

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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 11(12).07.2018, 9:00 a.m. – first/second convening

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 11(12).07.2018, 9:00 a.m. – first(second) convening, having as reference date 28.06.2018, 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 following transactions:

- (i) Transfer of ownership of pharmaceutical products in the range of non-prescription medicinal products held by the Company, respectively of the assets belonging to these pharmaceuticals (trademarks, domains, pharmaceutical dossiers, marketing authorizations);**
- (ii) Transfer of ownership over pharmaceutical dossiers related to medicines in the Generic medicines area held by the Company;**
- (iii) Licensing to the Company of the transferred pharmaceutical dossiers related to medicines in the Generic medicines area and licensing by the Company of some pharmaceutical dossiers related to pharmaceutical products held by the Company in the range of non-prescription medicinal products;**

under the following conditions:

- The value of the transactions will be set at an arm's length level; for clarity, the value established in the valuation report performed by the independent valuator (Deloitte) on these transactions will be considered as being arm's length;**
- Transactions are to be concluded with affiliated companies within the Sanofi Group;**

The effective conclusion of transactions will be done under the above mentioned conditions being also necessary to meet certain pre-conditions that are outside the Company's control.

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

- Affirmative votes:
- Negative votes
- Abstentions:

2. The General Manager of the Company is empowered by the Assembly to carry out all actions in order to implement the decision under item 1, including to identify the products (assets) which will be subject of each transactions and also the signing on behalf of the company of all the documents necessary for this purpose, observing the coordinates specified in point 1.

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

- Affirmative votes:
- Negative votes
- Abstentions:

3. Establishment of the date of July 31, 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:

4. Establishment of the date of July 30, 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