

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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 11.07.2018, 10:00 a.m. – first/second convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 11.07. 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 voluntary liquidation of the Moldovian representation of the Company. The General Manager of the Company is empowered by the Assembly to carry out all legal formalities in order to implement the decision on the voluntary liquidation of the Moldovian representative, including signing on behalf of the Company all the necessary documents in this respect.

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

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 prescription and transfer on the income account of the dividends related to the previous years (2010-2014) 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. The payment of such dividends will continue till the date of the general meeting, respectively till 11.07.2018 (included).

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 31.07.2018 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 30.07.2018 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

.....
Chairman of the Shareholders' General Meeting

.....
Secretary of the Shareholders' General Meeting