

**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 convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 11.07.2018, 10:00 a.m. – first convening, having as reference date 28.06.2018, with a quorum of **93,2295%** of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 35,5195% of the registered capital, Sanofi-Aventis Europe represents 6.7292% 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 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

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 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

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 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;

- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

4. 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 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

5. Establishment of the date of July 30, 2018 as ex date

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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 388.730.877, representing **93,2295%** of the registered capital.

The total number of votes validly expressed was 388.730.877.

Simona Cocos

Chairman of the Shareholders' General Meeting

Timeea Ciudin

Secretary of the Shareholders' General Meeting