



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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 18 March 2015, 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 March 18, 2015 9:00 a.m. – first convening, having as reference date 05.03.2015, with a quorum of **86.1988%** 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 Optim SA represents 0.2613% of the registered capital, for the purpose of approving the items listed in the agenda, decides as follows:

1. Appointment as members of SC ZENTIVA SA's Board of Directors of the following:

- Mr. Christophe Gourlet;
- Mrs. Simona Cocos;
- Mrs. Margareta Tanase
- Mr. Gabriel Ioan Prada;
- Mr. Massimo Festa;

The mandates will be effective on March 21, 2015 and will be valid for 4 years.

The resolution was adopted with 340,399,652 votes, out of a total number of 359,415,300 votes validly expressed as follows:

- Affirmative votes: 340,399,652;
- Negative votes: 0;
- Abstentions: 19,015,648;

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

2. To approve the date of April 9, 2015 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 359,415,300 votes, out of a total number of 359,415,300 votes validly expressed as follows:

- Affirmative votes: 359,415,300;
- 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 359,415,300, representing 86.1988% of the registered capital.

The total number of votes validly expressed was 359,415,300.

Christophe Gourlet

Chairman of the Shareholders General Assembly

Anda Teampau

Secretary of the Shareholders General Assembly