

Informative materials

Extraordinary and Ordinary General Meeting of the Shareholders scheduled on 11(12).07.2018, 09:00 a.m./10,00 a.m.

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 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.*

The Extraordinary General Meeting

- 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;*

Considering:

- (i) The fact that Sanofi announced on 17 April 2018 exclusive negotiations with Advent International on the basis of which Advent would acquire Zentiva, the European Sanofi generic medicine division, Advent's offer being firm and binding;
- (ii) The fact that the transaction is expected to be completed by the end of 2018, subject to the completion of appropriate social processes and after approvals by the relevant competition authorities.
- (iii) The fact that, as a result of the proposed transaction, Zentiva would focus primarily on the generic business;
- (iv) The fact that, in the context of the proposed transaction, Zentiva / Sanofi intend to conclude certain transactions having as object:

- (i) Transfer of ownership of pharmaceutical products in the range of non-prescription medicinal products held by the Company, respectively 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;
- (iv) The fact that, according to the statutory provisions, the conclusion of these transactions requires the prior approval of the Extraordinary General Meeting;
- (v) The fact that, according to the statutory provisions, the conclusion of these transactions requires the prior approval of the Extraordinary General Meeting;

It is proposed to the Extraordinary General Meeting of Shareholders to approve these transactions, with the following coordinates:

- 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 on these transactions (Deloitte) will be considered as being arm's length;
- Transactions are to be concluded with affiliated companies within the Sanofi Group;

For clarity, for the effective conclusion of transactions, it is necessary to meet certain pre-conditions that are not related to the Company (eg sanofi pre-approvals etc.). As a result, if these prerequisites are not met, the transactions may not materialize.

2. *Empowering the Company General Manager 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;*

The General Manager of the Company shall be 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 Ordinary General Meeting

1. *Voluntary liquidation of the Company's branch in Moldavia;*

Considering:

- (i) The fact that Sanofi announced on 17 April 2018 exclusive negotiations with Advent International on the basis of which Advent would acquire Zentiva, the European Sanofi generic medicine division, Advent's offer being firm and binding;
- (ii) The fact that the transaction is expected to be completed by the end of 2018, subject to the completion of appropriate social processes and after approvals by the relevant competition authorities.
- (iii) Reorganization of the Company's operations at the local level and in the Republic of Moldova so that the maintenance of the representative is no longer justified;
- (iv) The fact that, according to the statutory provisions, prior approval is required at the Ordinary General Assembly;

The Ordinary General Meeting of Shareholders is proposed to approve the voluntary liquidation of the Moldovan representation of the Company.

Also, the General Manager of the Company will be empowered by the Assembly to carry out all legal formalities in order to implement the decision on the voluntary liquidation of the Moldovan representative, including signing on behalf of the Company all the necessary documents in this respect.

2. *Dissolution of the secondary seat, located in Bucharest, 2nd District, 4 Gara Herastrau Street, 9th floor (office activities);*

Considering:

- (i) The fact that Sanofi announced on 17 April 2018 exclusive negotiations with Advent International on the basis of which Advent would acquire Zentiva, the European Sanofi generic medicine division, Advent's offer being firm and binding;
- (ii) The fact that the transaction is expected to be completed by the end of 2018, subject to the completion of appropriate social processes and after approvals by the relevant competition authorities.
- iii) The need to separate Zentiva operations locally from those of Sanofi in the context of the proposed transaction;
- (iv) It is necessary to delete the working point of the Company located in Bucharest, sector 2, Gara Herastrau Street no. 4, building B, 9th floor (office activities).

It is proposed to the Ordinary General Meeting of the Shareholders to dismantle the work point of the Company located in Bucharest, sector 2, Gara Herastrau Street no. 4, building B, 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;*

Considering:

- (i) The legal provisions regarding the prescription of the right to dividends not collected by shareholders;
- (ii) Completion by the Assembly of the statute of limitation period for payment of dividends for 2010-2014;
- (iii) The fact that the General Assembly may decide to grant the prescription and income transfer of the dividends for the previous years for which, until the date of the general meeting, the limitation period was fulfilled and which were not lifted and is in the company's balance sheet at the date of the general meeting ;

It is proposed to the General Assembly 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.