

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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 26(27) April 2018, 9:00 a.m. – first/second convening

The Ordinary Shareholders' General Meeting of S.C. ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 26(27) April 2018, 9:00 a.m. – first(second) convening, having as reference date 17.04.2018, with a quorum of% of the total registered capital, out of which represents% of the registered capital, and other shareholders represent% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of the 2017 financial statements;

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

- Affirmative votes:
- Negative votes:
- Abstentions:

2. Approval of the distribution of the net profit for 2017 to the company retained earnings. Therefore no dividends will be distributed to the shareholders from 2017 net profit.

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

- Affirmative votes:
- Negative votes:
- Abstentions:

3. Approval of the Revenue and Expenditures Budget for 2018;

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

- Affirmative votes:
- Negative votes:
- Abstentions:

4. Determining the annual remuneration of the Company's directors for the 2018 financial year;

- (i) an annual remuneration of RON 54,000 for the independent director;

(ii) free of charge mandates for the rest of the Board Members;

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

- Affirmative votes:
- Negative votes
- Abstentions:

5. Discharge of administration of the board of directors' members for the 2017 financial year;

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

- Affirmative votes:
- Negative votes
- Abstentions:

8. Establishment of the date of May 25, 2018 as the date of identification of the shareholders being affected by the resolution

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

- Affirmative votes:
- Negative votes
- Abstentions:

9. Establishment of the date of May 24, 2018 as ex date

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

- Affirmative votes:
- Negative votes
- Abstentions:

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, representing% of the registered capital.

The total number of votes validly expressed was

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Chairman of the Shareholders' General Meeting

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Secretary of the Shareholders' General Meeting