

**Resolution of the Ordinary Shareholders' General Meeting of
S.C. ZENTIVA S.A.**

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 28 April 2016, 9:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of S.C. ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 28 April 2016, 9:00 a.m. – first convening, having as reference date 15.04.2016, with a quorum of **91,9358%** of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 23.9282% of the registered capital, Sanofi-Aventis Europe represents 6.7292% of the registered capital; KJK FUND II SICAV-SIF represents 4,2992% of the registered capital; Fond de Pensii Facultative ING Activ represents 0.1371% of the registered capital; Fond de Pensii Administrat Privat NN represents 5,5935 % of the registered capital; Fond de Pensii Facultative ING Optim SA represents 0.2677% of the registered capital and other 4 natural person shareholders represent 0.0000% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, decides as follows:

1. To approve the Company's financial statements for 2015, accompanied by the Management Report of the Board of Directors and the Financial Auditor's Report, with the following main indicators:

Main indicators	RON
Net turnover	396.824.593
Total revenues	403.068.541
Total expenditure	343.086.872
Gross profit	59.981.668
Net profit	46.204.961

The resolution was adopted with 340.399.752 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes: 340.399.752;
- Negative votes 17.926.211;
- Abstentions: 25.010.694;

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

2. Approval of the distribution of the net profit for 2015, amounting 46,204,961 RON, to be distributed as follows:

- the amount of 40,000,000 RON, is to be distributed as dividends (gross value of the dividend is 0.095932 RON/share).
 - the amount of 6,204,961 RON to be distributed to the retained earnings;
- Dividends payment date shall be June 2, 2016;**

The resolution was adopted with 383.336.657 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes: 383.336.657;
- Negative votes: 0;
- Abstentions: 0;

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

3. To approve the Annual Report, in compliance with the provisions of Article 227, paragraph 4 of Law no. 297/2004 on Capital Markets.

The resolution was adopted with 340.399.752 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes:	340.399.752;
- Negative votes:	17.926.211;
- Abstentions:	25.010.694;

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

4. To approve the Revenue and Expenditure Budget for the 2016 financial year, with the following main indicators:

Main indicators	Mil RON
Net turnover	426.8
Operation expenses	359.7
Operation results	67.1

The resolution was adopted with 340.399.752 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes:	340.399.752;
- Negative votes:	17.926.211;
- Abstentions:	25.010.694;

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

5. To approve appointment of Mr. Christophe Courcelle as permanent member of SC ZENTIVA SA's Board of Directors. The term of his mandate with the Company's Board of Directors shall be equal to the time period remaining until expiry of the replaced Director's mandate.

The resolution was adopted with 340.399.652 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes:	340.399.652;
- Negative votes:	25.010.694;
- Abstentions:	17.926.311;

To approve appointment of Mrs. Emmanuelle Valentin as permanent member of SC ZENTIVA SA's Board of Directors. The term of her mandate with the Company's Board of Directors shall be equal to the time period remaining until expiry of the replaced Director's mandate.

The resolution was adopted with 340.399.652 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes:	340.399.652;
- Negative votes:	25.010.694;

- Abstentions: 17.926.311

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

6. To approve the annual remuneration of the Company's Directors for the 2016 financial year, as follows:

- (i) in a gross amount of RON 54,000 / year – for the independent Director;**
- (ii) free of charge mandates for the rest of the Board Members;**

The resolution was adopted with 340.399.752 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes: 340.399.752;
- Negative votes: 42.936.905;
- Abstentions: 0;

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

7. To approve discharge of administration of the Board of Directors' members for the 2015 financial year.

The resolution was adopted with 340.399.752 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes: 340.399.752;
- Negative votes: 42.936.905;
- Abstentions: 0;

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

8. To approve the date of May 17, 2016 as date for the identification of shareholders that are affected by the resolution of the Ordinary Shareholders' General Meeting, according to the provisions of Article 238, paragraph 1 of Law no. 297/2004 on Capital Markets.

The resolution was adopted with 383.336.657 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes: 383.336.657;
- Negative votes: 0;
- Abstentions: 0;

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

9. Establishment of the date of May 16, 2016 as ex date, in compliance with the provisions of Regulation no. 1/2006 as amended by the Regulation no. 13/2014.

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The resolution was adopted with 383.336.657 votes, out of a total number of 383.336.657 votes validly expressed as follows:

- Affirmative votes:	383.336.657;
- Negative votes:	0;
- Abstentions:	0;

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 383.336.657, representing 91.9358% of the registered capital.

The total number of votes validly expressed was 383.336.657.

Emmanuelle Valentin
Chairman of the Shareholders' General Meeting

Anda Teampau
Secretary of the Shareholders' General Meeting



The image shows two handwritten signatures in blue ink. The first signature is for Emmanuelle Valentin, and the second is for Anda Teampau. Below the signatures is a circular blue stamp. The stamp contains the text 'SOCIETATE COMERCIALA S.R.L.' at the top, 'ZENTIVA' in the center, and 'BUCURESTI, ROMANIA' at the bottom.