

CONVOCAȚION

**Of Extraordinary and Ordinary General Meeting of the Shareholders
of ZENTIVA S.A.,
Registered under J40/363/1991, Unique Registration Code 336206**

In compliance with Law no. 31/1990 republished, the Board of Directors of S.C. ZENTIVA S.A., with registered seat in 50 Theodor Pallady Blvd., 3rd District, Bucharest (the “*Company*”), gathered today, 06.06.2018, convenes for all shareholders registered in the Shareholders’ Register, as reference date, at the end of 28.06.2018:

I. The Extraordinary General Meeting of Shareholders for July 11, 2018, 9.00 a.m., at the Company’s seat.

The agenda of this meeting is:

- 1. Approval of the sale of pharmaceutical products owned by the Company, respectively the assets related to these pharmaceutical products (brands, domains, pharmaceutical dossiers, marketing authorizations), as well as the conclusion by the Company of license agreements related to some of the transferred pharmaceutical dossiers;*
- 2. Empowering the Company General Manager, Mrs. Simona Cocos, in order to complete all the legal formalities in order to implement the decision under item 1, including the signing on behalf of the company of all the documents necessary for this purpose;*
- 3. Establishment of the date of 31.07.2018 as the date of identification of the shareholders being affected by the resolution;*
- 4. Establishment of the date of 30.07.2018 as ex date.*

II. The Ordinary General Meeting of Shareholders for July 11, 2018, 10.00 a.m., at the Company’s seat.

The agenda of this meeting is:

- 1. Voluntary liquidation of the Company’s branch in Moldavia;*
- 2. Dissolution of the secondary seat, located in Bucharest, 2nd District, 4 Gara Herastrau Street, 9th floor (office activities);*
- 3. Approval of the prescription and transfer on the income account of the dividends related to the previous years for which, until the date of the general meeting, the statute of limitation period has been reached and which are in the accounting balance of the company and not paid at the date of the meeting;*
- 4. Establishment of the date of 31.07.2018 as the date of identification of the shareholders being affected by the resolution;*
- 5. Establishment of the date of 30.07.2018 as ex date.*

In the event of failure to meet the statutory validation requirements set out under the Articles of Incorporation, the Ordinary General Meeting of Shareholders will be rescheduled on July 12, 2018, 9.00 a.m./10.00 a.m., at the same time and place and with the same agenda and having the same reference date, at the end of 28.06.2018.

The shareholders registered at the reference date may attend and vote within the general meeting in person or may be represented by persons other than shareholders, save for the directors, based on special power of attorney.

The shareholders may attend the general meeting upon proving their identity, in the case of shareholders – individuals with their I.D., and in the case of shareholders – legal entities and of shareholders – represented individuals, with special or general power of attorney given to the individual representing them.

The general power of attorney may be granted for a period of no more than 3 years, for all items on the agenda of the General Meeting of Shareholders.

The special power of attorney may be granted for representation at a single General Meeting of Shareholders and must contain the vote expressed by the shareholder according to the agenda.

The general or special power of attorney will be drafted in three original copies, one for the Company, the second copy will be handed over to the representative, the third copy remaining with the shareholder. Upon filing in and signing it, the copy of the special power of attorney intended for the Company, accompanied by a copy of the I.D. or of the

registration certificate of the represented shareholder, will be submitted, in original, at the Company's seat on 09.07.2018, 9.00 a.m., at the latest. The power of attorney may also be delivered in electronic format, via e-mail at the address: zentivaro@zentiva.ro, accompanied by a copy of the I.D. or of registration certificate of the represented shareholder, provided that the original is sent to the Company by 09.07.2018, 9.00 a.m.

The shareholders may also be represented by a special power of attorney in pdf format having incorporated an extended electronic signature, in compliance with the provisions of Law no. 455/2001, power of attorney which may also be delivered in electronic format, via e-mail at the address: zentivaro@zentiva.ro, by 09.07.2018, 9.00 a.m.

The shareholders registered at the reference date in the shareholders' register may vote by correspondence before the date of the general meeting, by using the form for vote by correspondence. The form for vote by correspondence with signature notarization by a notary public together with a copy of the I.D. or registration certificate of the shareholder, will be delivered to the Company, in original, at its seat by 09.07.2018, 9:00 a.m., at the latest.

The special power of attorney form, the form for vote by correspondence, the draft decision, as well as the information materials subject to approval on the Meeting's agenda, may be obtained both at the Company's seat, and from the Company's website, as of 11.06.2018. The special power of attorney form, as well as the form for vote by correspondence will also be available in the English language.

One or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to enter new items on the agenda of the general meeting of shareholders, provided that each point is accompanied by a justification or by a draft decision proposed for approval by the general meeting, which will be delivered in written form at the Company's seat by 23.06.2018.

In addition, one or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, right which may be exercised in writing at the Company's seat, by the end of 23.06.2018.

The Company's shareholders may address written questions concerning the items on the agenda of the general meeting of shareholders and submit such questions at the Company's seat together with copies of the identification documents allowing for the identification of the shareholder (copy of I.D. in the case of shareholders – individuals and registration certificate accompanied by the official document attesting its capacity as legal representative of the shareholder, in the case of shareholders – legal entities), as well as the bank statement reflecting the capacity of shareholder and the number of shares held, by 29.06.2018, at the latest.

The Company may issue a general reply for questions having the same content. The answers will be available on the Company's website in the FAQ section, in Q&A form.

All documents sent to the Company with respect to the general meeting of shareholders will be delivered in a closed envelope, with the following note written thereon: *"For the Extraordinary General Meeting of Shareholders of July 11/12, 2018"*.

Further information may be acquired at the Company's seat or by calling 0372173557.

Emmanuelle Valentin
Chairman of the Board of Directors