinafter referred to as the “**Company**”).

The board of directors of the Company has put forward for the shareholders’ approval the appointment of new members of the Board of Directors, considering the following:

- (i) The mandates of the 5 (five) current members of the Board of Directors of the Company will expire on 21 March 2019;
- (ii) The proposals of the shareholders for the 5 (five) mandates that will expire may be submitted by 25 February 2019 at the Company's headquarters or by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signatures, as amended and supplemented, and in accordance with the regulations issued by the Financial Supervisory Authority (the “**FSA**”), to the address [marius.neagu@zentiva.com](mailto:marius.neagu@zentiva.com). The candidates for the Board of Directors must submit the copy of their ID, the resume which details their current professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen. The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record for each candidate proposed will be published on the webpage of the Company and shall be updated on the basis of received proposals.
- (iii) The Company will update accordingly soon after the expiry of the 25 February 2019 deadline the drafts of special power of attorneys and correspondence votes so to include the proposals received from the shareholders; and
- (iv) The mandates of the new members will be valid for a period until 21 March 2023, subject to the acceptance of the mandates by the newly appointed members.