



Resolution
of the Ordinary Shareholders' General Meeting of ZENTIVA S.A.
Trade Registry number: J40/363/1991
Sole Registration Code: 336206
Subscribed and paid share capital: RON 69,701,704
Date: 1 November 2021, 09:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on **1 November 2021, 09:00 a.m. – first convening**, having as reference date **18 October 2021** (the "OGMS"), with a quorum of 95.9486% of the total registered share capital, out of which Zentiva Group a.s. represents 95.9486% of the registered share capital of the Company (representing 668,778,101 voting rights), 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 the establishment of a working unit of the Company at the following address: Bucharest, 3rd District, 44B Theodor Pallady Blvd., 1st floor, room E1.02A, in accordance with art. 11.3. letter g) of the Articles of Association.**

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes:	0
- Abstentions:	0

- 2. The appointment of the following member within the Board of Directors:**

- **Mr. Kevin Joseph Clifford for a mandate valid until 21 March 2023.**

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes:	0
- Abstentions:	0

- 3. Approval of 19 November 2021 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 and the date of 18 November 2021 as "ex-date", computed in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation 5/2018.**

ZENTIVA

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes: 668,778,101
- Negative votes 0
- Abstentions: 0

4. **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, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the OGMS, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.**

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes: 668,778,101
- Negative votes 0
- Abstentions: 0

Votes were given orally through open vote and, respectively, secret vote within the recorded teleconference/videoconference and documented by the technical secretary of the meeting.

The number of shares for which valid votes were expressed was 668,778,101 representing 95.9486% of the registered share capital.

The total number of votes validly expressed was 668,778,101.

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Simona Cocos
Chairman of the Ordinary Shareholders' General Meeting

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Roxana Diaconu
Secretary of the Ordinary Shareholders' General Meeting

